Devyani International Limited

July 23, 2026

To,

National Stock Exchange of India Ltd.	BSE Limited
Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Email: cmlist@nse.co.in	Email: corp.relations@bseindia.com
Symbol: DEVYANI	**Security Code: 543330**

Subject: Notice of 35th Annual General Meeting and Annual Report of the Company for the Financial Year ended March 31, 2026

Dear Sir/Madam,

Pursuant to the Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), please find enclosed the following:

1. Annual Report (including Business Responsibility and Sustainability Report) of the Company for the Financial Year ended March 31, 2026; and

2. Notice of the 35th Annual General Meeting of the Company scheduled to be held on **Friday, August 14, 2026 at 11:00 A.M. (IST)** through Video Conferencing/ Other Audio-Visual Means facility, pursuant to the circulars issued by the Ministry of Corporate Affairs and the provisions of the SEBI Listing Regulations.

You are requested to kindly take the same on record.

Yours faithfully,
For Devyani International Limited

Pankaj Virmani

Digitally signed by Pankaj Virmani
DN: c=IN, o=Personal, title=2659, pseudonym=41ee088140664bf4937c17ce41b714d5, 2.5.4.20=370761598635a32ec12880bd20f9d6bf1e0cea828f618cb9ab4297719f2e4aad, postalCode=121001, st=Haryana, serialNumber=662a532e90644d78d21acc7a66f8fa746a569f819b8498cde6d1a476746030b2, cn=Pankaj Virmani
Date: 2026.07.23 19:59:31 +05'30'

Pankaj Virmani
Chief Sustainability Officer & Company Secretary

Encl: *As above*

Annual Report
2025-26

DEVYANI
INTERNATIONAL LIMITED

TRANSFORMING FOR THE FUTURE.

AI POWERED. TECHNOLOGY DRIVEN

CONTENTS

Forward-looking statements

This report may contain some statements on the Company's business or financials which may be construed as forward-looking based on the management's plans and assumptions. The actual results may be materially different from these forward-looking statements, although we believe we have been cautious.

To view this report online and to know more about us, please visit: **www.dil-rjcorp.com**

DIL IS EVOLVING.

DIL is in the midst of a defining transformation shaped by evolving market dynamics, changing consumer preferences, and the convergence of tradition with innovation.

As India's food consumption landscape evolves, so do we. We are reimagining our business to serve the diverse and dynamic needs of today's consumers across regions, cuisines and occasions, while building a resilient platform for sustained growth.

Our transformation extends across every aspect of the organization. From expanding beyond pure-play cuisine formats to creating a more diversified food portfolio, we are redesigning our operating model, enhancing our digital ecosystem, and strengthening our supply chain. Every initiative is focused on delivering superior customer experiences, greater agility and operational excellence.

At the heart of this transformation lies technology. By increasing automation and use of advanced analytics and digital platforms across our value chain, we are enabling smarter decision-making, improving productivity, optimizing costs, and creating more personalized consumer experiences. Data-driven insights are empowering us to respond faster to market shifts while continuously innovating our offerings to delight customers.

Our ambition is clear – to evolve into a future-ready, consumer-centric platform that combines the scale of a leading food services company with the intelligence of a technology-enabled enterprise.

The future presents limitless opportunities. With innovation as our catalyst, technology as our foundation, and our people as the driving force...

WE ARE TRANSFORMING TODAY TO LEAD TOMORROW.

DEVYANI
INTERNATIONAL LIMITED

KEY HIGHLIGHTS

PERFORMANCE SNAPSHOT FY 2025-26

HIGHLIGHTS

Merger with Sapphire Foods

Proposed merger will consolidate KFC and Pizza Hut operations in India, creating one of Yum's largest franchise partners globally and one of the top QSR operators in India.

Acquisition of Sky Gate Hospitality

Successfully acquired and integrated Sky Gate Hospitality operations. Sky Gate Hospitality owns brands like "Biryani by Kilo" and "Goila Butter Chicken". Turned around the brands' profitability from a loss-making portfolio to break-even, demonstrating strong execution capabilities.

~30

Years of association with Yum! Brands

2,256

Total stores as of March 31, 2026.

1,857

Total stores in India as of March 31, 2026

1,169

Total number of KFC stores operated globally.

399

International stores as on March 31, 2026. Added 24 stores across Thailand and Nepal.

22,500+

Employees globally.

FINANCIAL HIGHLIGHTS

₹ 56,115 Million
Revenue from Operations

₹ 38,396 Million
Gross Profit

₹ 8,554 Million
EBITDA

15.2%
EBITDA margin

BUSINESS OVERVIEW

TRANSFORMING FOR AN EXCITING FUTURE

The Indian food landscape is undergoing a profound transformation. Today's consumers seek far more than great taste and quality – they expect variety across cuisines and formats, seamless omnichannel convenience, personalized experiences, and engaging dine-in environments. As lifestyles evolve, so do expectations.

As one of the largest QSR operators in the world, we operate at the heart of everyday food occasions, combining scale, speed, and choice to serve Millions across global and Indian quick service brands. Our network of over 2,256 stores in India, Thailand, Nigeria, and Nepal showcases our extensive presence.

Our strategic ambition extends beyond just operating successful restaurant brands – we are building India's leading integrated Food & Beverage (F&B) platform – one that brings together multiple cuisines, formats and occasions under a future-ready operating model. Keeping pace with this evolving landscape, Devyani International Limited (DIL) has embarked on a bold journey of transformation. Guided by a consumer-first mindset and powered by technology, we are continuously expanding our portfolio, introducing innovative food offerings, entering new markets, and strengthening our digital capabilities.

Our ability to understand and adapt to India's diverse and evolving food preferences continues to shape our growth journey. At the core of this strategy is the transformation of DIL into a truly diversified, technology-enabled and consumer-centric enterprise. Our investments in building the "DIL Commerce" platform are guided by this philosophy. This platform is envisaged as the backbone for DIL's tech ambitions – one that will allow a unified, 360-degree view of customers across the dine-in, takeaway and online channels. We have already covered more than 80% of our dine-in stores in KFC with kiosks that enable us to effectively connect with offline customers as well – and we are looking to expand this further. With access to high-frequency data around demand, we believe the platform will also improve our capital allocation efficiency by providing relevant insights as we penetrate deeper into the country.

We are building a multi-cuisine, multi-format portfolio that caters to diverse consumer tastes, occasions and price points. Simultaneously, we are modernizing our supply chain, strengthening our production capabilities, digitizing our operations, and embedding AI across critical business processes to enable smarter decisions, greater agility, and improved operational excellence. This strategic transformation enhances our resilience by diversifying across brands and geography, while positioning us to capture the immense opportunities emerging from India's rapidly evolving food services market.

OUR BUSINESS PORTFOLIO

India Business

YUM Brands	Franchisee Brands	Own Brands
KFC	Costa Coffee	BBK
Pizza Hut	Sanook Kitchen	Vaango!
	New York Fries	

International Business

Thailand	KFC
Nepal	KFC, Pizza Hut
Nigeria	KFC

Our portfolio reflects a carefully balanced mix of globally recognized brands and differentiated homegrown concepts.

We are today

The largest franchisee of Yum! Brands in India and Nepal, operating KFC and Pizza Hut.

The exclusive franchisee in India for international brands, including Costa Coffee, New York Fries, and Sanook Kitchen.

Owners of indigenous brands, including Vaango – a South Indian vegetarian cuisine concept, The Food Street – a food court format that brings multiple brands together under one roof across high-footfall locations, along with Biryani By Kilo and Goila Butter Chicken – both added to our portfolio through the Sky Gate acquisition.

OUR VISION

To be the most preferred Restaurant Company

OUR MISSION

To be a people-centric, customer-focused and process-driven company pushing for excellence in operations and constantly striving for sustainable growth

OUR VALUES

Ownership

Utilizing our resources judiciously by demonstrating care and concern.

Customer First

Our motto is to satisfy our internal and external customers through our service delivery and fulfilling the interests of stakeholders.

Sustainable Growth

Leveraging opportunities for overall development.

Financial Discipline

Maintaining financial discipline to ensure profitability.

OUR PURPOSE

Spreading happiness and joy on all occasions

Driven by our future-focused growth strategy, we are embedding responsible business practices alongside operational excellence and innovation at scale. Sustainability is increasingly integrated into every aspect of our operations – from process optimization and technology adoption to quality assurance, resource efficiency and responsible sourcing. By leveraging digital technologies and data-driven insights, we continue to enhance productivity, optimize resource utilization, and build a more resilient operating model.

This integrated approach enables us to deliver sustainable growth while meeting the evolving expectations of our consumers, employees, partners and shareholders.

As a part of the RJ Corp ecosystem, we benefit from a strong foundation of governance, entrepreneurial leadership, and shared capabilities. The Group's diversified expertise, institutional strength and long-term vision further enhance our ability to innovate, scale responsibly, and create enduring value for all our stakeholders.

STORE FOOTPRINT AS ON MARCH 31, 2026

	Stores as at March 31, 2025	Stores as at March 31, 2026
YUM BRANDS	**1,326**	**1,422**
KFC	696	783
PH	630	639
FRANCHISEE BRANDS	220	198
OWN BRANDS	96	217
Food-Courts / Airports	22	20
Total India	**1,664**	**1,857**
Thailand	306	321
Nepal	29	38
Nigeria	40	40
Total International	**375**	**399**
Total DIL	**2,039**	**2,256**

KEY STRENGTHS

ALIGNING WITH EVOLVING CONSUMER PREFERENCES

Our transformational efforts are focused on reinforcing our core strengths, which we continue to scale in alignment with the evolving consumer food preferences. Beyond scale, our focus is on consistency, relevance, and consumer connect. These strengths help us grow across brands, formats, and geographies, while building a resilient and responsible business.

Our innovation-led and tech-driven approach helps us in nurturing these strengths to create unique offerings that deliver to the contemporary tastes of consumers while anticipating their future choices.

DISCIPLINED EXPANSION. SUSTAINABLE GROWTH.

We expand with clear capital allocation principles, focusing on demand density, unit economics and long-term returns. Our presence across metros, emerging cities and international markets provides access to multiple growth opportunities while diversifying demand. A disciplined expansion strategy ensures scale translates into sustainable value creation.

OPERATIONAL EXCELLENCE THAT DRIVES RETURNS

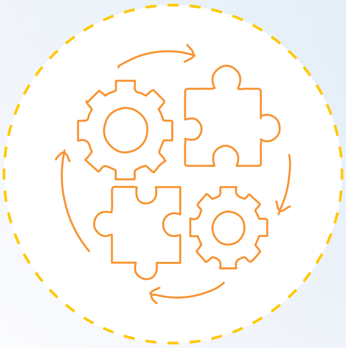
Our integrated multi-brand operating model creates significant operating leverage through shared sourcing, supply chain, distribution and overheads. Combined with continuous productivity improvements and cost optimization, these advantages strengthen margins, improve asset efficiency and enhance profitability as the business scales.

POWERFUL BRANDS. MULTIPLE GROWTH ENGINES.

Our portfolio of globally-loved brands and differentiated homegrown concepts enables us to participate across cuisines, occasions and consumer segments. Strong brand equity, consistent customer experience and continuous innovation support higher consumer preference, repeat business and long-term market share expansion.

RESPONSIBLE LEADERSHIP, ENDURING VALUE CREATION

Strong governance, financial discipline, experienced leadership and a future-ready workforce provide the foundation for long-term value creation. Alongside sustained investments in people and technology, we continue to embed sustainability into our operations, strengthening resilience and supporting responsible growth.

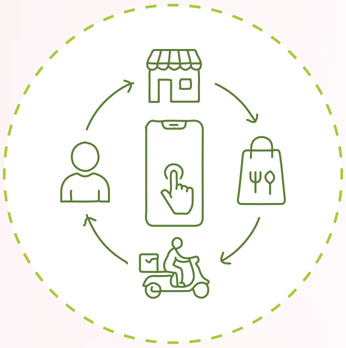


BUILDING THE NEXT GROWTH PLATFORMS

We continue to create future growth engines through selective entry into attractive food categories, strategic partnerships and acquisitions. Supported by deep consumer insights, strong youth connect and proven execution capabilities, we are well positioned to capture emerging consumption trends while maintaining operational discipline.

TECHNOLOGY-LED EXECUTION AT SCALE

Technology is embedded across customer engagement and business operations. Omnichannel access, digital ordering, automation, AI-enabled analytics and data-driven decision-making improve customer convenience, enhance execution quality, optimize costs and enable scalable growth across the network.



DEVYANI INTERNATIONAL LIMITED

CHAIRMAN'S MESSAGE

EMPOWERED FOR THE FUTURE

Dear Shareholders,

It gives me great pleasure to present the Annual Report of Devyani International Limited for FY 2025-26.

This has been a pivotal year in our Company's journey. It was a year that demanded resilience, disciplined execution, and thoughtful decision-making, while also laying the foundation for the next phase of our growth. Despite a relatively challenging operating environment for the Quick Service Restaurant (QSR) industry during much of the year, we remained focused on strengthening our business, investing for the future, and taking strategic decisions that will shape the Company's long-term trajectory.

BUILDING STRENGTH AMIDST NEAR-TERM CHALLENGES

The Indian economy continued to demonstrate resilience despite persistent global uncertainties. Healthy domestic consumption, stable inflation, infrastructure-led investments, and supportive government policies provided a stable macroeconomic backdrop.

Within the food services sector, however, consumer demand remained relatively subdued through much of the first three quarters as discretionary spending moderated. Like the broader industry, we experienced a more measured consumption environment, requiring sharper execution and greater operational discipline.

Rather than pursuing growth at any cost, we remained focused on protecting unit economics, improving operational efficiency, and strengthening the fundamentals of the business. Our expansion strategy remained calibrated, our marketing initiatives became increasingly focused on delivering value and improving accessibility, and we continued to invest selectively in technology, digital capabilities, and customer engagement.

These actions enabled us to build a leaner, more resilient organization while preserving our ability to accelerate as market conditions improve.

Encouragingly, the fourth quarter witnessed early signs of recovery. We observed improving consumption trends across several markets, supported by government measures to stimulate demand and improving consumer confidence. Our value-led initiatives at KFC, together with continued product innovation across brands, resonated well with customers and contributed to improving average daily sales and a gradual stabilization in same-store sales performance.

While demand recovery is still evolving, these early trends reinforce our confidence in the long-term opportunity for organized food services in India.

CONTINUING TO BUILD A DIVERSIFIED GROWTH PLATFORM

During the year, we continued to strengthen our position as one of India's leading multi-brand food services companies.

Our network expanded in a disciplined manner to more than 2,200 stores across India and international markets. While KFC remained the primary engine of expansion, we continued optimizing the Pizza Hut portfolio, strengthened Costa Coffee's presence, and accelerated the growth of our emerging brands.

The integration of Sky Gate Hospitality progressed exceptionally well during the year. I am particularly pleased that the business achieved brand contribution break-even ahead of our original expectations – a testament to disciplined execution and the successful integration of the portfolio into our ecosystem.

We also expanded our House of Brands strategy through continued investments in Vaango, Biryani By Kilo, New York Fries and the launch of Sanook Kitchen. Together, these brands provide us with multiple growth engines, enable us to participate across a broader range of consumer occasions, and further strengthen our long-term competitive positioning.

Our international operations also continued to perform well, demonstrating the strength and scalability of our operating model across diverse markets.

A TRANSFORMATIONAL MILESTONE

Without doubt, the most significant development during FY 2025-26 was the announcement of our proposed merger with Sapphire Foods.

This represents a transformational milestone – not simply because it creates scale, but because it brings together two highly complementary organizations with shared values, similar operating philosophies, and a common ambition to build one of the world's leading QSR platforms.

Upon completion, the combined organization is expected to operate over 3,000 restaurants with revenues approaching USD1 billion, creating one of the largest restaurant companies in the region.

More importantly, this combination substantially enhances our strategic capabilities. Greater scale will strengthen our procurement and supply chain efficiencies, improve capital allocation, accelerate technology investments, deepen leadership capabilities, and unlock meaningful operating synergies across the organization.

Equally important, it provides us with greater financial flexibility to invest behind our brands, our people, and future growth opportunities.

I am pleased to share that the merger process continues to progress on expected timelines, and we remain on track to complete the merger within the current financial year, subject to the necessary regulatory approvals.

BUILDING THE ORGANIZATION OF THE FUTURE

As we prepare for a significantly larger organization, we have also invested in strengthening our leadership team. The induction of a new leadership under Mr. Manish Dawar and experienced professionals across key functions brings fresh perspectives, deeper capabilities, and positions us well to manage the next phase of our evolution.

Technology and automation will play an increasingly central role in this journey. Across our operations, we continue to leverage digital platforms, data analytics, artificial intelligence, and automation to improve customer engagement, optimize operations, strengthen supply chains, and enhance decision-making. These investments will be instrumental in creating a more agile, scalable, and future-ready organization.

At the same time, our commitment to responsible growth remains unwavering. We continue to invest in our people, strengthen our culture, advance sustainability initiatives, and contribute meaningfully to the communities we serve. Long-term value creation is possible only when business growth is accompanied by responsible corporate citizenship.

LOOKING AHEAD

We remain highly optimistic about the long-term prospects of the Indian QSR industry. Rising urbanization, increasing disposable incomes, favorable demographics, growing digital adoption, and the continued formalization of food services provide a compelling foundation for sustained growth.

As demand continues to recover, we believe businesses with strong brands, disciplined execution, operational excellence, and scale will be best positioned to create long-term value.

Devyani International enters this next phase from a position of strength. We have a diversified portfolio of market-leading brands, an experienced leadership team, improving operating fundamentals, expanding digital capabilities, and a transformational merger that will significantly enhance our competitive position.

FY 2025-26 has been a year of resilience, execution, and strategic progress. We look forward to accelerated growth in the coming years and we remain committed to building a stronger, more agile organization capable of delivering sustainable value for our customers, employees, franchise partners, communities, and shareholders.

On behalf of the Board of Directors, I extend my sincere gratitude to our employees for their dedication, our brand partners for their continued trust, our customers for choosing our brands every day, and our shareholders for their unwavering confidence and support.

Together, we look forward to shaping the next chapter of Devyani International's growth story.

Warm regards,

Ravi Jaipuria

Chairman

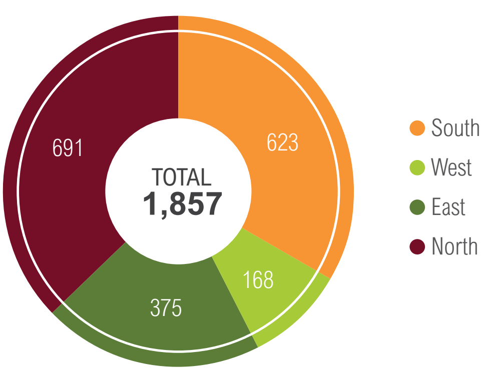
Devyani International Limited

DIL INDIA PERFORMANCE

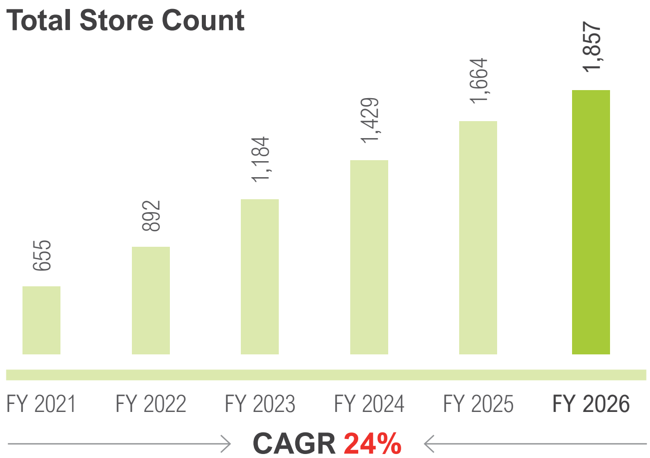
NURTURING KEY BRANDS TO NOURISH RELEVANCE

As consumers' aspirations change, so do their food choices. At DIL, we are focused on transforming to align with the evolving consumer needs and desires. We continue to nurture our capabilities and strengthen our value proposition, ensuring sustained relevance and consumer connect. We invest in innovation and technology to nourish our key brands – KFC and Pizza Hut, and build a future-ready food ecosystem, with diversified offerings to match the evolving consumer aspirations.

DIL Stores in India



Total Store Count



ADDING NEW INGREDIENTS TO THE GROWTH RECIPE

Our strategic approach is driven by a focus on disciplined, cluster-based store expansion, with leaner store formats optimized for the market environment. Our merger with Sapphire Foods will help in consolidation of operations, unified marketing strategy and enhanced supply chain across KFC and PH, paving the way for DIL 2.0 – a journey of transformation enabled by digital technology, automation and AI.

ADOPTING A TARGETED EXPANSION STRATEGY

A meaningful transformation requires a focused approach. It is built around diverse strategies for divergent business and market needs. In FY 2025-26, we followed two distinct routes – calibrated expansion at KFC to steer growth and measured re-calibration of Pizza Hut store openings to focus on portfolio optimization. During the year, we opened 87 KFC stores in India and a further 22 KFC stores in International markets.

We have a balanced expansion strategy in India, based on increasing geographic penetration across Tier II and III cities. This approach is focused on maximizing scale and brand synergies. Our marketing efforts remain sharply aligned to enhancing value perception and improving accessibility for consumers across key brands.

SCALING CUSTOMER EXPERIENCE

Understanding customer needs, and responding to them proactively, is a vital enabler of customer satisfaction. At DIL, we are structuring our marketing approach to the evolving consumer trends. We have adopted a data-led, digital-first marketing strategy, designed to drive hyper-personalization through consumer insights and technology-driven marketing campaigns. Various special schemes and offers, designed to capture special occasions, further help enhance customer connect and experience.

Our dine-in channel allows our walk-in customers to closely experience our brands and is a very strong differentiator. We are working towards having a differentiated offering for the dine-in customers with the aim to increase visit frequency and build brand loyalty.

> Going forward, we shall follow a 'multiplier' brand synergy, driven by the combined strengths and synergies of DIL and Sapphire Foods, to strengthen the value proposition of Yum! Brands in India.

INDIANIZING TO TRANSFORM THE INDIAN PALATE

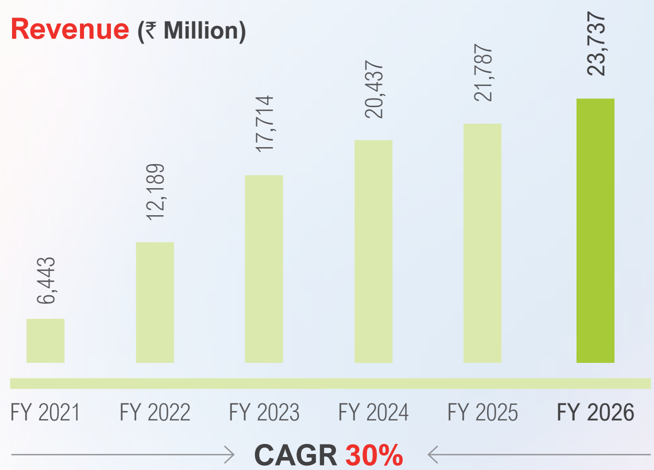
BRAND KFC

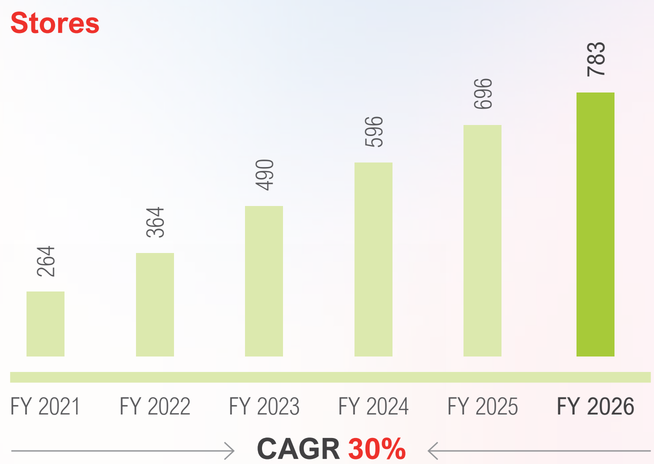
Localization of its menu, backed by innovation, strict hygiene and pricing - based on twin pillars of everyday value and disruptive value, has powered KFC's growth story in India. This twin approach – focused on Indianization while concurrently transforming the Indian palate to embrace Western flavors – has helped build a strong customer value proposition for the brand in India.

FINANCIAL PERFORMANCE

FY 2025-26 was a challenging year due to continued weakness in consumer sentiment that had a sector-wide impact. Reflecting the macro challenges, SSSG for the year was marginally negative at -0.8%, leading to a lower ADS of 9,00,000. Revenue from Operations stood at 23,737 Million– up 8.9% from FY 2024-25. Gross Margin at 68.6% was stable. Brand contribution margin at 15.8% was suppressed due to deleverage from lower ADS, higher delivery costs, and increase in rental costs due to a change in taxation. However, our value-led initiatives and accessibility-focused campaigns, which resonated well with customers, helped us post a strong recovery towards the end of the year, with exit Q4 SSSG recovering to 4.9% - highest in the last 14 quarters.

> KFC continues to execute effectively on the dual priorities of innovation and delivering disruptive value along with higher footfalls in the stores.





ADAPTABLE STRATEGY DRIVING SUSTAINED GROWTH

KFC's adaptability to Indian taste and food preferences has been the critical enabler of its continued growth and expansion in the country. The global fast-food brand has prioritized transformational adaptability as the core of its growth strategy in India. This ability enables KFC to respond with speed and agility to the evolving needs of the country's consumers. It equips the brand to customize its offerings to the local choices through an exciting menu mix, comprising both non-vegetarian and vegetarian options.

The adoption of an omni-channel delivery model, which increasingly leverages technology and AI to deliver with alacrity to customer needs, has emerged as another key lever of KFC India's growth strategy. Value pricing remains an important engine driving footfalls, while a hyper-localized marketing approach enhances consumer engagement.

TRANSFORMATIVE EXPANSION PROMOTING ACCESSIBILITY

A structural shift in KFC India's delivery model marked the brand's transformative expansion strategy in FY 2025-26. While continuing to focus on smaller, off-premise, delivery-led formats, the brand also prioritized investment in ensuring continued relevance of the more profitable dine-in proposition.

Rapid penetration in Tier II and Tier III cities, as well as high-traffic malls, has made KFC India a staple for young adults and family outings. Along with menu localization and digitization of off-premise dining, this dynamic growth strategy has brought KFC customers closer to their favorite yummy fast food offerings. This approach has also strengthened the brand's resilience in the Indian market, and reaffirmed KFC India's long-term growth potential.

As of March 31, 2026, KFC has 783 stores across India, with 87 net new stores added during the year. Including its international operations, KFC's network comprised 1,169 restaurants across four countries. Backed by the strength of one of the world's most iconic QSR brands, which operates over 34,000 restaurants across more than 149 countries.

KFC India stores

783
FY 2026

OMNI-CHANNEL EXPANSION TO CONTINUE

Transforming in alignment with the evolving Indian consumer trends and choices, KFC continues to strengthen its omni-channel presence to reach a bigger cohort of consumers. The focus remains on targeting urban and semi-urban areas while penetrating deeper within the country.

With rising income and consumption levels, consumers will continue to drive demand for modern food choices. We are integrating our physical presence with digital platforms – mobile apps, self-service kiosks, and online ordering – to create a seamless, personalized customer journey. We have now achieved more than 80% digital kiosk penetration across our KFC store network, enhancing customer experience, convenience, and engagement across physical formats.

Our omni-channel strategy continues to focus on hyper-localized tech-driven, digital convenience, enabled by digital tracking of customer behavior. This strategy provides customers with an array of channels to enjoy the KFC goodness and consistent service.

ALL THINGS 'CHATPATA', 'CRISPY', 'CRUNCHY' – AND A DASH OF 'MEETHA'!

Consumer profiles change, food tastes transform, and the desire for something new and different continues to grow. FY 2025-26 was for KFC India a year of delivering bold product innovations that ranged from 'chatpata' to 'crispy', 'fiery' and 'sauce-driven' profiles. Strategic creator collaborations and co-created desserts were other key drivers of our product innovation strategy.

The "Chana Chatpata Burger", attractively priced at ₹69 and comprising protein-rich vegetarian patty, was launched pan India to a great response. India's first chana-based patty, seasoned with traditional herbs and spices and topped with crunchy onions, a tangy zesty sauce and eggless mayonnaise, the burger is prepared in complete segregation from non-veg cooking oils, utensils, and even aprons.

The launch of 'Dunked Range' in KFC-fried chicken, dipped in a bold and fiery barbecue sauce, focused on indulgence and craving. The range features fan-favorites like the Chicken Zinger, Hot Wings and Boneless Strips, coated in the tangy, sweet-and-spicy Fiery Texas BBQ sauce. Promoted by celebrity comedian and actor Vir Das, it has been well received in the market.

KFC partnered with popular Indian YouTuber Carry Minati to launch Saucy Popcorn as a limited-time offering, targeted directly at Gen-Z. We also rolled out a new grilled chicken offering, as well as some new limited time offerings (LTOs) in the beverage and desserts category.

As part of our co-created dessert range, KFC partnered with Snickers for a limited-edition Choco Mousse Cake. The indulgent co-creation featured chocolate-soaked sponge, cream cheese mousse, and real Snickers pieces.

DIGITAL-FIRST MARKETING PROMOTING RELEVANCE

KFC's high-energy, digital-first marketing strategy is designed to engage with young, digital-savvy Indian consumers. It seeks to transform the heritage fast food brand into a modern, tech-driven culinary experience.

The focus, during FY 2025-26, remained on engaging with Gen-Z audience through mobile-first app experience, gamified loyalty rewards, and localized social media content. KFC's signature global content was blended with culturally-relevant themes, humor and targeted pop culture collaborations to connect with the young Indian consumers through social and influencer marketing. The brand continued to use platforms like Instagram and X to share interactive offers and schemes through niche creators and community-led messaging.

At the same time, themes of localization and affordable accessibility resonated well with customers through the year. Enhanced emphasis on value-focused campaigns helped scale the brand's visibility and connect significantly in FY 2025-26. Promotions around the newly launched dine-in only 'Epic Savers Offer', providing a '9 for ₹ 299' combo, catalyzed massive enthusiasm among consumers. Special campaigns woven around topical events like Durga Puja and Onam festivals added a new layer to consumer interest in KFC India.

The disruptive, humor-led "#BuyOrCry" marketing campaign for Saucy Popcorn was aimed at capturing snacking enthusiasts seeking a quick, in-between meal alternative to heavy fast food. For the 'Dunked' range launch, we chose to focus on "messy indulgence" and emotional excitement, catering to consumer cravings for sensory, sauce-loaded food experiences. The campaign positioned KFC's heavily sauced "Fiery Texas BBQ" as a great stress-busting break from the chaos of everyday life.

CRAFTING FLAVORS THAT FEED GOOD TIMES

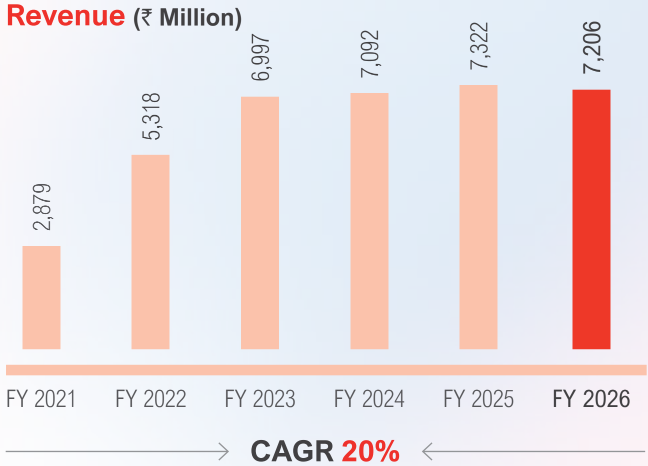
BRAND
PIZZA HUT

Positioning itself as the 'instigator of joy', Pizza Hut in India is a brand that feeds good times, with a focus on delivering flavors and tastes that stay in the mouth long after the actual experience. Customized to Indian taste, its offerings are a fusion of iconic pizza styles with the favorite local flavors, resulting in a range of exciting non-vegetarian choices that help celebrate life. Exciting campaigns, designed to reach out not only to young consumers but also the families and the working class, connect with the customers over shared celebrations, everyday cravings, and comfort food. The flavors are joyful and the experiences unforgettable!

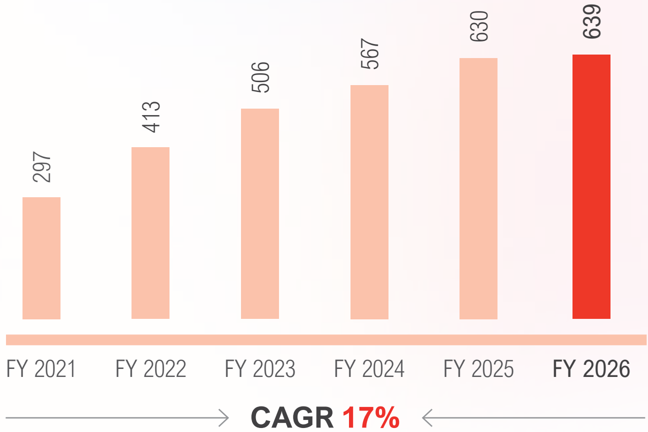
FINANCIAL PERFORMANCE

Pizza Hut reported Revenue from Operations at ₹ 7,206 Million. Gross Profit stood at ₹ 5,436 Million – with Gross margins at 75.4% - a decline from 76.3% in FY 2024-25. SSSG for FY 2025-26 was at -5.3%, with ADS declining to ₹ 32,000. Deleverage from lower ADS and suppressed Gross Margins led to a minor loss at the Brand contribution level for the year.

Revenue (₹ Million)



Stores



STRATEGIC RATIONALIZATION TO DRIVE GROWTH

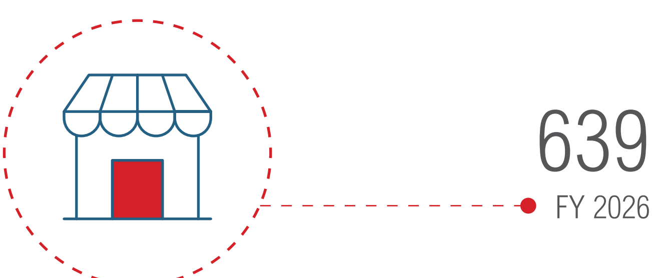
As part of the proposed merger with Sapphire Foods, the merged entity will get near-complete operational control over pan-India operations for Pizza Hut. This will allow us to have a unified brand strategy across different channels and states, and a more focused marketing plan. In anticipation of the upcoming changes, FY 2025-26 was a year of consolidation and turnaround, where we prioritized portfolio and marketing realignment over store expansion.

A new leadership is also in place to review the business from its very basics, in terms of identifying the gaps in the portfolio from a product point of view, optimizing the menu and pricing, and looking at the sharper operational consistency. Building a stronger innovation pipeline and investing in technology are other key imperatives of our growth strategy for Pizza Hut.

CAUTIOUS EXPANSION FOR ENHANCED VIABILITY

Aligned with our consolidation strategy, we have opted for a cautious approach to store expansion. As of March 31, 2026, the Company operated 639 Pizza Hut restaurants in India, along with additional outlets in Nepal, making it one of the largest franchise partners in the region. This was in accordance with our plans to slow down our organic expansion of Pizza Hut stores openings. In the near term, we are looking to open new stores only to replace the stores that we are closing, which will also enable effective utilization of our existing assets and equipment in the new stores, leading to improvement in unit-level economics.

Pizza Hut India stores



FOCUS ON AI-DRIVEN OMNI-CHANNEL EXPERIENCES

Our restaurants breathe vibrancy, blending comfort with modern aesthetics. Designed for both quick bites and family/group gatherings, they provide customers the perfect environment to relax over an excellent pizza meal outside their homes. Our online and takeaway services are crafted to ensure on-time delivery, bringing hot and flavorsome pizzas straight to the doorsteps of consumers who seek quick, tasty and healthy foods to fulfill their hunger pangs amid their hectic schedules.

CHOICEST VARIETY CRAFTED TO DIVERSE TASTES

Indians love their local food but also crave variety. While enjoying their own regional cuisines, they are also quick to embrace global offerings, so long as those match their taste buds. At Pizza Hut India, we have understood this reality and continue to innovate new pizza choices for the food-conscious consumer.

The response to the 'Crafted Flatzz' range of pizzas we launched in FY 2025-26 has been encouraging. The bold, oval-shaped pizza format features a hand-stretched crust option with seven new flavorful toppings to choose from – a great example of a global product launch customized for regional preferences.

The enthusiasm with which our newly launched "Ultimate Cheese Crust" pizzas have been received has encouraged us to expand the offering to combos and meal offers as well. Equally enthusiastic response was seen to the 'Juicylicious' range of pizzas, with three unique flavors of marinated toppings and Indian sauces.

Delivering on our value-led proposition, we also piloted 'Unlimited Pizza Fridays' at select stores during the year. The participating stores showed healthy growth in transactions and ADS, demonstrating the love of consumers for Pizza Hut's incredible offerings.

REIMAGINING EXPERIENCES

A 360-degree promotional blitz for the Ultimate Cheese crust pizza, with Pizza Hut flipping its entire Instagram page upside down, and further complementing the campaign with upside-down billboards and in-store promotions, was widely liked. The “Flip the Cheese” campaign attracted customers with its ingenuity.

For “Crafted Flatzz", we chose a cricket-led campaign approach, targeting Gen-Z and cricket enthusiasts during the peak cricket season to promote the brand's first oval-shaped pizza. We teamed up with several Indian cricketers on films that highlighted the shape and the crust as "bolder than team selections" and "lighter than the competition".

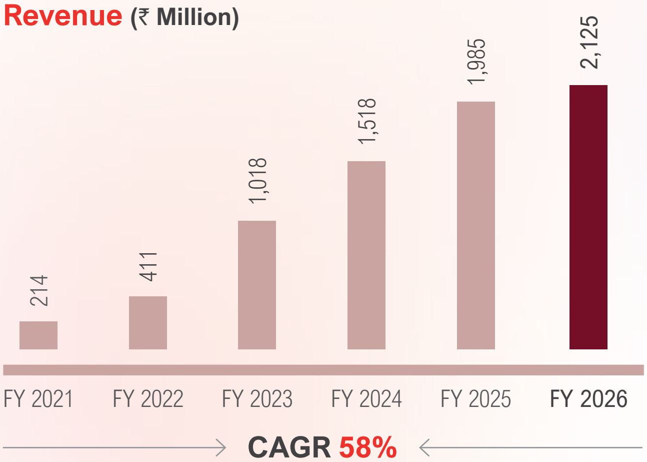
Our brand strategy went beyond product-specific marketing to transform the Indian consumer’s perspective on Pizza Hut. The "Agent Pizza" WOW Everyday Value Promotion used quirky digital films, with Agent Pizza as a conceptual protagonist highlighting the entry-level price point. The campaign was focused on breaking through the QSR clutter during major sporting events by providing highly affordable, volume-driven promotions.

FRANCHISE BRANDS PERFORMANCE

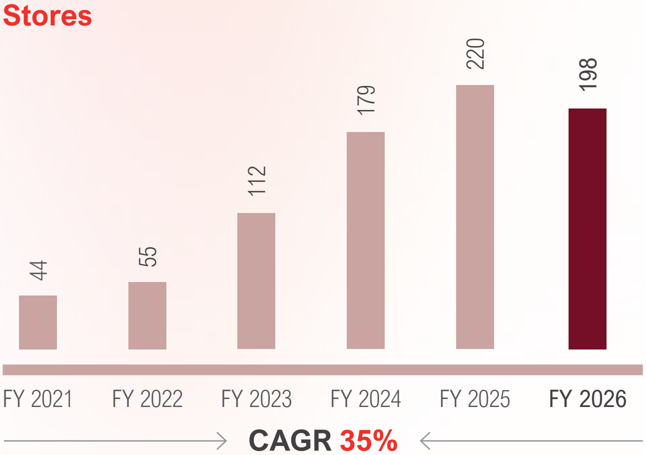
TRANSFORMING TO GROW IN ADJACENT CULINARY SEGMENTS

India's consumer landscape is continually evolving. The food sector is also progressing fast on the path of consumer-aligned expansion. While prioritizing our key brands – KFC and Pizza Hut, we are continuing to strengthen Costa Coffee and also leveraging the emerging opportunity by acquiring new brands. Our focus is on capturing adjacent culinary segments that resonate with the cravings of the Indian consumer – both the young, on-the-go customers, as well as other customer cohorts looking for fusion food that blends distinct culinary cultures to deliver unique, innovative dishes. The roll-out of newer brands like New York Fries and Sanook Kitchen represents our attempt to gauge the response in other niche beverage and café formats.

Revenue (₹ Million)



Stores



BRAND
COSTA COFFEE

SHARING LOVE, CONNECTING HEARTS

A great cup of well-brewed coffee bonds like nothing else. The whiff of coffee stimulates the senses, sparks engaging conversations, and brings hearts together. The warm and welcoming ambience of Costa Coffee outlets excites and connects minds. With iconic Signature Blends slow roasted for the right balance of rich flavor and smooth taste, Costa Coffee guarantees the freshest taste and finest ingredients across its entire range of drinks, snacks and meals. Crafted to perfection and perfected to the best quality, its offerings do not just resonate with consumer needs, they evoke emotions that go beyond the ordinary – into the realm of the most extraordinary of experiences. Alongside DIL's other Yum! Brands, Costa Coffee acts as a primary growth anchor for the Company.

BETTER WITH EVERY CUP

TRANSFORMING INDIA'S BEVERAGE CULTURE

Credited with changing India's drinking habit from tea to coffee over the years, Costa Coffee is not just another DIL brand. It is a brand that focuses on capturing the country's premium, out-of-home coffee culture by targeting Gen-Z and millennials. With its youth-centric rebranding, it has positioned itself as the preferred choice of coffee lovers seeking an upgraded ambience designed to serve as 'social spaces' for young professionals and students.

Having identified India as a high-potential market for sustained growth, Costa Coffee continues to expand its geographic footprint in the country. It aims to open 40-50 new outlets annually to move closer to establishing India as one of its top five global markets.

The brand's approach remains centered around spreading its aroma beyond traditional high-street models in metro cities by targeting travel hubs, airports, railway stations and corporate campuses. Local sourcing of ingredients such as dairy and regional bakery items enables the brand to maintain competitive sourcing, adapt easily to local tastes, and sustain its supply chain resilience.

REGALING COFFEE LOVERS WITH NEW TASTES

For the new generation of coffee lovers, new tastes are the flavor of the day. The millennials and Gen-Z want more than just traditional hot brews from their favorite coffee brand. They seek unique localized flavors packed with health benefits and backed by sustainable practices, across beverages and snacks.

FY 2025-26 witnessed the launch of several menu innovations aligned with this new trend. The limited-edition Caramel Nutcracker Range was a festival collection (hot, iced, frappe, hot chocolate) that blended rich caramel with nutty undertones. The launch of hot and iced Spanish Lattes was inspired by traditional condensed milk coffees to target younger consumers.

Catering to the growing popularity of iced beverages amid the prolonged summer months in India, we launched the Whipped & Velvet Iced Series, consisting of plant-based and dairy options, including the Iced Oat Velvetino (using agave syrup) and indulgent Hazelnut Crème, Iced Whipped Lattes, and Iced Matcha.

The Matcha range was expanded with new formulations – Iced Matcha Lattes, Goji Berry Matcha, and Cherry Matcha flavors. A series of Fruit Refreshers & Teas was designed to beat the summer heat with crisp, chilled fruit beverages like Apple and Kiwi Refreshers and floral Jasmine Hibiscus Iced Tea.

TARGETING THE NICHE

The coffee culture in India has emerged as a niche opportunity. Costa Coffee's brand proposition is focused on capturing this nice, created by the massive shift from tea to specialty coffee among Gen-Z and millennials. Deepening our connect with these segments, we have developed our cafes as creative hubs, with localized special events engaging closely with the younger consumers.

Positioned around the 'Freedom of Expression' theme, our campaigns are centered around limited-edition drops, influencer collaborations, and digital touchpoints to connect with youth culture. Our YOU x Costa campaign was focused on promoting Costa Coffee as a brand that promotes creativity and passion, providing the young demographic with a vibrant space for expressing themselves freely.

Refreshed store designs appeal to the youth's desire for an aesthetic environment to relax and connect in. As part of target retail marketing, we have tied up with multiplex operators such as PVR Inox to serve handcrafted hot and cold coffees at premium screens. Influencer collaborations and loyalty programs are further driving menu excitement for the brand.

DELIVERING A GOURMET SNACKING EXPERIENCE

BRAND
NEW YORK FRIES (NYF)

India loves potatoes, in every form! By bringing freshly cooked gourmet fries and poutine from Canada's snacking brand – New York Fries, into the country, DIL has added a new flavor to the snacking experience of consumers. It has transformed fries from being a side dish to a main course.

Synonymous with quality, indulgence, and freshness, this iconic QSR brand is strategically positioned to capture India's premium quick-service and snacking demographics. Its menu of loaded fries and hot dogs is freshly made with hand-cut potatoes, using a unique three-stage cooking process, for every order. Launched in FY 2025-26 in Mumbai and NCR, NYF offers both classic and vegetarian-friendly options, elevating consumer experience. The tasty, flavorful menu includes classic and loaded fries – served with cheese curds, queso or savory poutine gravies, as well as hot dogs, along with vegetarian alternatives tailored for local palates. Value meal combos bring another attractive offering to fast-food enthusiasts.

Our strategy for the brand's expansion is focused on leveraging our existing retail footprint and partnerships.

BLENDING COMFORT WITH EXOTIC FLAVORS

BRAND SANOOK KITCHEN

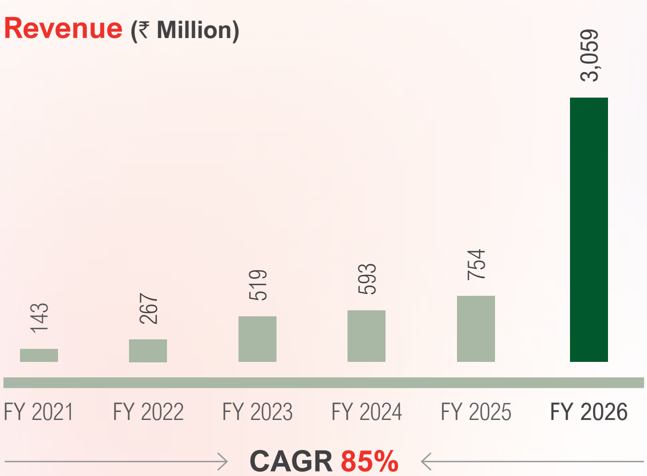
The growing popularity of Southeast Asian cuisines in India is driven by their exciting blend of the comfort of shared flavors and exotic aromas. With the successful test-launch of Singapore-origin Sanook Kitchen in India, we have brought this modern Thai-Asian cuisine chain to consumers looking for authentic Southeast Asian dining experiences. The brand has made genuine Thai food accessible to Indians, every day.

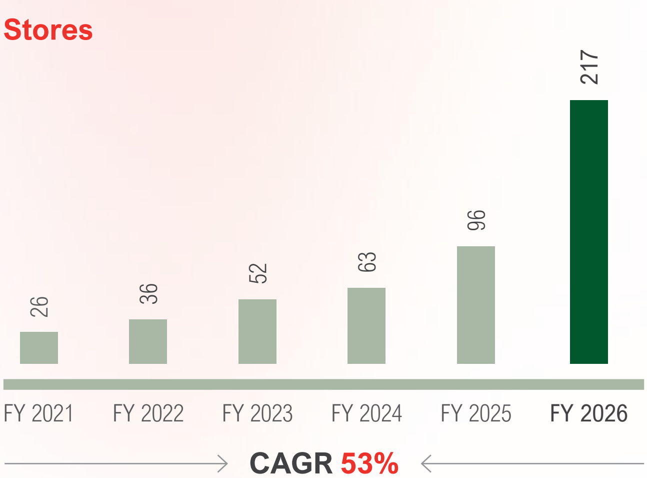
Sanook Kitchen, which has introduced a completely new global food category to the Indian market, is set for a massive scale-up in the months ahead. Our strategy is focused on strengthening the brand, capitalizing on our existing assets across strategic, high-traffic retail locations like malls, airports, and urban hubs. Keeping pace with the evolving consumer habits in the country's urban markets, we have adopted omni-channel integration – spanning dine-in, delivery and takeout formats – to reach out to customers. In line with our overall stratagem, we are focusing on value-led localization of the menu to innovate flavors that suit the diverse Indian palate.

OWN BRANDS PERFORMANCE

EMBRACING THE FUTURE WITH ASPIRATIONAL CHOICES

From catalyzing new food choices to meeting consumer aspiration for indigenous offerings, DIL is continually diversifying and expanding its portfolio to include new flavors and culinary experiences. We have progressively invested in strengthening our homegrown Vaango brand, while making strides in promoting the Food Street business at high-footfall locations. The recent acquisition of the Sky Gate Hospitality portfolio, with its popular food chains Biryani By Kilo (BBK) and Goila Butter Chicken, has positioned DIL to capture wholesome new opportunities in the QSR space.





TAKING SOUTH INDIAN CUISINE PAN INDIA

VAANGO

The hot and spicy, healthy and digestion-friendly South Indian QSR foods have a universal appeal. They resonate with both the culinary enthusiasts and the health-conscious eaters. Our homegrown Vaango brand continues to grow at the back of the increasing preference for South Indian food across the country. Currently present in 46 cities pan India, Vaango offers a distinctive cuisine that resonates as much with the Gen-Z and the millennials as other segments of the populace.

This contemporary South Indian vegetarian QSR chain continues to expand its customer base through multi-format operations, encompassing food court stores, dine-in restaurants, kiosks and food trailers. In FY 2025-26, Vaango led a push into modern Food Street concepts to expand further into the transit format fold.

The focus remains on serving customers in high-footfall locations such as airports, city malls, hospitals, railway stations, corporates, highways and transit hubs. Home delivery of Vaango dishes is also gaining immense popularity on the aggregator sites. Sustainable and aesthetically appealing packaging further enhances its appeal among modern consumers.

Gaining prominence as a one-stop destination for all South Indian food lovers serving pure vegetarian meals in a modern and contemporary ambience, Vaango promises a warm and hospitable experience, which we continue to promote through engaging promotional campaigns.

The brand emphasizes speed with concepts like '9-minutes-or-free service' guarantee, backed by a localized operations and menu strategy.

DRIVING LOCALIZED EXPANSION

During the year, we aligned our Vaango marketing efforts with regional holidays and seasonal demand, with focus on promotion of offerings like Onam and Pujo specials. Our marketing campaigns highlighted traditional South Indian snacks like Banana Chips, Murukku and Madras Mixture, along with fresh Filter Coffee brew.

Vaango on Wheels

This highly innovative mobile concept was launched with the aim to bring authentic vegetarian South Indian cuisine directly to high-density tech parks, metro stations, and key commercial hubs like Gurugram.

BIRYANI
BY KILO (BBK)

TURNING IT AROUND WITH AGILITY

Famous for its freshly dum-cooked authentic Handi Biryanis and kebabs, BBK became a part of DIL's portfolio following the takeover of its parent company - Sky Gate Hospitality. It rapidly achieved a strategic turnaround, achieving Brand Contribution level breakeven months ahead of schedule.

With BBK achieving positive brand contribution, with mid-single-level positive SSSG, we have now embarked on its measured expansion in the offline channels by way of test launch and smaller express formats. The few express outlets we opened in our food courts, including Mumbai and Pune airports, have been profitable, making us quite bullish on the brand's future.

In terms of variety, BBK offers the three major types of biryani – Hyderabadi, Lucknowi and Kolkata, ensuring a pan India demand play for the brand.

In an innovative QSR-driven twist, we optimized the biryani preparation process, enabling faster delivery to online consumers. We plan to apply the same technique in our food courts as well. However, we currently have no plans to touch the product in the regular channels.

CELEBRATING THE LOVE OF CHICKEN

GOILA BUTTER CHICKEN

GOILA BUTTER CHICKEN (GBC)

Another popular Sky Gate brand that is now part of the DIL portfolio, Goila Butter Chicken is a new take on the classic butter chicken – an immensely popular dish in India. This particular variety features a smoky twist and a gravy that uses less cream and more tomatoes, balanced with cashew paste - making it the health-conscious consumer's preferred choice.

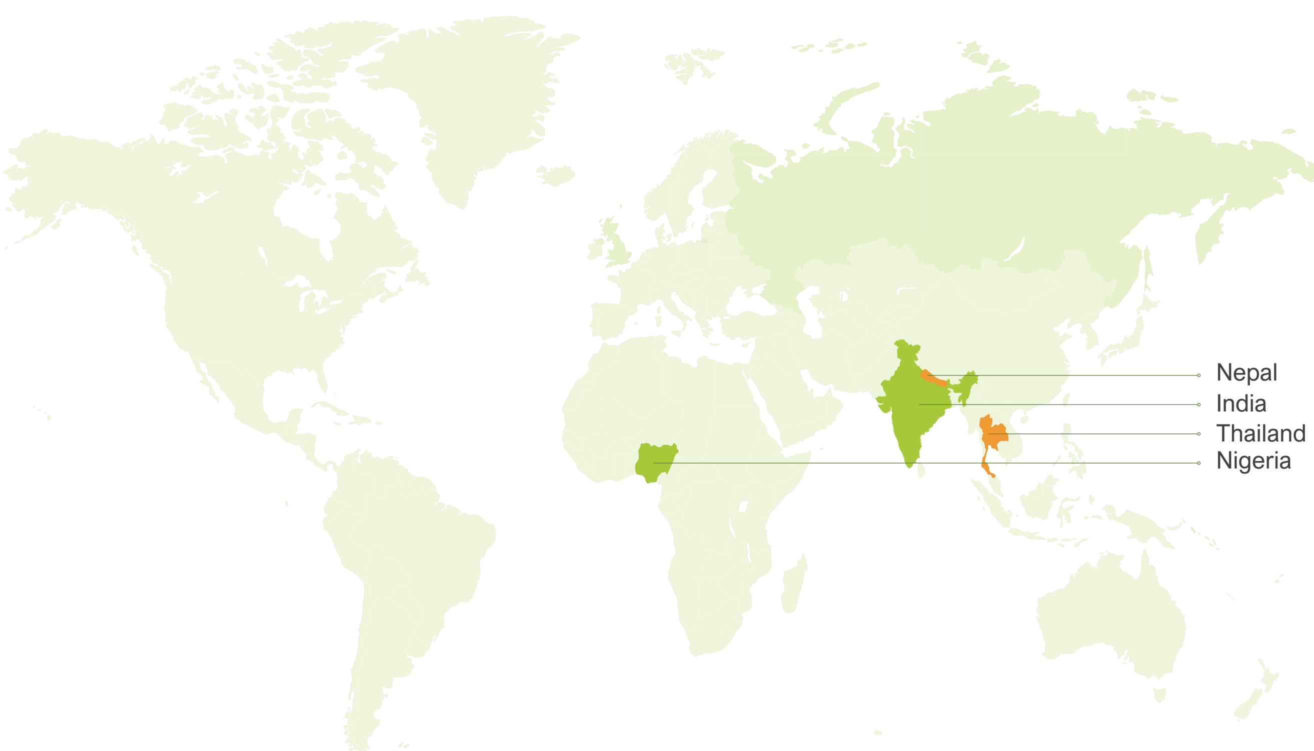
Like BBK, GBC also achieved brand-level operational break-even well ahead of schedule, establishing itself as a major player in the Indian QSR and cloud kitchen space.

The brand's future growth strategy aims to aggressively scale across multiple retail and delivery channels, with a goal of pushing toward 200 physical and cloud kitchens. GBC is also tapping into non-traditional QSR formats, including airport stores, specialized retail channels, and selective international markets.

With co-founder and brand chef Saransh Goila continuing to be the creative custodian of the brand even after its takeover by DIL, flavor consistency and product integrity remain intact amid the growth push. Localized menu offerings, with experiential add-ons such as butter chicken rolls and regionally specific kulchas, give the brand a sustained market edge, which we are looking to further strengthen in the coming quarters.

RESILIENT GROWTH ROOTED IN OPERATIONAL STRENGTH

The focus, at DIL, remains on strengthening our operational framework to drive our transformational efforts, not just in India but also across our international business – in Thailand, Nepal & Nigeria. The international business delivered consistent and resilient growth, despite the periodic business impact of the local civil unrest in the Nepal market, during FY 2025-26. Led by Thailand, International division revenues came in at ₹ 18,594 Million, representing 13.8% year-on-year growth. Gross margin improved to 64.9%. Improved gross margins and operating leverage led to Brand Contribution growing to ₹ 3,173 Million, and Brand Contribution margins expanding to 17.1%. We have streamlined our international footprint and improved gross margins, providing a substantial boost to the overall top-line growth.



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THAILAND BUSINESS

Our Thailand business continues to be the key growth engine for our international business, delivering sustained momentum at the back of the KFC franchise, which we are operating through our subsidiary – Restaurants Development Co. Ltd. (RD).

Our efforts during the year were focused on scaling and consolidating our presence in this Southeast Asian market, where we currently have a network of over 300 KFC stores. We are working with Yum! to assess the potential of the market and to ensure that we continue to maintain growth through store openings as well as SSSG.

KFC in Thailand is prioritizing omnichannel growth by expanding its delivery operations, partnering with local aggregators, and streamlining its app to optimize the ordering experience.

AN OVERLOAD OF EXCITING FLAVORS

In FY 2025-26, KFC Thailand rolled out various hyper-local campaigns, festive value buckets, and limited-edition dessert and flavor innovations. The "KitKat Overload" dessert line featured three indulgent items, while the spicy "Angry BBQ WingZ" was a blazing new value offering featuring slow-burn spicy seasoning. The "Heavenly Chicken Bucket" bundles were a special offer celebrating the Chinese New Year and Songkran festivals.

The Cheesy Lava Phenomenon was a massive campaign, anchored by a citywide activation on the Chao Phraya River, to launch the Cheesy Lava product – featuring hot & spicy chicken coated in spicy cheese powder and molten cheddar. With specific bucket meals, we launched complementary collectible Fortune Bucket bags, while the Songkran Flip-Flops was a summer promotion where customers could redeem limited-edition flip-flops with eligible bucket sets at participating locations.

KFC also marked a nationwide milestone by opening locations in Mae Hong Son, reaching all 77 provinces in Thailand. The moment was celebrated with a humorous hand-out of "Carsick Bags" to travelers navigating the province's notoriously winding roads.

DEVYANI
INTERNATIONAL LIMITED

NEPAL BUSINESS

While a relatively small contributor to our international business, the Nepal business recorded an impressive 23% year-on-year increase in sales in FY 2025-26. KFC has a strong and growing presence in Nepal, operating 25 outlets across the country as of March 31, 2026. The franchise has progressively expanded its presence to major cities outside of Kathmandu, targeting transit corridors, tourist hubs, and Tier II and Tier III cities.

KFC focuses on omni-channel delivery solutions to capture on-the-go consumer demands. The brand pairs in-store digital enhancements – like self-ordering kiosks and EV charging – with streamlined third-party delivery partnerships, aiming to increase average order values and reduce service times. Menu localization offers an attractive brand proposition for consumers in the country.

Going Green

In December 2025, KFC opened its 25th branch and its first highway "Green Store” in Kurintar, Chitwan, in Nepal. The store features fully electric kitchens powered by hydropower, rainwater harvesting, zero-emission generators, and EV charging stations. The brand is prioritizing eco-friendly infrastructure for future store development.

> With a strong focus on women's empowerment, KFC in Nepal has entirely female-led teams at select locations, including the 15-member crew at the Kurintar highway branch.

The Pizza Hut presence in Nepal is also spread across regions, and the brand has delivered stable growth in FY 2025-26. A series of local promotions and menu options catering to local palates alongside classic favorites are the enablers of the brand’s performance stability.

NIGERIA BUSINESS

KFC Nigeria operates across major cities like Lagos, Abuja and Port Harcourt, offering a selection of recognized items and locally inspired sides, such as the famous KFC Spicy Rice and Yam Fries. Its offerings extend across popular, budget-friendly meals, the Zinger range, and chicken buckets available in various sizes and family meals.

Delivery services, widely available through trusted third-party platforms, complement dine-in and takeaway experiences. The brand partners with local QSR tech operators to utilize app-exclusive promotions, bundled meals, and targeted digital marketing to capture off-premise dining growth. It promotes customer loyalty through experiential marketing tied to local festivals, events, and community-driven promotions.

SAFETY & NUTRITION

ENHANCING SAFETY, FOOD SAFETY & NUTRITION

The DIL safety proposition is all-encompassing. While emphasizing employee and operational safety, we also focus on promoting food safety and nutrition. We take concerted measures to identify potential hazards and take pre-emptive corrective actions. We have established a comprehensive safety net covering all our restaurants, commissaries and offices. Training sessions and mock drills are undertaken on a regular basis to create safety awareness and preparedness among employees.

We have embedded a culture of safety across our operations. We also have in place a detailed Health and Safety Policy to guide our safety programs, protocols and framework.

A robust health and safety management system enables high standards of safety across the operational value chain – ensuring safe handling of machinery, food preparation and customer service.

ENSURING EMPLOYEE SAFETY

To ensure the health and safety of our employees, we have established robust processes designed to secure the workplace. Regular health and safety assessments help identify potential work-related risks and hazards at our facilities. We have deployed various safety measures at our stores, including:

- Conduct of audits by Yum! Brands to ensure stringent adherence to safety protocols.
- Quick reporting and evaluation of all safety incidents, followed by scale-up of safety standards.
- Group Mediclaim insurance and accident insurance coverage for employees.
- Training of all-new store employees on basic safety protocols.
- Fire safety training sessions to equip employees to handle fire-related exigencies.

UPHOLDING FOOD SAFETY STANDARDS

Deployment of food safety systems, regular audits, and relevant food safety certifications underscore our commitment to upholding the highest standards of food safety at all our restaurants.

Food Safety at KFC

- Food safety training and certification for each team member through our learning management system - 'The Vault'.
- Appointment of Food safety supervisor at each restaurant, trained under FOSTAC (Food Safety Training & Certification) - an initiative by Food Safety and Standards Authority of India (FSSAI) for promoting knowledge and awareness of food safety regulations and policies.
- Food safety audits by Yum! Brands across all aspects of restaurant operations – from raw materials to processing, serving, handling, and delivery.
- Additional audits by globally approved partner, besides our own four surprise audits per year per store.

Food Safety at Pizza Hut

- FOSTAC-certified staff for each shift, besides stringent compliance with FSSAI requirements.
- Food safety audits by Yum! Brands, encompassing the entire chain of restaurant operations – from raw materials to processing, serving, handling, and delivery.
- Audits at restaurants by globally-approved partner, in addition to two of our own surprise audits per year per store.

Food Safety at Costa Coffee

- Every team member, Store Leader, and Senior Operations Leader completes food safety training and certification through Costa Global LMS. Each café has a designated Food Safety Supervisor who is trained and certified under FOSTAC.
- Our Quality team is certified in HACCP Level 3 and FSSC 22000 (Food Safety Management Systems) Auditors. Annual independent food safety audits covering the entire operational chain conducted by an independent auditor.

Food Safety at Biryani by Kilo

- FOSTAC-certified personnel at outlets and strict adherence to FSSAI-prescribed food safety practices.
- FSSC 22000 certified Quality Assurance (QA) leader. Strong alignment with Food Safety Management System (FSMS) principles, best-in-class hygiene principles and compliance.

Food Safety at Vaango

- FSSAI certification for all top leaders through FOSTAC training, enabling their alignment with the highest food safety principles.
- ISO 22000 certified commissary for Vaango production, underscoring our commitment to ensuring the highest food safety standards.

FOOD SAFETY CERTIFICATIONS

Stringent compliance to Standard Operating Procedures (SOPs) ensures hygiene at our restaurants during the process of cooking and storage of food items. We also undertake periodic testing of materials, along with regular audits and assessments by franchisors and third-party agencies, and material sourcing from GFSI-compliant suppliers.

PROMOTING NUTRITIONAL VALUE

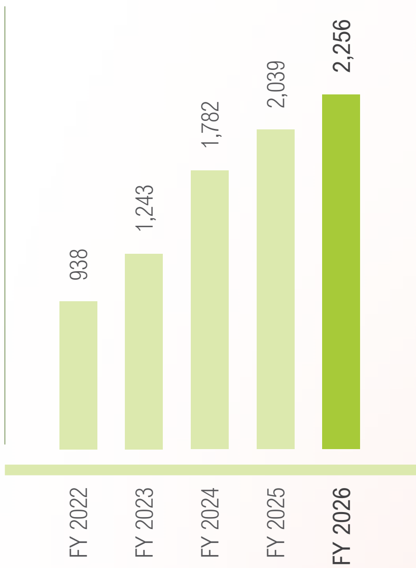
The transforming QSR landscape in the country has catalyzed a major demand for alternative and nutritious food choices. Aligned with this evolution, we are also continually transforming our offerings to focus increasingly on grilled dishes and other menus sought by health-conscious consumers.

A dedicated ISO 22000 certified Research and Development (R&D) facility enables continuous menu innovation and new product development to drive nutritional value of our offerings.

PERFORMANCE HIGHLIGHTS

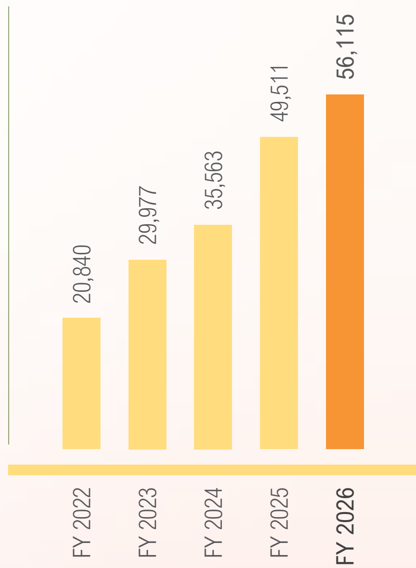
DELIVERING SUSTAINED EXCELLENCE

Total Store Count



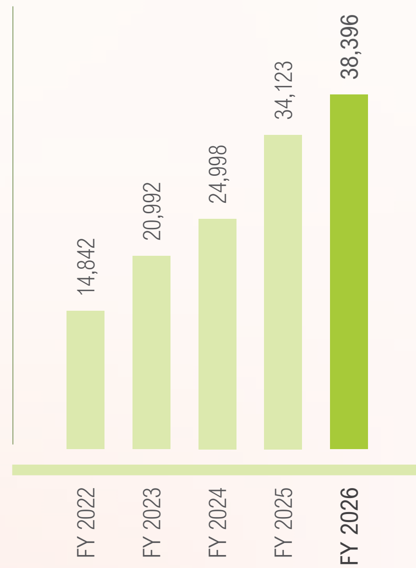
Revenue from Operations

Operations (₹ Million)



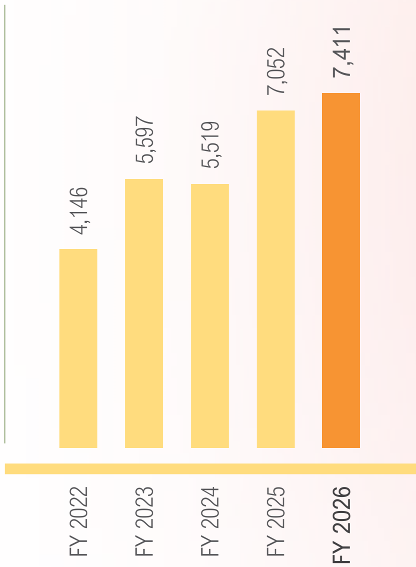
Gross Profit

Operations (₹ Million)



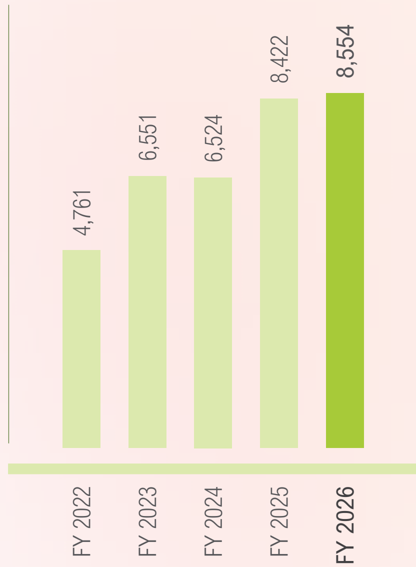
Brand Contribution

Operations (₹ Million)



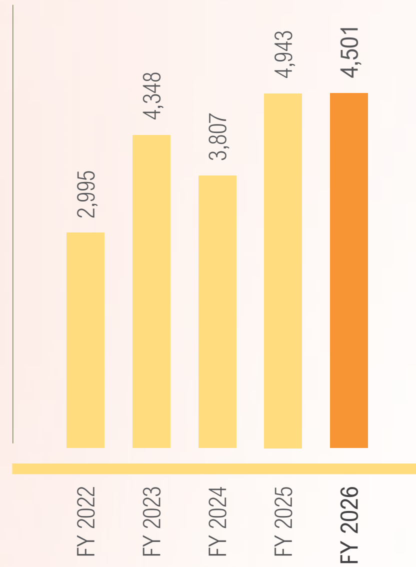
EBITDA (Post IND AS)

Operations (₹ Million)



Operating EBITDA

Operations (₹ Million)



HUMAN RESOURCES

DRIVING EMPLOYEE FUTURE PREPAREDNESS

People remain at the heart of DIL's growth strategy, with the Company continuing to invest in a safe, inclusive, healthy, and engaging workplace that supports employees' professional development alongside their physical, mental, and financial well-being. As DIL builds a future-ready, digitally-skilled workforce, this commitment is reflected in its diversity and inclusion outcomes, including 30.5% female representation, 229 women-managed restaurants, and two outlets managed by specially-abled partners.

Talent development continues to be a strategic priority, with structured programs aligned to Yum! Brands' global standards delivered through classroom training, digital platforms, and on-the-job experience, supported by dedicated leadership pathways for supervisors and managers. Continued investment in technology-led learning and data-driven HR processes is enhancing productivity and enabling faster, more informed talent decisions.

BOARD OF DIRECTORS

LEADING THE TRANSFORMATION

RAVI JAIPURIA

Promoter & Non-Executive Chairman

He is the Promoter & Chairman of the Company and has over four decades of experience in conceptualizing, executing, developing and expanding food, beverages and dairy business in South Asia and Africa. He has an established reputation as an entrepreneur and business leader and is the only Indian Company promoter to receive PepsiCo's award for International Bottler of the Year, awarded in 1997. He was also awarded the 'Distinguished Entrepreneurship Award' at the PHD Chamber Annual Awards for Excellence 2018.

VARUN JAIPURIA

Promoter & Non-Executive Director

He is the Promoter and Non-Executive Director of the Company. He attended Bachelor's degree programme in international business from the Regent's University, London. He is a Harvard Alumni and had attended the Programme for Leadership Development (PLD), 2018-2019 batch from Harvard Business School, Boston. He is Executive Vice-Chairman of Varun Beverages Limited ('VBL') and has been instrumental in comprehensive development of VBL's business including acquisitions and integration of acquired territories. Under his leadership, VBL was awarded PepsiCo's International Bottler of the Year in 2023 and Best Bottler in AMESA (Africa, Middle East and South Asia) sector in 2021 in recognition of VBL's operational excellence, governance practices and sustainability initiatives.

RAJ GANDHI

Non-Executive Director

He is a Chartered Accountant of the 1980 batch. He also participated in a residential management program on Venture Capital and Private Equity at Harvard Business School. He has a total of 45 years of experience, out of which 33 years are with the RJ Corp Group. He is instrumental in formulating Company's strategy towards diversification, expansion, mergers and acquisitions, capex planning, including capital/fund raising. He enjoys long-standing relationships with institutional investors and lenders.

MANISH DAWAR

Whole-time Director (President & Group CEO)

He has been elevated as Whole-time Director (President & Group CEO) of the Company w.e.f. April 1, 2026. He holds a Bachelor's degree in commerce with Honors from Panjab University, Chandigarh. He is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has wide experience in various industry domains and across various geographies in the world. He has worked in various corporates including Hindustan Unilever Limited, Reebok India, Reckitt Benckiser, Vedanta and Vodafone India.

VIRAG JOSHI

Non-Executive Director

He holds diploma in Hotel Management and Catering from the State Institute of Hotel Management and Catering, Lucknow, Uttar Pradesh. He has been the key strategist in the Company's expansion for over two decades. He brings with him an unparalleled experience of over four decades in the hospitality industry. He was previously associated with Indian Hotels Company Limited, Jubilant Foodworks Limited, Milkfood Limited, and PVR INOX Limited. He superannuated as Whole-time Director (President & CEO) of the Company w.e.f. close of business hours of March 31, 2026 and continuing as a Non-Executive Director of the Company w.e.f. April 1, 2026.

DR. GIRISH KUMAR AHUJA

Lead Independent Director

He is a qualified and practicing chartered accountant for the past 56 years and a member of the Institute of Chartered Accountants of India. He holds a Ph.D. degree from the University of Delhi for his thesis on 'Financial Sector Reforms: Capital Market Efficiency and Portfolio Investment', completed in 2006. He was a professor at the Shri Ram College of Commerce, University of Delhi. He was a member of the task force constituted by the Government of India for redrafting the Income Tax Act. He is appointed on the Board of Unitech by the Hon'ble Supreme Court of India on recommendation of the Ministry of Corporate Affairs, Government of India. He was Independent Director on the Board of State Bank of India for two terms. He is consulted by the Government of India from time to time on direct tax matters.

RASHMI DHARIWAL

Independent Director

She holds a Bachelor's degree in Arts from the University of Delhi and is a practicing advocate at the Calcutta High Court since 1978. She is also the trustee of a non-profit organization called Prayatn, which provides education to underprivileged children. She has worked in several leading firms in India, including Khaitan & Co, Calcutta and Delhi, Mulla & Mulla, Mumbai and also in the Philippines.

DR. RAVI GUPTA

Independent Director

He holds a Bachelor's degree and a Master's degree in commerce from the University of Delhi. He also holds a Bachelor's degree in law from the University of Delhi, a diploma in labor law from the Indian Law Institute, a Master's degree in business administration from the Faculty of Management Studies, University of Delhi, and a Ph.D. from the University of Delhi. He was employed as an Associate Professor in the commerce department of Shri Ram College of Commerce, University of Delhi. He was appointed by the Government of India as a member of the committee constituted for simplification of the Income Tax Act. He was also nominated by the Government to the Central Council of the Institute of Chartered Accountants of India. He is a leading tax consultant in Delhi. He is Founder and President of Tax Law Educare Society, a non-profit voluntary organization, with the main objective to educate the general public and professionals on Taxation, Law and Allied Matters for last 16 years.

PRADEEP KHUSHALCHAND SARDANA

Independent Director

He holds a Bachelor's degree in mechanical engineering from the Indian Institute of Technology, Delhi. He has about 55 years of experience (40 years in service and over 14 years in consultancy). He is presently the CEO of PM Consulting, a consultancy firm in food, beverages, FMCG and other industries. He also works with some of the tier-1 consulting firms as an advisor. He has previously worked at senior management levels with renowned companies including Polyplex Hydro Group, PepsiCo, Hindustan Lever Limited and Union Carbide and has been successfully handling diverse assignments.

PRASHANT PURKER

Independent Director

He is the former MD & CEO of ICICI Venture. He has over 33 years of diverse experience in Private Equity, Capital Markets, Technology and Banking. He has guided and mentored, as a Director, more than 25 Indian and overseas companies, including both, listed public companies as well as private and unlisted companies. He is a graduate of IIT Kanpur and a rank holder from IIM Ahmedabad.

CORPORATE INFORMATION

Board of Directors

Non-Executive Chairman

Mr. Ravi Jaipuria

Non-Executive, Non-Independent Directors

Mr. Varun Jaipuria
Mr. Raj Gandhi
Mr. Virag Joshi

Whole-time Director

Mr. Manish Dawar

Independent Directors

Dr. Girish Kumar Ahuja (Lead Independent Director)
Dr. Ravi Gupta
Ms. Rashmi Dhariwal
Mr. Pradeep Khushalchand Sardana
Mr. Prashant Purker

President and Group Chief Executive Officer

Mr. Manish Dawar

Chief Financial Officer

Mr. Anupam Kumar

Company Secretary & Compliance Officer

Mr. Pankaj Virmani

Joint Statutory Auditors

Walker Chandiok & Co LLP

Chartered Accountants, New Delhi

OP Bagla & Co LLP

Chartered Accountants, New Delhi

Registered & Corporate Office

Plot No. 18, Sector-35,
Gurugram-122004, Haryana

Registrar to an Issue and Share Transfer Agent

KFin Technologies Limited

Selenium Tower B, Plot Nos. 31 & 32, Gachibowli,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad-500 032

Toll Free No.: 1800 309 4001

Email: einward.ris@kfintech.com

Website: www.kfintech.com

SEBI Registration No.: INR000000221

Bankers

Axis Bank Limited

HDFC Bank Limited

IndusInd Bank Limited

ICICI Bank Limited

RBL Bank Limited

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 35th (Thirty Fifth) Board's Report on the business and operations of your Company along with the Audited Financial Statements for the Financial Year ended March 31, 2026.

FINANCIAL PERFORMANCE

The financial performance of your Company for the Financial Year ended March 31, 2026 is summarized below:

(₹ in Million)

Particulars	Standalone		Consolidated	
	Year Ended 31-Mar-26	Year Ended 31-Mar-25	Year Ended 31-Mar-26	Year Ended 31-Mar-25
Sales & other Income	36,301.45	33,992.16	56,565.91	49,880.41
Profit before Interest, Depreciation, Impairment & Tax	6,014.77	6,244.74	8,554.06	8,421.98
Less: Finance Cost	2,262.36	2,214.10	2,757.36	2,648.30
Less: Other Income	575.03	498.83	451.12	369.89
Less: Depreciation & Impairment	4,614.85	4,259.14	6,698.19	5,923.29
Profit before exceptional items and tax	**(287.41)**	**270.33**	**(353.70)**	**127.88**
Less: Exceptional item (expense)/ income	208.62	-	215.03	-
Profit before Tax	**(496.03)**	**270.33**	**(568.73)**	**127.88**
Less: Total tax expenses	(164.54)	33.14	(143.38)	196.88
Profit/ (Loss) for the Year	**(331.49)**	**237.19**	**(425.35)**	**(69.00)**
Add: Other Comprehensive income	(2.39)	(4.00)	808.57	685.33
Total comprehensive income for the year	**(333.88)**	**233.19**	**383.22**	**616.33**
Total comprehensive income for the year attributable to:				
Owners of the Company	(333.88)	233.19	54.80	465.96
Non-controlling interests	-	-	328.42	150.37

Note: The previous year figures have been regrouped/ reclassified wherever necessary.

STATE OF THE COMPANY'S AFFAIRS

India's foodservice industry continues to exhibit strong structural growth, supported by favourable macroeconomic and demographic trends, including rising incomes, rapid urbanisation, and a young, aspirational population. The industry is transitioning from an unorganised base to a more structured and branded ecosystem, with organised players steadily gaining share. While full-service restaurants remain relevant for experiential dining, there is a clear shift toward convenience-oriented formats such as delivery, takeaway and cloud kitchens. Advancements in technology and expansion into non-metro cities are unlocking new demand avenues, improving operational efficiency, and broadening the industry's addressable market.

The Company continues to benefit from strong structural growth drivers underpinning India's Quick Service Restaurant (QSR) industry and is well positioned to deliver sustainable long-term growth. Anchored by a balanced portfolio of global and homegrown brands, robust operational capabilities, diversified formats, and a clearly defined strategy to evolve into a "House of Brands" platform, the Company has established a strong foundation. Supported by strategic investments and ongoing transformation initiatives, it is poised to further consolidate its leadership position in India while expanding its presence in high-potential international markets.

During the financial year, the Company acquired Sky Gate Hospitality Private Limited, home to fast-growing brands such as Biryani by Kilo and Goila Butter Chicken, marking its entry into the sizable and underpenetrated Indian cuisine segment, helping reduce dependence on global QSR formats. In January 2026, the Company announced a proposed merger with Sapphire Foods India Limited, with the combined entity expected to operate over 3,000 stores globally and generate approximately USD 1 billion in annual revenues, positioning it among the largest franchise platforms for global QSR brands in India. The merger is expected to unlock synergies across procurement, supply chain, brand expansion and capital allocation. The Company also advanced its strategic transition towards a multi-brand, multi-format platform by securing franchise rights for emerging international brands such as New York Fries and Sanook Kitchen and expanding into new categories such as youth-focused snacking and Thai cuisine, while aligning with the growing "food-on-the-go" trend.

Operationally, the Company maintained steady momentum through consistent store additions, improved contributions from international markets, and successful turnaround of underperforming segments. The Company has also achieved profitability milestones in recently acquired brands well ahead of planned timelines, reflecting disciplined execution. Its focus remains on enhancing store economics, driving same-store sales growth, and improving margins through efficiency-led initiatives.

Against the backdrop of a structurally strong and evolving industry, the Company remains well-positioned to sustain long-term growth, supported by its robust performance, strategic initiatives, and continued focus on digital capabilities, scalable expansion, and diversified offerings, enabling it to capitalise on emerging opportunities and deliver sustainable value creation.

DEPOSITS

Your Company has not accepted any deposits from the public during the year under review, falling within the ambit of Section 73 of the Companies Act, 2013 ("**Act**") read with the Companies (Acceptance of Deposits) Rules, 2014.

TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to Reserves.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, there was no change in the nature of business of the Company.

DIVIDEND AND DIVIDEND DISTRIBUTION POLICY

In view of losses, your Directors have not recommended any dividend on equity shares for the year under review. The Company has in place a Dividend Distribution Policy in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["**SEBI Listing Regulations**"] and the same is available on the website of the Company i.e. **https://www.dil-rjcorp.com/wp-content/uploads/2021/08/Dividend-Distribution-Policy.pdf**.

SHARE CAPITAL

Authorized Share Capital:

During the year under review, the shareholders of the Company vide their special resolution passed by way of Postal Ballot dated March 8, 2026, approved re-classification of the authorised share capital of the Company and consequential amendments to the Capital Clause of the Memorandum of Association ("**MOA**") of the Company. Upon re-classification, the Authorised Share Capital of the Company stands at ₹ 5,67,50,00,000/- (Rupees Five Hundred Sixty Seven Crore and Fifty Lakh only) divided into 4,67,50,00,000 equity shares of ₹ 1/- each and 10,00,000 Preference Shares of ₹ 1,000/- each.

Issued, Subscribed and Paid-up Share Capital:

During the year under review, the issued, subscribed and paid-up equity share capital of the Company has increased from ₹ 120.63 crore comprising 1,20,62,66,378 equity shares of the face value of ₹ 1/- each to ₹ 123.29 crore comprising 1,23,29,39,791 equity shares of the face value of ₹ 1/- each pursuant to (a) allotment of 2,37,18,413 equity shares having face value of ₹ 1/- each, at an issue price of ₹ 176.78/- per equity share (including premium of ₹ 175.78/-) aggregating to ~ ₹ 419.3 crore, to discharge part consideration for the acquisition of ~ 80.72% equity stake, on fully diluted basis, in Sky Gate Hospitality Private Limited ("**Sky Gate**") along with its subsidiaries, on a preferential basis ("**Preferential Issue**") , in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Act and other applicable laws; and (b) allotment of 29,55,000 equity shares having face value of ₹ 1/- each under the Employees Stock Option Scheme 2021 ("**ESOP Scheme 2021**").

The above allotted equity shares rank pari-passu in all respects with the existing equity shares of the Company, including dividend and/or any corporate benefits declared by the Company from time-to-time.

During the year under review, the Company has also allotted 3,00,000 Non-convertible Redeemable Preference Shares of ₹ 1,000/- each at par, on a private placement basis for an aggregate amount of ₹ 30 crore, to the promoter/ founder of Sky Gate, to discharge the part consideration towards the acquisition of additional equity stake in Sky Gate.

EMPLOYEES STOCK OPTION SCHEME

Your Company has ESOP Scheme 2021 that is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("**SEBI ESOP Regulations**") and there has been no change to the ESOP Scheme 2021 during the year under review.

A certificate from Secretarial Auditor of the Company i.e. M/s. Sanjay Grover & Associates, Company Secretaries, has been received confirming that the ESOP Scheme 2021, has been implemented in compliance with the SEBI ESOP Regulations and in accordance with resolutions passed by the shareholders of the Company. A copy of the certificate is available on the website of the Company i.e. **https://dil-rjcorp.com/annual-general-meeting/**.

The Statutory disclosures as mandated pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI ESOP Regulations, are available on the website of the Company i.e. **https://dil-rjcorp.com/annual-general-meeting/**.

HOLDING COMPANY

RJ Corp Limited continued to be the holding company and held 57.98% of the paid-up equity share capital of the Company as of March 31, 2026. The Promoter(s)/ Promoter Group, including RJ Corp Limited, held 61.36% of the paid-up equity share capital of the Company as of March 31, 2026.

SUBSIDIARIES, ASSOCIATES, JOINT VENTURES AND CONSOLIDATED FINANCIAL STATEMENTS

On June 10, 2025, the Company acquired ~ 80.72% equity stake, on fully diluted basis, in Sky Gate. Hence, Sky Gate along with its subsidiaries namely Blackvelvet Hospitality Private Limited, Say Chefs Eatery Private Limited and Peanutbutter and Jelly Private Limited ("**Peanutbutter**") became subsidiaries of the Company. Subsequently, the Company acquired the remaining equity stake in Sky Gate from the Promoters/ Founders of Sky Gate, accordingly, Sky Gate became a wholly-owned subsidiary of the Company w.e.f. March 7, 2026.

Further, during the year under review, Sky Gate sold its entire 51% equity stake held in Peanutbutter, consequent to which Peanutbutter ceased to be a subsidiary of Sky Gate and a step-down subsidiary of the Company w.e.f. January 8, 2026.

As on March 31, 2026, your Company has following subsidiaries:

- Devyani International (Nepal) Private Limited, wholly-owned subsidiary;
- RV Enterprizes Pte. Ltd., subsidiary;
    - o Devyani International (Nigeria) Limited, step-down subsidiary;
- Devyani RK Private Limited, subsidiary;
- Devyani International DMCC, subsidiary;
    - o White Snow Company Limited, step-down subsidiary;
    - o Blackbriar Co., Ltd., step-down subsidiary;
    - o Yellow Palm Co., Ltd., step-down subsidiary;
    - o Restaurants Development Co., Ltd., step-down subsidiary;
- Devyani PVR INOX Private Limited, subsidiary;
- Sky Gate Hospitality Private Limited, wholly-owned subsidiary;
    - o Blackvelvet Hospitality Private Limited, wholly-owned subsidiary; and
    - o Say Chefs Eatery Private Limited, wholly-owned subsidiary.

Your Company did not have any Associate/ Joint Venture as defined under the provisions of the Act.

In compliance with the provisions of Section 129 of the Act and the SEBI Listing Regulations, the Consolidated Financial Statements of the Company were prepared in accordance with the applicable Indian Accounting Standards ("**Ind AS**") and form part of the Annual Report. A statement containing the salient features of the financial statements of the Subsidiaries/ Joint Ventures/ Associates of the Company (including their performance and financial position) in Form AOC-1, as required under the Companies (Accounts) Rules, 2014, as amended, also forms part of the Notes to the Consolidated Financial Statements. The highlights of the performance of Subsidiaries/ Joint Ventures/ Associates and their contribution to the overall performance of the Company are included as part of this Annual Report.

Pursuant to the provisions of Section 136 of the Act, Audited Financial Statements of the Company, including Consolidated Financial Statements, other documents required to be attached thereto and Financial Statements of each of the subsidiaries, are available on the website of the Company and may be accessed at **https://dil-rjcorp.com/dil/financial-information/**. Financial Statements of the aforesaid subsidiary companies are also kept open for inspection by the Members at the Registered Office of the Company on all working days up to the date of Annual General Meeting ("**AGM**") between 11:00 A.M. to 02:00 P.M. and also during the AGM as required under Section 136 of the Act. Any Member desirous of obtaining a copy of the said Financial Statements may write to the Company at its Registered Office or Corporate Office.

MATERIAL UNLISTED SUBSIDIARY(IES)

In terms of the provisions of the SEBI Listing Regulations, your Company has a 'Policy for Determination of Material Subsidiary and Governance of Subsidiaries' and the same is available on website of the Company i.e. **https://www.dil-rjcorp.com/wp-content/uploads/2021/06/Policy-on-Material-Subsidiary.pdf**.

Based on the Consolidated Financial Statements as on March 31, 2026, your Company has two material unlisted subsidiaries i.e. Devyani International DMCC and Restaurants Development Co., Ltd.

RELATED PARTY TRANSACTIONS

Your Company has in place a Policy on Related Party Transactions in accordance with the Act and the SEBI Listing Regulations to regulate related party transactions. The policy is available on the website of the Company i.e. **https://www.dil-rjcorp.com/wp-content/uploads/2021/06/Policy-on-Related-Party-Transactions.pdf**. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all related party transactions.

All contracts/ arrangements/ transactions, as defined in Section 188 of the Act, entered into by the Company during the Financial Year 2025-26 with related parties were in the ordinary course of business and on arm's length basis. Further, the Company has not entered into material contracts/ arrangements/ transactions with related parties in terms of the provisions of the Act read with Rules made thereunder. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable for the Financial Year 2025-26 and hence, does not form part of this report.

For details on related party transactions, members may refer to the notes of the Standalone Financial Statement.

REGISTERED OFFICE

During the year under review, the shareholders of the Company vide their resolution passed by Postal Ballot dated February 6, 2026 had approved the shifting of registered office of the Company from 'National Capital Territory of Delhi' to the 'State of Haryana', subject to requisite approvals. Subsequently, the Hon'ble Regional Director (Northern Region), Ministry of Corporate Affairs, vide its order dated March 20, 2026, approved the shifting of registered office and the same was taken on record by the Registrar of Companies, Haryana. Accordingly, the registered office of the Company is now situated at: Plot No. 18, Sector – 35, Gurugram – 122004, Haryana. Pursuant to the change of registered office from 'National Capital Territory of Delhi' to the 'State of Haryana', the Corporate Identification Number (CIN) of the Company changed from L15135DL1991PLC046758 to L15135HR1991PLC143853.

SCHEME OF AMALGAMATION/ ARRANGEMENT

During the year under review, the Board of Directors of your Company with a view to consolidate the KFC and Pizza Hut QSR operations into a single entity in India, excluding captive markets such as airports and railway stations, had approved a Scheme of Arrangement involving Sapphire Foods India Limited ("**SFIL**"/ "**Transferor Company**"), a company listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), Devyani International Limited ("**DIL**"/ "**Transferee Company**"/ "**the Company**") and their respective shareholders, pursuant to Sections 230 to 232 and other applicable provisions of the Act (**"Scheme SFIL"**). The Appointed Date of the Scheme SFIL is opening hours of April 1, 2026. Upon the Scheme SFIL becoming effective and in consideration of the amalgamation, the Transferee Company shall issue and allot 177 (One Hundred Seventy Seven) fully paid up equity shares of ₹ 1/- each of the Transferee Company for every 100 (One Hundred) fully paid up equity shares of ₹ 2/- each held by shareholders of the Transferor Company. The Scheme SFIL is subject to receipt of requisite regulatory approvals. The Company has filed an application in terms of Regulation 37 of the SEBI Listing Regulations to obtain 'No Objection Letter' and the application is pending for approval.

Further, during the year under review, the Board of Directors of your Company had also approved a Scheme of Amalgamation involving merger/ amalgamation of Sky Gate, Blackvelvet Hospitality Private Limited, Say Chefs Eatery Private Limited, wholly-owned subsidiaries (hereinafter collectively referred to as 'Transferor Companies') with and into DIL and their respective shareholders, pursuant to Sections 230 to 232 and other applicable provisions of the Act (**"Scheme WOS"**) . The Appointed Date of the Scheme WOS is opening hours of April 1, 2025. In terms of Regulation 37(6) of the SEBI Listing Regulations, the Company had filed the Scheme WOS along with requisite documents with NSE and BSE and had filed the First Motion Application with the Hon'ble National Company Law Tribunal at Chandigarh Bench ("**NCLT**"). The Scheme WOS is pending before the Hon'ble NCLT for approval. Post sanction of the Scheme WOS, no shares would be issued by the Company, since the Transferor Companies are direct and/ or indirect wholly-owned subsidiaries of the Company.

PARTICULARS OF LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

Particulars of Loans, Guarantees, Securities and Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Standalone Financial Statements.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

Ater a long and a very successful tenure with the Company, Mr. Virag Joshi, Whole-time Director (President & CEO) (DIN: 01821240) of the Company superannuated from the whole-time services of the Company w.e.f. close of business hours of March 31, 2026, and thereafter, he continues as a Non-executive Director of the Company and provides strategic advisory services as and when required. The Board placed on record its deep appreciation and gratitude to Mr. Joshi for his commitment, dedication, exemplary services and contributions in the growth and expansion of the Company.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, at its meeting held on February 4, 2026, approved the elevation of Mr. Manish Dawar (DIN: 00319476), Whole-time Director of the Company, and designated him as 'President & Group Chief Executive Officer' of the Company, w.e.f. April 1, 2026.

Subsequently, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, at its meeting held on May 15, 2026, re-appointed Mr. Manish Dawar as a Whole-time Director of the Company, designated as 'President & Group Chief Executive Officer' of the Company, liable to retire by rotation, for a period of up to 3 (Three) years w.e.f. February 17, 2027 and the re-appointment is subject to the approval of the Shareholders of the Company at the ensuing AGM.

In compliance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, Mr. Raj Gandhi (DIN: 00003649) and Mr. Manish Dawar (DIN: 00319476), Directors, are liable to retire by rotation at the ensuing AGM and being eligible, have offered themselves for re-appointment. The resolution(s) seeking members' approval for their re-appointment form part of the Notice of 35th AGM. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, recommends their re-appointment.

Brief resume and other details of the Directors seeking re-appointment at the ensuing AGM, as stipulated under Secretarial Standard-2 issued by the Council of the Institute of Company Secretaries of India and Regulation 36 of the SEBI Listing Regulations, are separately disclosed in the Notice of 35th AGM.

Key Managerial Personnel

During the year under review, there was no change in Key Managerial Personnel of the Company.

As at March 31, 2026, Mr. Virag Joshi, Whole-time Director (President & Chief Executive Officer), Mr. Manish Dawar, Whole-time Director & Chief Financial Officer and Mr. Pankaj Virmani, Company Secretary and Compliance Officer, continued to be the Key Managerial Personnel of your Company in accordance with the provisions of Section 203 of the Act.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, at its meeting held on February 4, 2026, approved the appointment of Mr. Anupam Kumar as Chief Financial Officer of the Company w.e.f. April 1, 2026. Accordingly, Mr. Kumar is also designated as a Key Managerial Personnel of the Company w.e.f. April 1, 2026, in accordance with the provisions of Section 203 of the Act.

Consequent to the aforesaid changes, effective April 1, 2026, the Key Managerial Personnel of the Company comprise Mr. Manish Dawar, Whole-time Director (President & Group Chief Executive Officer), Mr. Anupam Kumar, Chief Financial Officer and Mr. Pankaj Virmani, Company Secretary and Compliance Officer in accordance with the provisions of Section 203 of the Act.

CONFIRMATION BY DIRECTORS REGARDING DIRECTORSHIP/ COMMITTEE POSITIONS

Based on the disclosures received, none of the Directors on the Board holds directorships in more than ten public companies and none of the Directors served as an Independent Director in more than seven listed entities as on March 31, 2026. Further, no Whole-time Director served as an Independent Director in any other listed company. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2026, have been made by the Directors and have been reported in the Corporate Governance Report and form part of the Annual Report.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act read with Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. Based on the aforesaid declarations received from Independent Directors, the Board of Directors confirms that Independent Directors of the Company fulfill conditions specified in Section 149(6) of the Act read with Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the Management.

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

A certificate from M/s. Sanjay Grover & Associates, Company Secretaries, that none of the Directors on the Board of the Company had been debarred or disqualified by Securities and Exchange Board of India (**"SEBI"**), Ministry of Corporate Affairs or any such other Statutory/ Regulatory authority from being appointed or continuing as Directors of companies, forms part of the Annual Report.

BOARD MEETINGS

The number of meetings of the Board including composition are set-out in the Corporate Governance Report which forms part of this report. The intervening gap between the meetings was within the period prescribed under the provisions of Section 173 of the Act and the SEBI Listing Regulations.

BOARD COMMITTEES

The Board has constituted an Audit, Risk Management and Ethics Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, CSR & ESG Committee, in terms of the requirements of the Act read with the Rules made thereunder and/ or the SEBI Listing Regulations. The number of meetings of the Committees of the Board including composition are set-out in the Corporate Governance Report which forms part of this report. The intervening gap between the meetings was within the period prescribed under the provisions of the SEBI Listing Regulations.

BOARD EVALUATION

To comply with the provisions of Section 134(3)(p) of the Act read with Rules made thereunder and Regulation 17(10) of the SEBI Listing Regulations, the Board has carried out the annual performance evaluation of the Directors individually, including the Independent Directors (wherein the concerned Director being evaluated did not participate), Board as a whole and Committees of the Board of Directors.

The manner in which the annual performance evaluation has been carried out is explained in the Corporate Governance Report which forms part of this report. The Board is responsible to monitor and review the evaluation framework.

Further, in compliance with Schedule IV to the Act and Regulation 25(4) of the SEBI Listing Regulations, Independent Directors have also evaluated the performance of Non-Independent Directors, Chairman and Board as a whole, at a separate meeting of Independent Directors held on March 31, 2026.

REMUNERATION POLICY

Your Company has in place Remuneration Policy for Directors, Key Managerial Personnel (KMPs), Senior Management and other Employees of the Company in terms of the provisions of Section 178 of the Act read with Rules made thereunder and Regulation 19 of the SEBI Listing Regulations. The Policy is available on the website of the Company i.e. **https://www.dil-rjcorp.com/wp-content/uploads/2021/08/Remuneration-Policy.pdf**. The Policy includes, inter-alia, the criteria for appointment and remuneration of Directors, KMPs, Senior Management and other employees of the Company.

REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

The information required to be disclosed in the Board's Report pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached to this report as **Annexure – A**.

A statement containing particulars of top 10 employees and particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate Annexure forming part of this report. However, in terms of Section 136(1) of the Act, the Annual Report is being sent to the Members, excluding the aforesaid Annexure. The said Statement is also open for inspection. Any Member interested in obtaining a copy of the same may write to the Company Secretary at **companysecretary@dil-rjcorp.com**. None of the employees listed in the said Annexure are related to any Director of the Company.

STATUTORY AUDITORS AND AUDITORS' REPORTS

The Members at their 34th AGM held on July 28, 2025, had re-appointed Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration Number: 001076N/N500013) as Joint Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years from the conclusion of 34th AGM till the conclusion of 39th AGM of the Company to be held in the year 2030.

Further, O P Bagla & Co LLP, Chartered Accountants (Firm Registration Number: 000018N/N500091) were appointed as Joint Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive years from the conclusion of 31st AGM held on June 28, 2022 till the conclusion of 36th AGM of the Company to be held in the year 2027.

The Joint Statutory Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and that they hold a valid certificate issued by the Peer Review Board of Institute of Chartered Accountants of India.

The Reports of Joint Statutory Auditors on the Standalone and Consolidated Financial Statements for the Financial Year 2025-26 do not contain any qualification, reservation, adverse remarks or disclaimer and form part of the Annual Report.

COST AUDIT & COST RECORDS

In terms of Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, Cost Audit & maintenance of Cost Records were not applicable on the Company during Financial Year 2025-26.

SECRETARIAL AUDITORS

The Members at their 34th AGM held on July 28, 2025, had appointed M/s. Sanjay Grover & Associates, Company Secretaries (Firm Registration Number: P2001DE052900) as Secretarial Auditors of the Company to hold office for a period of 5 (Five) consecutive years from the conclusion of 34th AGM till the conclusion of 39th AGM of the Company to be held in the year 2030.

The Secretarial Auditors have confirmed that they are not disqualified from continuing as Secretarial Auditors of the Company and that they hold a valid certificate issued by the Peer Review Board of Institute of Company Secretaries of India.

The Secretarial Audit Report for the Financial Year ended March 31, 2026 is attached to this report as **Annexure - B**. The Secretarial Audit Report does not contain any qualification, reservation, adverse remarks or disclaimers.

The Company has no material unlisted subsidiaries incorporated in India which need to undertake Secretarial Audit, in terms of Regulation 24A of the SEBI Listing Regulations.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place anti-sexual harassment policy on 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace' in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("**POSH**") and Rules made thereunder and the same is available on the website of the Company i.e. **https://dil-rjcorp.com/policies/**. Internal Complaints Committee has been set-up to redress complaints received regarding sexual harassment at workplaces in accordance with the POSH. The Internal Complaint Committee ("**ICC**") constituted in compliance with the POSH ensures a free and fair enquiry process with clear timelines for resolution.

At the beginning of the year under review, five complaints were pending with the ICC and during the year eleven complaint(s) were received. The ICC disposed off sixteen complaints and no complaint was pending as at March 31, 2026. Out of the complaint(s), two case(s)/ complaint(s) were pending for more than ninety days. In the said cases, the complainant(s) were internal employee(s) of the Company, while the respondent(s) were employed by external organization(s). Hence, the Internal Committee of the respective respondent's employer conducted the inquiry and proceedings in accordance with the provisions of the POSH. Consequently, inter-organizational coordination and procedural dependencies contributed to an extended resolution timeline.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 of the Act and Regulation 22 of the SEBI Listing Regulations, the Company has adopted a Vigil Mechanism to provide a platform to the Directors and Employees of the Company to raise concerns regarding any irregularity, misconduct or unethical matters/ dealings within the Company. The same is detailed in the Corporate Governance Report which forms part of this report.

The Vigil Mechanism Policy is available on the Company's website at **https://www.dil-rjcorp.com/wp-content/uploads/2022/03/Vigil-Mechanism-Policy-DIL.pdf**.

RISK MANAGEMENT

Pursuant to the provisions of Regulation 21 of the SEBI Listing Regulations, the top 1,000 listed entities, determined on the basis of market capitalization, shall constitute a Risk Management Committee. The Audit, Risk Management and Ethics Committee of the Board of Directors also performs the role of Risk Management Committee and inter-alia monitors and reviews the risk management plan, risk mitigation measures, cyber security and such other functions as per the terms of reference and as may be assigned by the Board from time to time.

The Company has a Risk Management Policy for identification and evaluation of business risks and opportunities. The Company recognizes that these risks need to be managed and mitigated to protect the interest of the stakeholders and to achieve business objectives. The risk management framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions.

INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate Internal Financial Controls commensurate with the nature, size and complexities of operations. The reports on Internal Financial Controls issued by Walker Chandiok & Co LLP, Chartered Accountants and O P Bagla & Co LLP, Chartered Accountants, Joint Statutory Auditors of the Company are annexed to the Auditors' Report on the Financial Statements of the Company and do not contain any reportable weakness of the Company.

CORPORATE SOCIAL RESPONSIBILITY

Your Company has a Corporate Social Responsibility (**"CSR"**) Policy which is available on the Company's website at **https://www.dil-rjcorp.com/wp-content/uploads/2022/12/Corporate-Social-Responsibility-Policy.pdf**. In terms of Section 135 of the Act, a CSR Committee has been constituted.

Annual Report on CSR activities for the Financial Year 2025-26 as required under Section 134 and 135 of the Act read with Rules made thereunder is attached to this report as **Annexure – C**.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Directors state that:

(i) in the preparation of the annual accounts for the Financial Year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2026 and of the Loss of the Company for the period;

(iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) they have prepared the annual accounts on a going concern basis;

(v) they have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached to this report as **Annexure – D**.

OTHER INFORMATION

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion & Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V to the SEBI Listing Regulations, forms part of the Annual Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Business Responsibility and Sustainability Report for the Financial Year 2025-26 describing the initiatives taken by the Company from an Environment, Social and Governance perspective as stipulated under Regulation 34 of the SEBI Listing Regulations read with Circulars issued by SEBI, forms part of the Annual Report.

CORPORATE GOVERNANCE REPORT

Your Company is committed to maintaining the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set-out by SEBI. The report on Corporate Governance as stipulated under the SEBI Listing Regulations is attached to this report as **Annexure - E**. The certificate from M/s. Sanjay Grover & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance is also attached to the Corporate Governance Report.

LISTING

The Equity Shares of the Company are listed on NSE and BSE having nation-wide trading terminals. Annual Listing Fee for the Financial Year 2026-27 has been paid to NSE and BSE.

ANNUAL RETURN

The Annual Return of the Company in terms of Section 92(3) and 134(3)(a) of the Act is available on website of the Company at **https://dil-rjcorp.com/corporate-governance/**.

CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statement.

REPORTING OF FRAUD BY STATUTORY AUDITORS

During the year under review, the Statutory Auditors have not reported any instance of fraud in respect of the Company, its officers or employees under Section 143(12) of the Act.

SECRETARIAL STANDARDS

The Secretarial Standards i.e. SS-1 & SS-2 relating to meetings of the Board of Directors and General Meetings, respectively have been duly followed by the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During the year under review, no significant and material order was passed by the regulators/ courts/ tribunals which would impact the going concern status of the Company and its future operations.

GENERAL

Your Directors confirm that no disclosure or reporting is required in respect of the following matters/ events as no such matter/ event has taken place during the year under review:

1. Issue of equity shares with differential voting rights as to dividend, voting or otherwise.
2. The Whole-time Directors of the Company do not receive any remuneration or commission from any of its subsidiaries.
3. Issue of Sweat Equity Shares.
4. No application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 as at the end of the Financial 2025-26.
5. No instance of one-time settlement with any bank or financial institution.
6. No material changes and commitments have occurred after the closure of the Financial Year 2025-26 till the date of this Report, which would affect the financial position of your Company.

The Company is in compliance with the applicable provisions relating to maternity benefits as prescribed under the Maternity Benefit Act, 1961/ the Code on Social Security, 2020.

ACKNOWLEDGEMENTS

Your Company's organizational culture upholds professionalism, integrity and continuous improvement across all functions, as well as efficient utilization of the Company's resources for sustainable growth.

Your Directors wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your Directors also wish to place on record their appreciation for the valuable co-operation and support received from the various Government Authorities, Banks/ Financial Institutions and other stakeholders such as members, customers and suppliers, among others. Your Directors also commend the continuing commitment and dedication of employees at all levels, which has been critical for the Company's success. Your Directors look forward to their continued support in future.

For and on behalf of the Board of Directors
For **Devyani International Limited**

Ravi Jaipuria
Chairman
DIN: 00003668

Place: Gurugram
Date: May 15, 2026

Annexure - A

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2025-26 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2025-26

S. No.	Name of Director(s)/ KMP(s) and designation	Remuneration of Director(s)/ KMP(s) for Financial Year 2025-26 (₹ in Million)	% increase in Remuneration in Financial Year 2025-26	Ratio of Remuneration of Director to Median[1] Remuneration of employees
1	Mr. Virag Joshi^ Whole-time Director (President & Chief Executive Officer)	58.15	19.90	193.53
2	Mr. Manish Dawar^^ Whole-time Director & Chief Financial Officer	58.15#	22.27	193.53
3	Mr. Pankaj Virmani Chief Sustainability Officer & Company Secretary	9.99	38.04	33.26
4	Dr. Girish Kumar Ahuja** Non-executive & Lead Independent Director	1.40	75.00	4.66
5	Dr. Ravi Gupta** Non-executive Independent Director	2.20	46.67	7.32
6	Ms. Rashmi Dhariwal** Non-executive Independent Director	1.60	6.67	5.33
7	Mr. Pradeep Khushalchand Sardana** Non-executive Independent Director	0.70	75.00	2.33
8	Mr. Prashant Purker** Non-executive Independent Director	0.50	25.00	1.66

^ *Ceased to be Whole-time Director (President & CEO) of the Company w.e.f. close of business hours of March 31, 2026 and thereafter continues as a Non-executive Director of the Company.*

^^ *Elevated as Whole-time Director (President & Group CEO) of the Company w.e.f. April 1, 2026.*

The above remuneration does not include the perquisite value of ESOP, amounting to ₹ 269.30 million, exercised by Mr. Manish Dawar during the year under review. Mr. Manish Dawar was granted 36,00,000 stock options under the Employees Stock Option Scheme 2021 on March 17, 2021. These stock options have been vested over a period of 4 years and out of total options, 27,00,000 stock options were exercised during the year under review.

** *The Company pays sitting fee of ₹ 1 lakh to each Independent Director for attending Board/ Committee Meetings.*

[1] *Note: The median remuneration has been calculated on the basis of fulltime employees on the payroll of the Company.*

B. The percentage increase/ decrease in the median remuneration of employees in the financial year

There was an increase of ~ 2% in the median remuneration of full-time employees (excluding Remuneration of Directors and KMPs) in Financial Year ended on March 31, 2026.

C. The number of permanent employees on the rolls of the Company

Permanent employees on the rolls of the Company as on March 31, 2026 were 15,955. The said number of employees includes both full time & part time employees.

D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average increase in the salaries of employees other than Managerial Personnel was ~ 8.4%. The above table contains the details of remuneration paid to the managerial personnel. The remuneration paid to managerial personnel is basis prevailing market trends, business results, delivery objectives and overall responsibility matrix and the same is in line with the resolutions approved by the Board of Directors and/ or Shareholders.

E. Affirmation that the remuneration is as per the remuneration policy of the Company

It is hereby affirmed that the above-mentioned remuneration is in accordance with the Remuneration Policy of the Company.

For and on behalf of the Board of Directors
For Devyani International Limited

Ravi Jaipuria
Chairman
DIN: 00003668

Place: Gurugram
Date: May 15, 2026

Annexure - B

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Devyani International Limited
(CIN: L15135HR1991PLC143853)
Plot No. 18, Sector-35,
Gurugram-122004, Haryana

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Devyani International Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

WE REPORT THAT

a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

c) We have not verified the correctness and appropriateness of the financial statements of the Company.

d) Wherever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.

e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

f) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 ("**the Act**") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, wherever applicable;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   (e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the Audit Period);

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period); and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance of the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable, as mentioned above.

The Company is engaged in the business of developing, managing and operating quick services restaurants for brands – KFC, Pizza Hut, Costa Coffee, Tealive, New York Fries and Sanook Kitchen. The Company has also developed strong indigenous brands such as Vaango and the Food Street. During the year under review the Company has acquired Sky Gate Hospitality Private Limited along with its subsidiaries, which owns popular brands such as Biryani By Kilo and Goila Butter Chicken. As informed by the management, the Food Safety & Standards Act, 2006 and Rules made thereunder are specifically applicable to the Company. On the basis of management representation, recording in the minutes of Board of Directors and our check on test basis, we are of the view that the Company has ensured the compliance of laws specifically applicable to it.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors and Independent Directors including Women Director. Further, there was no change in the composition of the Board of Directors during the audit period.

Adequate notices were given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance in accordance with the provisions of the Act, other than those meetings which were held on shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions were carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We also report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We also report that during the audit period:

- the Members of the Company at their Extra-ordinary General Meeting held on May 17, 2025 approved the proposal for the issuance and allotment, by way of preferential issue on a private placement basis, in one or more tranches, up to 2,37,19,187 fully paid-up Equity Shares having face value of ₹ 1/- each, at a price of ₹ 176.78 per share (including premium of ₹ 175.78 per share), for consideration other than cash towards payment of the part purchase consideration of ~ ₹ 419.31 crore, payable for the acquisition of up to 80.72% equity stake (on a fully diluted basis) in Sky Gate Hospitality Private Limited.

- the Members of the Company at their 34th Annual General Meeting held on July 28, 2025, inter-alia, approved the following proposal(s):

  o re-appointment of Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration Number 001076N/ N500013), as Joint Statutory Auditors for a second term of up to 5 (Five) consecutive years and fixation of their remuneration.

  o appointment of M/s Sanjay Grover & Associates, Company Secretaries, as Secretarial Auditors for a term of up to 5 (Five) consecutive years and fixation of their remuneration.

  o re-appointment of Mr. Virag Joshi (DIN: 01821240) as Whole-time Director of the Company (Designated as President & Chief Executive Officer) for a period of up to 3 (Three) years with effect from January 1, 2026.

- the Board of Directors of the Company at its meeting held on January 1, 2026, approved a Scheme of Arrangement involving Sapphire Foods India Limited, a company listed on BSE Limited ("**BSE**") and The National Stock Exchange of India Limited ("**NSE**"), Devyani International Limited and their respective shareholders, pursuant to Sections 230 to 232 and other applicable provisions of the Act.

  In terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had filed the above Scheme along with requisite documents with NSE and BSE and the matter is pending for approval.

- the Members of the Company through Postal Ballot, results of which were declared on February 9, 2026, approved the shifting of 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 Regional Director (Northern Region) vide its order dated March 20, 2026, had approved the shifting and the same has been taken on record by the Registrar of Companies, Haryana on April 6, 2026. Accordingly, the registered office of the Company is now situated at Plot No. 18, Sector – 35, Gurugram – 122004, Haryana.

- the Members of the Company through Postal ballot, results of which were declared on March 8, 2026 approved the following:
    - o re-classification of the Authorised Share Capital of the Company from ₹ 5,67,50,00,000 divided into 5,64,50,00,000 Equity Shares of ₹ 1/- each and 30,00,000 0.10% Redeemable, Non-Cumulative, Non-Convertible Preference Shares of ₹ 10/- each into 4,67,50,00,000 Equity Shares of ₹ 1/- each and 10,00,000 Preference Shares of ₹ 1,000/- each;
    - o issuance and allotment, on a private placement basis, up to 3,00,000 fully paid-up Non-convertible Redeemable Preference Shares of the Company having face value of ₹ 1,000/- each, at par, to Mr. Kaushik Kumar Roy (**"Proposed Allottee"**), for consideration other than cash towards payment of the purchase consideration of ~ ₹ 30 crore, payable by the Company to the Proposed Allottee, for the acquisition of equity shares of Sky Gate Hospitality Private Limited, a subsidiary of the Company, held by the Proposed Allottee.
- the Board of Directors of the Company at its meeting held on March 10, 2026 approved a Scheme of Amalgamation involving merger/ amalgamation of Sky Gate Hospitality Private Limited, Blackvelvet Hospitality Private Limited, Say Chefs Eatery Private Limited, wholly owned subsidiaries, with and into the Company and their respective shareholders, pursuant to Sections 230 to 232 and other applicable provisions of the Act. The Company has filed the first motion application and the Scheme is pending before the Hon'ble National Company Law Tribunal for approval.

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

Subhash Setia
Partner
Mem. No. F3019; CP No. 23681
UDIN: F003019H000368714

New Delhi
May 15, 2026

Annexure - C

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

1. **Brief outline on CSR Policy of the Company:**

The Company has in place a Corporate Social Responsibility Policy and the same is available on the website of the Company i.e. **https://www.dil-rjcorp.com/wp-content/uploads/2022/12/Corporate-Social-Responsibility-Policy.pdf**. Any expenditure on apprenticeship training towards National Apprenticeship Promotion Scheme (NAPS) as per the Apprentices Act, 1961, made over and above the minimum threshold of 2.5% can be considered as a CSR initiative. During the Financial Year 2025-26, the Company has spent ₹ 17.71 million on Skill Development for enhancing vocational skills by directly engaging apprentices under the Apprentices Act, 1961 which is over and above the minimum mandate under the Apprentices Act, 1961 read with NAPS. Hence, the same qualifies as CSR.

The aim of implementing the NAPS within the Company was to foster skill development among youth/ freshers PAN India and enhance their employability. By participating in the NAPS, the Company aimed to provide structured training opportunities that bridge the gap between theoretical knowledge and practical skills required in the workforce. Through NAPS, the Company contributed to the national agenda of creating a skilled workforce that meets the demand of Industries.

2. **Composition of the CSR and ESG Committee:**

S. No.	Name of Director	Designation/ Nature of Directorship	Number of meeting(s) of CSR and ESG Committee held during the FY 2025-26	Number of meeting(s) of CSR and ESG Committee attended during the FY 2025-26
1	Dr. Ravi Gupta	Chairman (Independent Director)	2	2
2	Mr. Varun Jaipuria	Member (Non-executive Director)	2	0
3	Mr. Virag Joshi*	Member (Executive Director)	2	2

** Subsequent to the end of the Financial Year, Mr. Virag Joshi ceased to be a Member of the CSR & ESG Committee and Mr. Raj Gandhi was appointed as a Member w.e.f. May 15, 2026.*

3. **Web-link where Composition of CSR and ESG Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:**

- Composition of CSR and ESG Committee:
  https://dil-rjcorp.com/wp-content/uploads/2024/08/composition-of-committees.pdf
- CSR Policy:
  https://www.dil-rjcorp.com/wp-content/uploads/2022/12/Corporate-Social-Responsibility-Policy.pdf
- CSR Projects approved by the Board:
  https://dil-rjcorp.com/wp-content/uploads/2024/05/csr-projects-fy-23-24.pdf

4. **Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:** Not Applicable

5. (a) **Average net profit of the Company as per Section 135(5):** ₹ 885.38 million

   (b) **Two percent of average net profit of the Company as per Section 135(5):** ₹ 17.71 million

   (c) **Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years:** Nil

   (d) **Amount required to be set-off for the Financial Year, if any:** Nil

   (e) **Total CSR obligation for the Financial Year [(b)+(c)-(d)]:** ₹ 17.71 million

6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 17.71 million

(b) **Amount spent in Administrative Overheads:** Nil

(c) **Amount spent on Impact Assessment, if applicable:** Not applicable

(d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** ₹ 17.71 million

(e) **CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
17.71 million	NA	NA	NA	NA	NA

(f) **Excess amount for set-off, if any:** Nil

S. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per Section 135(5)	17.71 million
(ii)	Total amount spent for the Financial Year	17.71 million
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NA
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

7. **Details of Unspent CSR amount for the preceding three financial years:** Not Applicable

S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Balance Amount in Unspent CSR Account under Section 135(6) (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to Section 135(5), if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY 2022-23	NA	NA	NA	NA	NA	NA	NA
2	FY 2023-24	NA	NA	NA	NA	NA	NA	NA
3	FY 2024-25	NA	NA	NA	NA	NA	NA	NA

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

9. **Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5) of the Companies Act 2013:** Not Applicable

Manish Dawar
Whole-time Director
(President & Group CEO)
DIN: 00319476

Ravi Gupta
Chairman - CSR and ESG Committee
DIN: 00023487

Place: Gurugram
Date: May 15, 2026

Annexure - D

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A. Conservation of Energy:

i)	Steps taken for conservation of energy	• **Renewable Energy:** In addition to our internal efforts to reduce emissions, we are actively exploring opportunities to offset our carbon footprint through strategic investments in carbon offset projects. This includes initiatives such as the installation of solar roof systems, which help replace fossil fuel-based energy with renewable alternatives. These projects support our transition to a low-carbon future and reinforce our long-term sustainability goals. • **Energy-efficient Operations:** We have implemented a range of energy-saving measures across our restaurants to reduce our environmental impact. These include upgrading to LED lighting, optimizing HVAC systems, and investing in energy-efficient kitchen equipment. Together, these improvements reduce our overall energy consumption and contribute to lowering greenhouse gas emissions. The Company is under the process of installing Variable Frequency Drive at the stores on exhaust and fresh air systems, which will contribute to energy saving. • **Transportation Optimization:** We continuously evaluate and optimize our transportation and logistics operations to minimize emissions associated with the movement of goods and materials. Our efforts include exploring alternative fuel options, optimizing delivery routes, and investing in fuel-efficient vehicles where feasible. These initiatives are part of our broader commitment to reducing our carbon footprint and enhancing operational sustainability.
ii)	Steps taken by the Company for utilizing alternate sources of energy	The Company has taken proactive steps to embrace renewable energy and reduce reliance on fossil fuels. Furthermore, leveraging our existing infrastructure, we maintain a robust capacity of > 450 KW, reaffirming our commitment to reducing our carbon footprint and fostering a greener future.
iii)	Capital investment on energy conservation equipment	Nil

B. Technology Absorption:

i)	Efforts made towards technology absorption	The Company is committed to leveraging technology to transform every dimension of its business. Strategic investment in technology infrastructure is a core component of our commitment to delivering a seamless and enhanced customer experience. To enable data-driven analytics and informed decision-making, the Company has implemented a scalable, advanced cloud data warehouse complemented by a robust Business Intelligence platform. In Business Development, digital project management tools are being adopted to streamline planning and execution. In the areas of Customer Service and Restaurant Operations, the Company is actively deploying Self-Ordering Kiosks (SOKs), digital menu boards, and advanced kitchen planning tools to improve operational efficiency and guest satisfaction. Additionally, the Company is running a pilot project for installation of Artificial Intelligence (AI) enabled CCTV cameras in the restaurants and corporate office to enhance consumer experience and service level with AI driven monitoring of the store. The Company has initiated development of digital commerce platform which will empower consumer facing app, web, and other ordering channels. It will help us to analyse consumer behaviour and offerings will be changed accordingly.

ii)	Benefits derived like product improvement, cost reduction, product development or import substitution	Self-Ordering Kiosks (SOKs) streamline the ordering process and improve service efficiency. Additionally, the adoption of a cloud-based data warehouse ensures seamless access to real-time information, enabling smarter, data-driven decision-making across our operations. Along with this, cloud-based Eco Energy System has been installed in over 200 KFC stores for online monitoring and energy savings.
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): (a) Details of technology imported; (b) Year of import; (c) Whether the technology been fully absorbed; and (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof.	Not Applicable
iv)	Expenditure incurred on Research and Development.	Not Applicable

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

(₹ in Million)

Particulars	Year Ended 31-Mar-26	Year Ended 31-Mar-25
Foreign Exchange Earnings in terms of actual inflows	952.78	664.13
Foreign Exchange Outgo in terms of actual outflows	1,370.43	216.19

For and on behalf of the Board of Directors
For Devyani International Limited

Ravi Jaipuria
Chairman
DIN: 00003668

Place: Gurugram
Date: May 15, 2026

Annexure - E

CORPORATE GOVERNANCE REPORT

The Corporate Governance Report of Devyani International Limited (**"the Company"/ "DIL"**) has been meticulously prepared to ensure adherence to statutory requirements. This report aligns with the provisions set out in Regulation 34, read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**). The objective is to maintain transparency and accountability in all reporting aspects, thereby reflecting the Company's commitment to upholding the highest standards of corporate governance as mandated by the regulatory framework.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance at DIL centers on the creation and continued enhancement of long-term sustainable value for all stakeholders. This is accomplished through business processes that are guided by ethical principles. DIL is committed to ensuring that all aspects of the Company's operations are conducted with fairness and transparency, reflecting its dedication to integrity and accountability in every business decision.

At DIL, Corporate Governance encompasses the establishment and nurturing of valuable relationships built on trust with all stakeholders. Recognizing stakeholders including shareholders, employees, suppliers, customers, investors, communities, and policy makers—as essential contributors to the Company's journey, DIL regards them as partners in its continued success.

The Company is steadfast in its commitment to maximizing value for all stakeholders. This dedication is reflected in the belief that a strong governance system, founded on meaningful relationships and mutual trust, serves as the cornerstone for creating sustainable and enduring value. By fostering these principles, DIL seeks to ensure that every stakeholder benefits from the Company's growth and achievements, reinforcing the importance of sound governance practices in delivering long-term success.

At DIL, we recognize that Corporate Governance is not a fixed endpoint, but an ongoing journey towards consistently enhancing sustainable value creation. It represents a dynamic and evolving benchmark that demands collective and continuous pursuit by all members of the organization. We are committed to this upward-moving target through a range of initiatives designed to uphold the highest standards of governance. The details of these initiatives are outlined in the following sections, reflecting our unwavering dedication to integrity, transparency, and accountability across all our business practices.

The Corporate Governance framework of the Company is anchored in several broad practices that collectively foster transparency, accountability, and ethical conduct throughout the organization. These practices serve as the foundation for maintaining robust governance standards and ensuring the sustained success of the Company.

(a) The Company engages a diverse, highly professional, experienced, and competent Board of Directors. This includes a Lead Independent Director and members with versatile expertise spanning industry, finance, management, and law. The Board's collective knowledge ensures effective oversight and sound decision-making across all aspects of the Company.

(b) The Company deploys well-defined governance structures that establish checks and balances. These frameworks delegate decision-making to appropriate levels within the organization, ensuring efficient management and accountability at every tier.

(c) The adoption and implementation of fair, transparent, and robust systems, processes, policies, and procedures are central to the Company's governance framework. These mechanisms ensure consistency, integrity, and resilience in operations.

(d) The Company is committed to making timely and requisite disclosures, disseminating corporate, financial, and operational information to all stakeholders. This practice promotes transparency and builds trust among shareholders, employees, customers, and the wider community.

(e) The Company maintains strong systems and processes to ensure full and timely compliance with all legal and regulatory requirements. There is zero tolerance for non-compliance, underscoring the Company's dedication to integrity and ethical conduct in every business activity.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to upholding the highest standards of Corporate Governance. The Company consistently strives to adopt the best Corporate Governance practices and norms in the industry, *inter-alia* including the following measures:

- Securities-related filings with Stock Exchanges are circulated and placed before the Company's Board of Directors. This ensures regular oversight and transparency in matters pertaining to securities.

- The Company has established several Board Committees, namely: Audit, Risk Management and Ethics Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, CSR and ESG Committee, Share Allotment Committee, and Investment and Borrowing Committee. These committees are designed to address specific areas of governance, risk, ethics, and stakeholder relations, facilitating specialized oversight and decision-making.

- The Company has appointed a Lead Independent Director.

- The Company undergoes Secretarial Audit, which is conducted by an independent firm of Practicing Company Secretaries. The resulting Secretarial Audit Report is presented to the Board and forms part of the Annual Report, reinforcing accountability and compliance.

- The Company ensures observance and adherence to all applicable laws, including Secretarial Standards - 1 & 2 issued by the Institute of Company Secretaries of India. This practice demonstrates the Company's commitment to legal compliance and governance excellence.

GOVERNANCE POLICIES

At DIL, we are dedicated to conducting our business operations and building relationships in ways that reflect dignity, distinctiveness, and responsibility. Our approach is guided by a strong commitment to ethical standards, which underpin our efforts to maintain integrity, transparency, independence, and accountability in all interactions with stakeholders.

To uphold these values, the Company has adopted a range of codes and policies that ensure duties are performed ethically and responsibly. These frameworks help us consistently meet our obligations and reinforce our reputation for principled conduct.

The Board of Directors periodically reviews these codes and policies. Amendments are made as necessary to adapt to evolving standards and requirements, ensuring our governance remains effective and relevant.

The following are examples of the codes, guidelines, and policies implemented by the Company and the same are available on the website of the Company at **https://dil-rjcorp.com/policies/**

- Code of Conduct for Board of Directors and the Employees (including Senior Management Personnel);
- Code of Conduct for Prohibition of Insider Trading;
- Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information;
- Policy on Related Party Transactions;
- Corporate Social Responsibility Policy;
- Policy for Determination of Material Subsidiary and Governance of Subsidiaries;
- Policy for Determination of Materiality of Events/ Information;
- Remuneration Policy for the Directors, Key Managerial Personnel (KMP), Members of Senior Management and other Employees;
- Policy on Independence of Directors;
- Vigil Mechanism Policy;
- Policy for Preservation of Documents;
- Policy on Diversity of the Board of Directors;
- Risk Management Policy;
- Dividend Distribution Policy;
- Archival Policy;
- Go Green Guidelines;
- Anti-Bribery Policy;
- Policy on Prevention of Sexual Harassment (POSH) at Workplace;
- Customer Grievance Redressal Policy;
- Environment and Waste Management Policy;
- Environmental, Social and Governance (ESG) Policy;
- Health & Safety Policy;
- Human Rights and Equal Opportunity Policy;
- Responsible Marketing Policy;
- Shareholders' Rights Policy;
- Stakeholders' Engagement Policy;
- Supplier Code of Conduct;
- Sustainable Sourcing Policy;
- Privacy Policy;
- Animal Welfare Policy;
- Tax Policy; and
- Employees Stock Option Scheme 2021.

BOARD OF DIRECTORS

As of March 31, 2026, the Board comprised 10 (Ten) Directors, 5 (Five) of whom were Independent Directors. This balanced composition ensures that independent perspectives are incorporated into the Board's deliberations and decision-making processes. At DIL, we believe that a Board made up of skilled and diverse members fosters a culture of leadership. This culture is essential for establishing a long-term vision and shaping policies that enhance the quality and standards of governance throughout the organization. The Board's actions and decisions are consistently aligned with the Company's interests and objectives. This alignment ensures that governance practices support the strategic goals and operational priorities of DIL. The Board rigorously evaluates the Company's strategic direction, management policies, and their overall effectiveness. Through critical assessment, the Board helps guide DIL toward sustained success and high standards of corporate governance.

The composition of the Board of the Company as at March 31, 2026 was as under:

Name of Directors	Category
Mr. Ravi Jaipuria*	Non-executive Chairman
Mr. Varun Jaipuria*	Non-executive, Non-Independent Directors
Mr. Raj Gandhi	
Mr. Manish Dawar^	Executive/ Whole-time Directors
Mr. Virag Joshi#	
Dr. Girish Kumar Ahuja	Lead Independent Director
Dr. Ravi Gupta	Non-executive, Independent Directors
Ms. Rashmi Dhariwal	
Mr. Pradeep Khushalchand Sardana	
Mr. Prashant Purker	

**Mr. Ravi Jaipuria and Mr. Varun Jaipuria are Promoters of the Company.*

^ Mr. Manish Dawar, Whole-time Director & CFO, has been elevated/ appointed as Whole-time Director (President & Group CEO) of the Company w.e.f. April 1, 2026.

 # Mr. Virag Joshi superannuated as Whole-time Director (President & CEO) of the Company w.e.f. close of business hours of March 31, 2026. However, Mr. Joshi is continuing as a Non-executive Director of the Company w.e.f. April 1, 2026.

INTER-SE RELATIONSHIP AMONGST DIRECTORS

Except Mr. Ravi Jaipuria and Mr. Varun Jaipuria, none of the Directors is related to any other Director of the Company. Mr. Varun Jaipuria, Non-executive Director, is the son of Mr. Ravi Jaipuria, Non-executive Chairman of the Company.

CORE SKILLS/ EXPERTISE/ COMPETENCIES AVAILABLE WITH THE BOARD

At DIL, we strongly believe that the collective effectiveness of the Board is a key driver of the Company's performance. Accordingly, it is imperative for members of the Board to possess a balanced mix of skills, experience and diversity. Considering the Company's size, scale and the nature of its business operations, the Board has carefully identified certain skills, expertise and competencies as essential for its members. These include proficiency in leadership and operations, strategic planning, industry experience, technical know-how, research and development, innovation, global business exposure, finance, legal acumen, corporate governance, compliance and risk management. This comprehensive approach ensures that the Board remains equipped to guide the Company in all critical areas and uphold high standards of governance.

The following matrix outlines the range of skills, expertise, and competencies present among the members of the Company's Board:

S. No.	Name of Director	Leadership/ Operations	Strategic Planning	Industry Experience, Technical, Research & Development and Innovation	Global Business	Finance & Legal	Corporate Governance, Compliance & Risk Management
1	Mr. Ravi Jaipuria	✓	✓	✓	✓	✓	✓
2	Mr. Varun Jaipuria	✓	✓	✓	✓	-	✓
3	Mr. Raj Gandhi	✓	✓	✓	✓	✓	✓
4	Mr. Manish Dawar	✓	✓	✓	✓	✓	✓
5	Mr. Virag Joshi	✓	✓	✓	✓	✓	✓
6	Dr. Girish Kumar Ahuja	✓	✓	✓	-	✓	✓
7	Dr. Ravi Gupta	✓	✓	✓	-	✓	✓
8	Ms. Rashmi Dhariwal	✓	✓	✓	-	✓	✓
9	Mr. Pradeep Khushalchand Sardana	✓	✓	✓	✓	-	✓
10	Mr. Prashant Purker	✓	✓	✓	-	✓	✓

SELECTION OF INDEPENDENT DIRECTORS

Considering the requirement of skill sets/ expertise/ experience/ competence on the Board, eminent people having an independent standing in their respective field/ profession and who can effectively contribute to the Company's business and policy decisions are considered and recommended by the Nomination and Remuneration Committee for appointment as Independent Directors on the Board. The Nomination and Remuneration Committee in addition to the criteria prescribed under the Companies Act, 2013 ("**Act**") and the SEBI Listing Regulations, also considers independence, positive attributes, integrity, competencies, area of expertise, experience, material relationships, associations and interest in other business. The Board considers the Nomination and Remuneration Committee recommendation and takes appropriate decision.

A statement in connection with fulfilling the criteria of Independence and directorships as required under the provisions of the Act and the SEBI Listing Regulations received from each of Independent

Director is incorporated in the Board's Report. Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Act. Terms and Conditions for appointment of Independent Directors are available on website of the Company at **https://www.dil-rjcorp.com/wp-content/uploads/2022/03/Terms-and-conditions-of-appointment-of-Independent-Directors_DIL.pdf**.

In the opinion of the Board, the Independent Directors fulfill the conditions as specified under the Act and the SEBI Listing Regulations and are Independent of the management.

LEAD INDEPENDENT DIRECTOR

Lead Independent Director holds vital significance within the Board structure. Lead Independent Director provides leadership to the Independent Directors, liaises on behalf of the Independent Directors and ensures the Board's effectiveness in maintaining high-quality governance of the organization and effective functioning of the Board.

Dr. Girish Kumar Ahuja as the Lead Independent Director *inter-alia* has the following responsibilities:

- To hold meetings of the Independent Directors as and when required;
- To call and preside over all meetings of Independent Directors and providing candid feedback to Chairperson/ management;
- To facilitate the role of intermediary among the Chairman of the Board and the Independent Directors; and
- To perform such other duties as may be delegated to Lead Independent Director by the Board/ Independent Directors.

INDEPENDENT DIRECTORS' INDUCTION AND FAMILIARIZATION

An appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor in maintaining high standards of Corporate Governance in the Company. The Whole-time Directors are jointly responsible for ensuring such induction and training programme to the Directors. The management provides such information and training either at the meeting of Board of Directors/ Committees or otherwise. The details of such familiarization programme for Independent Directors are posted on website of the Company at **https://www.dil-rjcorp.com/wp-content/uploads/2022/03/Familiarisation_Programme-for-Independent-Directors_DIL-1.pdf**.

BOARD EVALUATION

In compliance with the provisions of the Act and the SEBI Listing Regulations, the Board of Directors of the Company ensures formation, review and monitoring of an effective evaluation framework for evaluation of Directors including Chairman of the Board, Board as a whole and the Committees thereof. The Board of Directors have carried out the evaluation for the Financial Year ended March 31, 2026.

INTERNAL AUDIT

As recommended by the Audit, Risk Management and Ethics Committee, the Board of Directors at its meeting held on May 23, 2025 appointed M/s. VGG & Co., Chartered Accountants (Firm Registration Number: 031985N), as Internal Auditors of the Company for the Financial Year 2025-26 to conduct internal audit of the Company. Their reports are submitted to the Management on a periodic basis and corrective actions are taken in a timely manner to strengthen the systems and processes.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In compliance with the provisions of Schedule IV to the Act read with Regulation 25 of the SEBI Listing Regulations, Independent Directors of the Company met once on March 31, 2026 during the Financial Year 2025-26 without the presence of Non-Independent Directors and members of the management team and *inter-alia* reviewed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to a formal meeting, interactions also took place between the Chairman and Independent Directors covering aforesaid aspects.

BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND PROCEDURE

The Board is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness and ensures that shareholders' long-term interests are being served.

As on date of this report, the Board has 6 (Six) Committees, namely Audit, Risk Management and Ethics Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, CSR and ESG Committee, Share Allotment Committee and Investment and Borrowing Committee.

The Company's internal guidelines for Board/ Committee meetings facilitate decision making process at such meetings in an informed and efficient manner.

BOARD/ COMMITTEE MEETINGS

The Board meets on a regular basis to discuss and make decisions regarding the Company's business matters, policies, and strategies. Meetings of the Board and its Committees are planned well in advance and the schedule is communicated to all Directors, allowing them to prioritize attendance and contribute actively to the proceedings. During Board meetings, Directors are kept informed about the discussions that have taken place at Committee meetings, along with any recommendations that have been proposed by the various Committees. This approach ensures that the Board remains apprised of key deliberations and is equipped to make well-informed decisions that support the Company's objectives.

The Company Secretary, in consultation with the Whole-time Director(s) and the Chairman of the Board or respective Committees, is responsible for formulating the agenda for meetings. The Board convenes at least once every quarter to review the Company's financial results, ensure compliance with applicable regulations, and assess the Company's overall performance. Additional Board meetings are scheduled as and when necessary to address specific business requirements. To facilitate effective and informed decision-making, the detailed agenda notes is circulated to all Directors approximately one week prior to the scheduled meeting. This advance circulation enables Directors to thoroughly review the materials and prepare for meaningful discussion. In urgent cases, the agenda may be shared with a shorter notice, adhering to the Secretarial Standard – 1 issued by the Institute of Company Secretaries of India. After each Board or Committee meeting, draft minutes are prepared and circulated among the members for their comments or suggestions. Once finalized, the minutes are presented and noted by the Board or the respective Committee at their subsequent meeting, ensuring that decisions and deliberations are accurately recorded and formally acknowledged.

The Company also provides facilities to the Directors to attend meetings of the Board and its Committees through Video/ Tele Conferencing mode. This arrangement enables Directors to participate in discussions and decision-making processes even when they are unable to be physically present, thereby ensuring continuity and effectiveness in governance.

During the Financial Year 2025-26, seven Board meetings were held on April 24, 2025, May 23, 2025, August 13, 2025, November 6, 2025, January 1, 2026, February 4, 2026 and March 10, 2026. The gap between two Board meetings was within the limit prescribed under Section 173(1) of the Act and Regulation 17(2) of the SEBI Listing Regulations.

BOARD FUNCTIONS

The functioning of the Board *inter-alia* includes:

- Framing and overseeing progress of the Company's annual plan and operating framework.
- Framing strategies for direction of the Company.
- Reviewing the quarterly and annual financial results of the Company.
- Reviewing the Annual Report including Audited Annual Financial Statements for adoption by the Members.
- Reviewing progress of various functions and business of the Company.
- Evaluating the performance of the Directors, Board and its Committees.
- Reviewing the functioning of subsidiary companies.
- Reviewing and resolving fatal or serious accidents or dangerous occurrences, any material significant effluent or pollution problems or significant labour issues, if any.
- Reviewing the details of significant development in human resources and industrial relations front.
- Reviewing details of foreign exchange exposure and steps taken to limit the risks of adverse exchange rate movement.
- Reviewing compliance with all relevant legislations and regulations and litigation status, materially important show cause, demand, prosecution and penalty notices, if any.
- Advising on corporate restructuring such as merger, acquisition, joint venture or disposals, if any.
- Appointment of Directors on the Board, Key Managerial Personnel and Senior Management Personnel, if any.
- Reviewing various policies of the Company and monitoring implementation thereof.
- Reviewing details of risk evaluation and internal controls.
- Reviewing of Minutes of the Board and Committees.
- Review report(s) on Environment, Social and Governance.

COMPANY SECRETARY'S ROLE

The Company Secretary, being Key Managerial Personnel, is responsible for preparing the agenda for Board and Committee meetings. This is done in consultation with the Whole-time Director(s) and the Chairman, ensuring that all important topics and decisions are appropriately scheduled and addressed during meetings. The Company Secretary attends every meeting of the Board and its Committees, providing guidance and advice on compliance matters and governance principles. Furthermore, the Company Secretary engages independently with the Independent Directors of the Company, facilitating open communication and supporting their oversight functions within the organization.

RECORDING MINUTES OF PROCEEDINGS OF BOARD AND COMMITTEE MEETINGS

The Company Secretary is responsible for ensuring that the minutes of each Board and Committee Meeting are accurately recorded. In accordance with the Secretarial Standard issued by the Institute of Company Secretaries of India, the minutes are entered into the Minutes Book within thirty days from the date the meeting concludes.

POST MEETING FOLLOW-UP MECHANISM

The guidelines for Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof. Important decisions taken at Board/ Committee meetings are communicated promptly to the concerned departments/ divisions.

ATTENDANCE OF DIRECTORS AT BOARD MEETINGS & LAST ANNUAL GENERAL MEETING (AGM), NUMBER OF OTHER DIRECTORSHIPS AND CHAIRMANSHIPS/ MEMBERSHIPS OF COMMITTEES AND SHAREHOLDING OF EACH DIRECTOR IN THE COMPANY

	Name, DIN, Designation and Category	Attendance in Financial Year 2025-26			Number of Directorships in other companies as on March 31, 2026*		Committee Membership and Chairmanship in other companies as on March 31, 2026#		Shareholding in the Company as on March 31, 2026
		Board Meetings		AGM	Private	Public	Chairmanship	Membership	
		Held	Attended@						
(a)	**Promoters**								
	Mr. Ravi Jaipuria (00003668) Non-executive Chairman	7	5	Yes	1	4	NIL	1	21,14,103
	Mr. Varun Jaipuria (02465412) Non-executive Director	7	5	Yes	3	2	NIL	NIL	3,96,25,617
(b)	**Non-executive Non-Independent Director**								
	Mr. Raj Gandhi (00003649) Non-executive Director	7	7	Yes	2	7	NIL	4	30,00,000
(c)	**Executive Directors**								
	Mr. Manish Dawar^ (00319476) Whole-time Director & Chief Financial Officer	7	7	Yes	NIL	3	NIL	NIL	36,05,003
	Mr. Virag Joshi$ (01821240) Whole-time Director (President & Chief Executive Officer)	7	7	Yes	NIL	3	NIL	NIL	84,91,438
(d)	**Non-executive & Independent Directors**								
	Dr. Girish Kumar Ahuja (00446339)	7	7	Yes	1	9	5	8	NIL
	Dr. Ravi Gupta (00023487)	7	7	Yes	6	5	3	6	NIL
	Ms. Rashmi Dhariwal (00337814)	7	7	Yes	3	6	2	8	NIL
	Mr. Pradeep Khushalchand Sardana (00682961)	7	7	Yes	NIL	2	NIL	1	4,635
	Mr. Prashant Purker (00082481)	7	5	Yes	1	1	NIL	NIL	NIL

@ *Includes attendance through Video-conferencing*

* *Does not include directorship in foreign companies*

Includes only Audit Committee and Stakeholders' Relationship Committee in all public limited companies (whether listed or not) and excludes private limited companies, foreign companies and Section 8 companies

^ *Mr. Manish Dawar, Whole-time Director & CFO, has been elevated/ appointed as Whole-time Director (President & Group CEO) of the Company w.e.f. April 1, 2026.*

$ *Mr. Virag Joshi superannuated as Whole-time Director (President & CEO) of the Company w.e.f. close of business hours of March 31, 2026. However, Mr. Joshi is continuing as a Non-executive Director of the Company w.e.f. April 1, 2026.*

Note: Mr. Ravi Jaipuria, Mr. Varun Jaipuria and Mr. Prashant Purker were unable to attend certain meetings during the year due to unavoidable professional/ business commitments. The Board acknowledges the Director's continued contribution and engagement in the Company's affairs.

Pursuant to Part C of Schedule V to the SEBI Listing Regulations, details of Directors of the Company, holding directorship in other listed entity(ies), along with category of their directorship as on March 31, 2026, are mentioned below:

S. No.	Name of Director	Company	Category of Directorship
1	Mr. Ravi Jaipuria	Varun Beverages Limited	Non-executive & Non-Independent Director
		Global Health Limited	Non-executive Nominee Director
2	Mr. Varun Jaipuria	Varun Beverages Limited	Whole-time Director
3	Mr. Raj Gandhi	Varun Beverages Limited	Whole-time Director
4	Dr. Girish Kumar Ahuja	Patanjali Foods Limited	Non-executive & Independent Director
		Unitech Limited	Non-executive & Independent Director
		Belrise Industries Limited	Non-executive & Independent Director
		Servotech Renewable Power System Limited	Non-executive & Independent Director
5	Dr. Ravi Gupta	Varun Beverages Limited	Non-executive & Independent Director
		Global Health Limited	Non-executive & Independent Director
		Epack Durable Limited	Non-executive & Independent Director
6	Ms. Rashmi Dhariwal	Varun Beverages Limited	Non-executive & Independent Director
		Vindhya Telelinks Limited	Non-executive & Independent Director

Note: Mr. Manish Dawar, Mr. Virag Joshi, Mr. Pradeep Khushalchand Sardana and Mr. Prashant Purker, Directors, were not holding directorship in any other listed entity as on March 31, 2026.

COMMITTEES OF THE BOARD

The Board Committees play a vital role in strengthening the Corporate Governance practices. The Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on the issues and ensure expedient resolution of diverse matters. Each Committee has specific terms of reference setting forth the purpose, role and responsibilities. Minutes of the proceedings of all the Committee meetings are circulated to the Board to take note of the same. Video/ Tele-conferencing facility is also offered to facilitate Members of the Committees to participate in the meetings. The Committee may request invitee(s) to join the meeting, as considered appropriate.

Schedule V to the SEBI Listing Regulations requires mandatory disclosure(s) related to the Audit, Risk Management and Ethics Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. The Company has also constituted a CSR and ESG Committee. The details of the Committees are as under:

(i) Audit, Risk Management and Ethics Committee

The Audit, Risk Management and Ethics Committee comprises three Independent Directors. All the members possess financial/ accounting expertise/ exposure and have held or hold senior positions in other reputed organizations/ institutions. Dr. Ravi Gupta, Chairman of the Audit, Risk Management and Ethics Committee was present at the last AGM held on July 28, 2025.

The terms of reference and composition of the Audit, Risk Management and Ethics Committee are in compliance with the requirements of Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulations 18 & 21 of the SEBI Listing Regulations.

The brief terms of reference of Audit, Risk Management and Ethics Committee *inter-alia* are as under:

- Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible.
- Recommendation to the Board for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company.
- Approval of payment for any other services rendered by the statutory auditors.
- Reviewing with the Management, the quarterly/ annual results and annual financial statements and Auditors' Report thereon before submission to the Board for approval. This *inter-alia* includes reviewing changes, if any, in accounting policies and reasons for the same, major accounting entries involving estimates based on exercise of judgement by management, significant adjustments made in the financial statements arising out of audit findings, compliance with listing and other legal requirements relating to financial statements, disclosure of any related party transactions.
- Review the Management's Discussion and Analysis of financial condition and results of operations.

- Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions/ transactions of the Company with related parties proposed to be entered by the Company subject to such conditions as may be prescribed.
- Scrutiny of inter-corporate loans and investments.
- Evaluation of internal financial controls and risk management systems.
- Reviewing the functioning of the whistle blower/ vigil mechanism.
- Formulate a detailed risk management policy which shall include:
  - Framework for identification of internal and external risks.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan.
- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- Approval of the appointment of the Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate.

During the Financial Year 2025-26, the Audit, Risk Management and Ethics Committee met 7 (Seven) times on April 24, 2025, May 23, 2025, August 13, 2025, November 6, 2025, January 1, 2026, February 4, 2026 and March 10, 2026.

Composition of the Committee and attendance of the Members at the meetings held during the Financial Year 2025-26:

S. No.	Name	Category	Designation	No. of meetings	
				Held	Attended@
1	Dr. Ravi Gupta	Independent Director	Chairman	7	7
2	Ms. Rashmi Dhariwal	Independent Director	Member	7	7
3	Dr. Girish Kumar Ahuja	Independent Director	Member	7	7

@ *Includes attendance through Video-conferencing*

The Audit, Risk Management and Ethics Committee invites executives as it considers appropriate, particularly the Whole-time Directors, Head of Finance and representatives of Statutory Auditors and Internal Auditors (for internal audit matters) to be present at its meetings. The Company Secretary acts as Secretary to the Committee.

(ii) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee comprises four Directors including two Independent Directors. Dr. Ravi Gupta, Chairman of the Stakeholders' Relationship Committee was present at the last AGM held on July 28, 2025.

The terms of reference and composition of the Stakeholders' Relationship Committee are in compliance with the requirements of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations.

The brief terms of reference of Stakeholders' Relationship Committee *inter-alia* are to consider and resolve the grievances of security holders of the Company including but not limited to transfer/ transmission of shares, non-receipt of annual report and review of services rendered by the Registrar to an Issue and Share Transfer Agent ("**RTA**").

The Stakeholders' Relationship Committee met 2 (two) times during the Financial Year 2025-26 i.e. May 23, 2025 and November 6, 2025.

Composition of the Committee and attendance of the Members at the meetings held during the Financial Year 2025-26:

S. No.	Name	Category	Designation	No. of meetings	
				Held	Attended@
1	Dr. Ravi Gupta	Independent Director	Chairman	2	2
2	Ms. Rashmi Dhariwal	Independent Director	Member	2	2
3	Mr. Raj Gandhi	Non-executive Director	Member	2	2
4	Mr. Manish Dawar	Whole-time Director	Member	2	2

@ *Includes attendance through Video-conferencing*

The Company Secretary acts as Secretary to the Committee.

Investor Grievances/ Complaints

The details of the Investor Complaints received and resolved during the Financial Year ended March 31, 2026 are as follows:

Opening Balance	No. of complaint(s) received	No. of complaint(s) resolved	No. of complaint(s) not resolved to the satisfaction of investor	No. of complaint(s) pending
NIL	NIL	NIL	NIL	NIL

To enable investors to share their grievance or concern, the Company has set up a dedicated e-mail ID i.e. **companysecretary@dil-rjcorp.com**.

Compliance Officer

Mr. Pankaj Virmani, Company Secretary is designated as the Compliance Officer of the Company to ensure compliance with the requirements of the SEBI Regulations and other Securities Laws.

(iii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises three Directors including two Independent Directors. Ms. Rashmi Dhariwal, Chairperson of the Nomination and Remuneration Committee, attended the last AGM held on July 28, 2025.

The terms of reference and composition of the Nomination and Remuneration Committee are in compliance with the requirements of Section 178 of the Act, Regulation 19 of the SEBI Listing Regulations and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The brief terms of reference of the Nomination and Remuneration Committee *inter-alia* are as under:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on diversity of the Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board of Directors their appointment and removal;
- Formulation of criteria for evaluation of independent directors and the Board of Directors; and specifying the manner for effective evaluation of performance of Board, its committees and individual Directors and reviewing its implementation and compliance;
- Determine whether to extend or continue the term of appointment of the independent directors on the basis of the report of performance evaluation of independent directors; and
- Framing suitable policies and systems to ensure that there is no violation by any employee as well as by the Company of any applicable laws in India or overseas, including:

  (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

  (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

During the Financial Year 2025-26, Nomination and Remuneration Committee met 4 (Four) times on May 23, 2025, August 13, 2025, November 6, 2025 and February 4, 2026.

Composition of the Committee and attendance of the Members at the meetings held during the Financial Year 2025-26:

S. No.	Name	Category	Designation	No. of meetings	
				Held	Attended@
1	Ms. Rashmi Dhariwal	Independent Director	Chairperson	4	4
2	Dr. Ravi Gupta	Independent Director	Member	4	4
3	Mr. Ravi Jaipuria	Non-executive Director	Member	4	2

@ *Includes attendance through Video-conferencing*

The Company Secretary acts as Secretary to the Committee.

(iv) CSR and ESG Committee

The CSR and ESG Committee comprises three Directors including one Independent Director. The terms of reference and composition of the CSR and ESG Committee are in compliance with the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The brief terms of reference of the CSR and ESG Committee *inter-alia* are as under:

- To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act, 2013, as amended;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- To monitor the CSR Policy and its implementation by the Company from time to time;
- To formulate and recommend to the Board of Directors, an annual action plan in pursuance of the CSR Policy in accordance with the applicable laws;
- To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the CSR and ESG Committee in terms of the provisions of Section 135 of the Companies Act, 2013, as amended and the rules framed thereunder;
- To approve the Company's Environmental, Social and Governance (ESG) strategy including related targets and incentives;
- To provide oversight of the execution of the ESG Strategy and the Company's progress on its ESG commitments and targets;
- To provide oversight of the key policies and programs required to implement the ESG Strategy;
- To provide advice and direction to the Company's management on implementation of the Company's ESG Strategy; and
- To identify opportunities and risks to the Company's operations, its reputation and its corporate responsibility.

The CSR and ESG Committee met 2 (two) times during the Financial Year 2025-26 on May 23, 2025 and August 13, 2025.

Composition of the Committee and attendance of the Members at the meetings held during the Financial Year 2025-26:

S. No.	Name	Category	Designation	No. of meetings	
				Held	Attended@
1	Dr. Ravi Gupta	Independent Director	Chairman	2	2
2	Mr. Varun Jaipuria	Non-executive Director	Member	2	0
3	Mr. Virag Joshi*	Whole-time Director	Member	2	2
4	Mr. Raj Gandhi^	Non-executive Director	Member	N.A.	N.A.

@ *Includes attendance through Video-conferencing*

**Ceased to be Member of the Committee w.e.f. May 15, 2026*

^Inducted as Member of the Committee w.e.f. May 15, 2026

The Company Secretary acts as Secretary to the Committee.

PERFORMANCE EVALUATION CRITERIA FOR DIRECTORS

In accordance with the provisions of the Act and Regulations 17 and 25 of the SEBI Listing Regulations, as well as the Guidance Note on Board Evaluation issued by SEBI, the Nomination and Remuneration Committee has established a set of criteria for evaluating the performance of all Directors, including Independent Directors. The evaluation process considers several key factors, which include each Director's relevant experience, their attendance at meetings, familiarity with the business, level of effective participation, strategic input, overall contribution to the Board, and the exercise of independent judgment. These criteria form the basis for a comprehensive assessment, ensuring that Directors fulfill their responsibilities and add value to the Company.

The Board has conducted its annual evaluation, assessing the performance of the Board itself, its Committees, and individual Directors. This evaluation process was comprehensive and took into account several critical elements, including the structure and composition of the Board and its Committees, the collective experience and skills of members, and the fulfillment of specific roles, duties, and obligations. In addition, the review examined the effectiveness of corporate governance practices and the management of compliance matters. By focusing on these areas, the evaluation aimed to ensure that the Board and its Committees operate efficiently and in alignment with the highest standards of governance.

Independent Directors have also evaluated the performance of Non-Independent Directors, Chairman and Board as a whole, at a separate meeting of Independent Directors.

REMUNERATION OF DIRECTORS

Details of remuneration paid to Directors of the Company for the Financial Year ended March 31, 2026, are as follows:

(i) Executive Directors

(₹ in million)

S. No.	Name	Salary	ESOP	Bonus/ Incentive	Provident Fund	Total
1	Mr. Manish Dawar^	56.15	269.30	-	2.00	**327.45**
2	Mr. Virag Joshi#	56.15	-	-	2.00	**58.15**

^ Mr. Manish Dawar, Whole-time Director & CFO, has been elevated/ appointed as Whole-time Director (President & Group CEO) of the Company w.e.f. April 1, 2026.

 # Mr. Virag Joshi superannuated as Whole-time Director (President & CEO) of the Company w.e.f. close of business hours of March 31, 2026. However, Mr. Joshi is continuing as a Non-executive Director of the Company w.e.f. April 1, 2026.

Note(s):

(i) Mr. Manish Dawar was granted 36,00,000 stock options under the Employees Stock Option Scheme 2021 on March 17, 2021. These stock options have been vested over a period of 4 years and out of total options, 27,00,000 stock options were exercised during the financial year 2025-26; and

(ii) The details of specific service contracts, notice period and severance fees etc. are governed by the appointment letter issued to respective Executive Director at the time of his appointment/ re-appointment.

(ii) Non-executive Directors

(₹ in million)

S. No.	Name	Sitting Fee	Profit Related Commission	Total
1	Dr. Girish Kumar Ahuja	1.40	-	**1.40**
2	Dr. Ravi Gupta	2.20	-	**2.20**
3	Ms. Rashmi Dhariwal	1.60	-	**1.60**
4	Mr. Pradeep Khushalchand Sardana	0.70	-	**0.70**
5	Mr. Prashant Purker	0.50	-	**0.50**

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS INCLUDING ALL PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

The Independent Directors are not paid any remuneration other than the sitting fee for attending meetings of the Board and the Committees thereof as approved by the Board. The Company may pay profit related commission to Non-executive Director(s), subject to the recommendation of the Nomination and Remuneration Committee and compliance of the Act and the SEBI Listing Regulations.

In addition to the above, there was no pecuniary relationship or transaction between the Non-executive Directors and the Company during the year.

COMPLIANCE WITH THE CODE OF CONDUCT

In compliance with the provisions of Regulation 17(5) of the SEBI Listing Regulations, the Company has adopted Code of Conduct for Board of Directors and the Employees (including Senior Management Personnel) ("**Code**") and the Code is available on website of the Company at **https://www.dil-rjcorp.com/wp-content/uploads/2021/08/Code-Of-Conduct-For-Board-Of-Directors-and-Senior-Management.pdf**.

On the basis of declarations received from Board Members and Senior Management Personnel, the Whole-time Director & Group Chief Executive Officer has given a declaration that the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code during the Financial Year 2025-26. A copy of such declaration is also attached with this report.

PROHIBITION OF INSIDER TRADING

In compliance with the provisions of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company had adopted a Code of Conduct for Prohibition of Insider Trading. During the Financial Year 2025-26, the Board of Directors have approved the amendments to the Company's Code of Conduct for Prohibition of Insider Trading to ensure compliance with the revised SEBI (Prohibition of Insider Trading) Regulations, 2015. The revised Code of Conduct for Prohibition of Insider Trading is uploaded on the website of the Company at **https://www.dil-rjcorp.com/wp-content/uploads/2022/05/Code-of-Conduct-for-Prohibition-of-Insider-Trading.pdf**.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In compliance with the provisions of Section 177 of the Act and Regulation 22 of the SEBI Listing Regulations, the Company had adopted a Vigil Mechanism/ Whistle Blower Policy for Directors and Employees of the Company. Under the Vigil Mechanism Policy, the protected disclosures can be made by a victim through an e-mail or a letter to the Vigilance Officer or to the Chairman of the Audit, Risk Management and Ethics Committee.

The Policy provides for adequate safeguards against victimization of Directors and Employees who avail of the vigil mechanism and also provides a direct access to the Vigilance Officer or the Chairman of the Audit, Risk Management and Ethics Committee, in exceptional cases. No personnel of the Company have been denied access to the Audit, Risk Management and Ethics Committee.

The main objective of this Policy is to provide a platform to Directors and Employees *inter-alia* to raise concerns regarding any financial irregularity including fraud, misconduct or unethical matters/ dealings within the Company, which may have a negative bearing on the organization either financially or otherwise.

This Policy provides an additional channel to the normal management hierarchy for employees to raise concerns about any breach of the Company's values, Business Integrity and Ethics instances of leak of Unpublished Price Sensitive Information and violations of the Company's Policies. Therefore, it is in line with the Company's commitment to open communication and to highlight any such matters which may not be getting addressed in a proper manner. During the year under review, no complaint was received under the Vigil Mechanism/ Whistle Blower Policy. The Policy is uploaded on website of the Company at **https://dil-rjcorp.com/wp-content/uploads/2022/03/Vigil-Mechanism-Policy-DIL.pdf**.

GENERAL BODY MEETINGS

Annual General Meeting

The Annual General Meetings (**"AGM"**) of the Company during the preceding three years were held at the following venues, dates and times, wherein the following special resolutions were passed:

AGM	Financial Year	Day, Date & Time	Venue/ Mode	Brief description of Special Resolution(s)
34th	2024-25	Monday, July 28, 2025 at 11:00 A.M.	Through Video Conferencing/ Other Audio Visual Means Facility (deemed venue: Registered Office)	• To re-appoint Mr. Virag Joshi as Whole-time Director of the Company designated as President and Chief Executive Officer.
33rd	2023-24	Friday, July 5, 2024 at 11:00 A.M.	Through Video Conferencing/ Other Audio Visual Means Facility (deemed venue: Registered Office)	• To re-appoint Dr. Girish Kumar Ahuja as an Independent Director of the Company. • To re-appoint Mr. Pradeep Khushalchand Sardana as an Independent Director of the Company.
32nd	2022-23	Monday, July 3, 2023 at 11:00 A.M.	Through Video Conferencing/ Other Audio Visual Means Facility (deemed venue: Registered Office)	• To re-appoint Mr. Manish Dawar as a Whole-time Director of the Company. • To re-appoint Dr. Ravi Gupta as an Independent Director of the Company. • To re-appoint Ms. Rashmi Dhariwal as an Independent Director of the Company.

Extra-ordinary General Meeting

Apart from the Annual General Meeting, an Extra-ordinary General Meeting of the Company was held during the Financial Year 2025-26, wherein the following special resolution was passed:

EGM	Day, Date & Time	Venue/ Mode	Brief description of Special Resolution(s)
1st EGM of 2025-26	Saturday, May 17, 2025 at 11:00 A.M.	Through Video Conferencing/ Other Audio Visual Means Facility (deemed venue: Registered Office)	To approve issuance of equity shares on preferential basis

Postal Ballot

As on the date of this Report, no special resolution is proposed to be conducted through postal ballot.

Postal Ballot dated January 5, 2026:

During the year under review, pursuant to Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with Rules made thereunder, Members of the Company approved the following matter by way of a special resolution through postal ballot dated January 5, 2026:

S. No.	Type of Resolution	Brief description of Resolution
1	Special Resolution	Shifting of 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

Procedure followed for Postal Ballot

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder and General Circulars issued by Ministry of Corporate Affairs, the postal ballot notice dated **January 5, 2026** was dispatched on **Wednesday, January 7, 2026** containing resolution together with the explanatory statement and remote e-voting instructions through electronic mode to all those Members whose e-mail addresses were registered with the Company/ RTA or Depository/ Depository Participants and whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 2, 2026**. The Company also published notice in the newspapers declaring details of completion of dispatch on **Thursday, January 8, 2026** as mandated under the Act and applicable rules.

2. Members were requested to cast their vote only through remote e-voting facility provided by National Securities Depository Limited ("**NSDL**") between **Thursday, January 8, 2026 (9:00 A.M. IST)** and **Friday, February 6, 2026 (5:00 P.M. IST)** (both days inclusive) on the resolution mentioned in the postal ballot notice.

3. The Scrutinizer, Mr. Neeraj Arora, Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi submitted his report on **February 9, 2026**, after completion of the scrutiny.

4. The result of the postal ballot was announced by Mr. Pankaj Virmani, Chief Sustainability Officer & Company Secretary on **February 9, 2026**. The last date of remote e-voting i.e. **February 6, 2026**, was taken as the date of passing the resolution.

5. The result of the postal ballot along with the scrutinizer's report was displayed at the registered office of the Company, hosted at the Company's website at **www.dil-rjcorp.com** and on the website of NSDL at **https://www.evoting.nsdl.com** and was also communicated to the Stock Exchanges.

6. The consolidated summary of the result is as under:

Item	Net Valid Votes Cast (No. of Equity Shares)	Votes in favour of the Resolution (No. of Equity Shares and % of Net Valid Votes)	Votes against the Resolution (No. of Equity Shares and % of Net Valid Votes)
Special Resolution to shift the 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	1,09,69,78,771	1,09,69,61,702 (99.998%)	17,069 (0.002%)

Postal Ballot dated February 6, 2026:

During the year under review, pursuant to Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with Rules made thereunder, Members of the Company approved the following matters by way of special resolutions through postal ballot dated February 6, 2026:

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

Procedure followed for Postal Ballot

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder and General Circulars issued by Ministry of Corporate Affairs, the postal ballot notice dated **February 6, 2026** was dispatched on **Friday, February 6, 2026** containing resolutions together with the explanatory statement and remote e-voting instructions through electronic mode to all those Members whose e-mail addresses were registered with the Company/ RTA/ Depository/ Depository Participants and whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 30, 2026**. The Company also published notice in the newspapers declaring details of completion of dispatch on **Saturday, February 7, 2026** as mandated under the Act and applicable rules.

2. Members were requested to cast their vote only through remote e-voting facility provided by NSDL between **Saturday, February 7, 2026 (9:00 A.M. IST)** and **Sunday, March 8, 2026 (5:00 P.M. IST)** (both days inclusive) on the resolutions mentioned in the postal ballot notice.

3. The Scrutinizer, Mr. Neeraj Arora, Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi submitted his report on **March 8, 2026**, after completion of the scrutiny.

4. The result of the postal ballot was announced by Mr. Pankaj Virmani, Chief Sustainability Officer & Company Secretary on **March 8, 2026**. The last date of remote e-voting i.e. **March 8, 2026,** was taken as the date of passing the resolution.

5. The result of the postal ballot along with the scrutinizer's report was displayed at the registered office of the Company, hosted at the Company's website at **www.dil-rjcorp.com** and on the website of NSDL at **https://www.evoting.nsdl.com** and was also communicated to the Stock Exchanges.

6. The consolidated summary of the result is as under:

Item	Net Valid Votes Cast (No. of Equity Shares)	Votes in favour of the Resolution (No. of Equity Shares and % of Net Valid Votes)	Votes against the Resolution (No. of Equity Shares and % of Net Valid Votes)
Special Resolution for re-classification of the Authorised Share Capital of the Company, with consequential amendments in the Memorandum of Association	1,08,29,13,959	1,03,22,06,601 (95.32%)	5,07,07,358 (4.68%)
Special Resolution for issuance of Non-convertible Redeemable Preference Shares on a private placement basis	1,08,22,10,329	1,03,08,03,907 (95.25%)	5,14,06,422 (4.75%)

MEANS OF COMMUNICATION

Information like Quarterly/ Half Yearly/ Annual Financial Results, press releases, presentations for investors and analysts and other vital intimation on significant developments in the Company, is submitted with the Stock Exchanges within prescribed time for dissemination on their website, apart from hosting the same on the Company's website at **https://dil-rjcorp.com**, for information of all stakeholders.

The Quarterly/ Half Yearly/ Annual Financial Results are published in Newspapers of English and Hindi language, in Business Standard.

GENERAL SHAREHOLDERS INFORMATION

A) Annual General Meeting

Date: August 14, 2026 (Friday)
Time: 11:00 A.M. (IST)
Venue/ Mode: Through Video Conferencing/ Other Audio Visual Means (**"VC/ OAVM"**)

B) Financial Year

The Financial Year of the Company starts from April 1 and ends on March 31 every year.

C) Financial Calendar 2026-27 (tentative)

First Quarter Results	On or before August 14, 2026
Second Quarter Results	On or before November 14, 2026
Third Quarter Results	On or before February 14, 2027
Audited Annual Results for the financial year ending March 31, 2027	On or before May 30, 2027

D) Dividend and its Payment

During the year under review, the Board of Directors have not recommended or declared any dividend on equity shares of the Company.

E) Listing of Shares on Stock Exchanges and Stock Code

S. No.	Name and Address of the Stock Exchange	Stock code
1	National Stock Exchange of India Limited, Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	DEVYANI
2	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	543330

Annual listing fee for the Financial Year 2026-27 has been paid to the National Stock Exchange of India Limited and BSE Limited.

F) Listing of Debt Instruments on Stock Exchanges and Codes: Not Applicable

G) Registrar to an Issue and Share Transfer Agent

The RTA of the Company is "KFin Technologies Limited" and all the work relating to the shares held in physical form as well as the shares held in the electronic (demat) form is being done by KFin Technologies Limited, whose details are given below:

KFin Technologies Limited
Unit: Devyani International Limited
Selenium Tower B, Plot Nos. 31 & 32,
Gachibowli, Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad – 500 032
Toll Free No.: 1800 309 4001
E-mail: **einward.ris@kfintech.com**
Website: **www.kfintech.com**
SEBI Registration No.: INR000000221

H) Share Transfer System

As on March 31, 2026 – 1,23,29,39,786 (One Hundred Twenty Three Crore Twenty Nine Lakh Thirty Nine Thousand Seven Hundred Eighty Six) equity shares of the Company were in dematerialized form and 5 (Five) equity shares were held in physical form.

Transfer of Equity Shares in dematerialized form are done through depositories with no involvement of the Company. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form including where the claim is lodged for transmission or transposition of shares.

Accordingly, to avail benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

During the year under review, the Company has allotted 3,00,000 fully paid-up 0.001% Non-convertible Redeemable Preference Shares ("**RPS**") having face value of ₹ 1,000/- each, aggregating to ₹ 30,00,00,000, on March 9, 2026, on a private placement basis, having ISIN: INE872JC4019. The RPS are not listed on stock exchanges.

I) Distribution of Shareholding (as on March 31, 2026)

Shareholding	No. of Shareholders	Percentage	No. of Shares	Percentage
1 – 5000	2,51,533	99.43	4,08,41,530	3.31
5001 - 10000	681	0.27	49,59,827	0.40
10001 - 20000	330	0.13	47,08,456	0.38
20001 - 30000	102	0.04	25,84,615	0.21
30001 - 40000	42	0.02	14,46,731	0.12
40001 - 50000	40	0.02	18,44,656	0.15
50001 - 100000	72	0.03	52,03,027	0.42
100001 & above	163	0.06	1,17,13,50,949	95.00
Total	**2,52,963**	**100.00**	**1,23,29,39,791**	**100.00**

J) Categories of Shareholders (as on March 31, 2026)

S. No.	Category of Shareholder	No. of Shareholders	No. of Shares	Percentage
(A)	**Promoter and Promoter Group**			
1	Indian	7	75,65,92,190	61.36
2	Foreign	-	-	-
	Total Shareholding of Promoter and Promoter Group	**7**	**75,65,92,190**	**61.36**
(B)	**Public Shareholding**			
1	Institutions	150	31,39,85,406	25.46
2	Non-institutions	2,52,806	16,23,62,195	13.17
	Total Public Shareholding	**2,52,956**	**47,63,47,601**	**38.63**
(C)	**Non-Promoter Non-Public**			
	Shares held by Custodian(s) against which Depository Receipts have been issued	-	-	-
	Total shares held by Non-Promoter Non-Public	-	-	-
	Total (A) + (B) + (C)	**2,52,963**	**1,23,29,39,791**	**100.00**

K) Dematerialization of Shares and Liquidity

As on March 31, 2026, 99.99% of the total equity shares were held in dematerialized form. The Company's equity shares are actively traded on the stock exchanges. There was no instance of suspension of trading in the equity shares of the Company during the Financial Year 2025-26.

The Company does not have any GDR's/ ADR's/ Warrants or any Convertible instruments having any impact on equity.

L) Commodity price risk or foreign exchange risk and hedging risk

The details for the same have been provided in the Notes to Financial Statements of the Company for the Financial Year 2025-26.

M) Credit Rating

During the year under review, your Company has not obtained any credit rating.

N) Plant Location

The Company does not have any plants. One of the key functions of our business for Costa Coffee stores and stores of our other brands is preparation and/ or distribution of the food items and other consumables used in the stores by our own commissary based in Gurugram.

O) Reconciliation of Share Capital Audit

The Reconciliation of Share Capital Audit is conducted by a Company Secretary in practice on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited (**"Depositories"**) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital matches with the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares, if any, are processed by the RTA within statutory period and uploaded with the concerned depositories.

P) Equity Shares in the Suspense Account

The Company did not have any shares in the demat suspense account or unclaimed suspense account as on March 31, 2026.

Q) Compliances under the SEBI Listing Regulations

The Company complies with all compliances stipulated under the SEBI Listing Regulations. Information, certificates and returns as required under the SEBI Listing Regulations are submitted to the stock exchanges within the prescribed time.

R) CEO and CFO Certification

In compliance with Regulation 17(8) of the SEBI Listing Regulations, the Whole-time Director & Group Chief Executive Officer (Group CEO) and the Whole-time Director & Chief Financial Officer (CFO) of the Company have given Compliance Certificate stating therein matters prescribed under Part B of Schedule II of the SEBI Listing Regulations which forms part of this Corporate Governance Report.

In compliance with Regulation 33(2)(a) of the SEBI Listing Regulations, while placing the Quarterly Financial Results before the Board of Directors, the Group CEO and CFO certify that the Financial Results do not contain any false or misleading statement or figures or do not omit any material fact which may make the statements or figures contained therein misleading.

S) Certificate from Company Secretary in Practice regarding Non-disqualification of Directors

None of the Directors on the Board of the Company have been debarred or disqualified from appointment or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority, as stipulated under Regulation 34 of the SEBI Listing Regulations and a certificate in this respect from a Practicing Company Secretary is annexed.

T) Fees paid to the Statutory Auditors

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to Statutory Auditors of the Company and all entities in the network firm/ network entity, during the Financial Year ended March 31, 2026, is as follows:

(₹ in Million)

Particulars	Walker Chandiok & Co LLP	O P Bagla & Co LLP
Audit Fees (including Limited Review)	9.93	10.59
Tax Matters	-	1.69
Other Services	0.41	1.88
Reimbursement of Expenses	0.97	-
Total	**11.31**	**14.16**

U) Loans and Advances

During the Financial Year 2025-26, no loans and advances in the nature of loans to firms/ companies in which directors are interested were given by the Company and its subsidiaries.

V) Information on Deviation from Accounting Standards, if any

No deviations from Indian Accounting Standards (Ind AS) in preparation of annual accounts for the Financial Year 2025-26.

W) Investor Correspondence

Company Secretary & Compliance Officer
Plot No. 18, Sector – 35, Near Hero Honda Chowk,
Gurugram-122004 (Haryana)
Tel: +91-124-4566300
E-mail: **companysecretary@dil-rjcorp.com**

X) Disclosure of Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46 of the SEBI Listing Regulations

The Company has complied with the applicable provisions of the SEBI Listing Regulations including Regulation 17 to 27 and Regulation 46 of the SEBI Listing Regulations.

The Company submits a quarterly compliance report on Corporate Governance signed by Compliance Officer and/ or Chief Financial Officer to the Stock Exchange(s) within prescribed timelines from the close of every quarter. Such quarterly compliance reports on Corporate Governance are also posted on the website of the Company.

Compliance of the conditions of Corporate Governance have also been audited by an Independent Firm of Practicing Company Secretaries and after being satisfied of the above compliances, they have issued a compliance certificate in this respect. The said certificate is annexed to this report and the same will be forwarded to the Stock Exchanges along with the Annual Report of the Company.

Y) Senior Management

Details of Senior Management Personnel as on March 31, 2026, as defined under Regulation 16(1)(d) of the SEBI Listing Regulations, including the changes therein since the close of the previous Financial Year ended March 31, 2025, are as follows:

S. No.	Name	Designation
1	Mr. Shivashish Pandey *(till February 28, 2026)*	CEO - Yum Brands
2	Mr. Pradeep Das	CEO - KFC
3	Mr. Vijay Shrikant Gogate *(till April 6, 2026)*	CEO - Pizza Hut
4	Mr. Dinesh Hariharan *(till December 12, 2025)*	CEO- Vaango
5	Mr. Kamaljit Singh Bedi *(till December 12, 2025)*	CEO- Costa Coffee and Airport Business
6	Ms. Aarti Marwaha *(till August 5, 2025)*	Chief Human Resource Officer
7	Mr. Deepak Kumar *(till November 6, 2025)*	Head of Finance
8	Mr. Pankaj Virmani	Chief Sustainability Officer & Company Secretary
9	Mr. Pran Raj	Vice President- Supply Chain Management
10	Mr. Rahul Puri	Vice President- Information Technology
11	Mr. Varun Kumar Prabhakar *(till April 30, 2025)*	Head-Legal
12	Mr. Aditya Dev Pokhriya *(w.e.f. May 23, 2025)*	COO- Food Court and Vaango
13	Mr. Rohan Kichlu *(w.e.f. May 23, 2025)*	CEO- Sanook

S. No.	Name	Designation
14	Mr. Souvik Sarkar *(w.e.f. November 6, 2025)*	Head – Human Resources
15	Mr. Anupam Kumar *(Re-designated as Chief Financial Officer w.e.f. April 1, 2026, earlier EVP – Finance w.e.f. November 6, 2025)*	Chief Financial Officer
16	Mr. Varun Kumar Prabhakar *(w.e.f. February 4, 2026)*	General Counsel
17	Mr. Neeraj Tiwari *(w.e.f. February 4, 2026)*	Chief Technology Officer
18	Mr. Nalin Kanaujia *(w.e.f. May 23, 2025 and till February 4, 2026)*	Head of Legal
19	Mr. Sandeep Anand *(w.e.f. April 6, 2026)*	Chief Marketing Officer and Business Head – Pizza Hut
20	Mr. Robinder Singh *(w.e.f. April 6, 2026)*	Business Head - Costa Coffee and Airport Business

Z) Shifting of Registered Office

The Members vide their resolution dated February 6, 2026 had approved shifting of registered office of the Company from 'National Capital Territory of Delhi' to the 'State of Haryana', subject to requisite approvals. Subsequently, the Hon'ble Regional Director (Northern Region) vide its order dated March 20, 2026, has approved the shifting of registered office and the same has been taken on record by the Registrar of Companies, Haryana. Accordingly, the registered office of the Company is now situated at Plot No. 18, Sector – 35, Gurugram – 122004, Haryana. Pursuant to the change of registered office from 'National Capital Territory of Delhi' to the 'State of Haryana', the Corporate Identification Number (CIN) of the Company has changed from L15135DL1991PLC046758 to L15135HR1991PLC143853.

DISCLOSURES

(i) The Company has not entered into any materially significant related party transactions which have potential conflict with the interests of the Company at large.

(ii) The Company has complied with the requirements of Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets and there was no instance of non-compliance/ penalty/ strictures imposed by Stock Exchange/ SEBI/ Statutory Authority, on any matter related to capital markets, during the last three years. However, during the previous financial year, BSE and NSE imposed penalties for an alleged delay in obtaining shareholders' approval under Regulation 17(1A) of the SEBI Listing Regulations for the re-appointment of a Non-executive Director who attained the age of seventy-five years on June 30, 2024. The required approval was subsequently obtained through a Special Resolution passed on July 5, 2024, and the Company has deposited the penalties under protest.

(iii) Policy for Determination of Material Subsidiary and Governance of Subsidiaries can be accessed at **https://www.dil-rjcorp.com/wp-content/uploads/2021/06/Policy-on-Material-Subsidiary.pdf**.

Details of material subsidiaries of the Company are given below:

Name of Subsidiaries	Date and Place of Incorporation	Name of Statutory Auditors	Date of Appointment
Devyani International DMCC	February 27, 2023 Dubai, UAE	Falcon International Consulting and Auditing	April 19, 2024
Restaurants Development Co., Ltd.	June 11, 2015 Bangkok, Thailand	KPMG	April 21, 2025

(iv) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board's Report.

(v) During the Financial Year 2025-26, no agreements binding the Company have been entered into, requiring disclosure under clause 5A of paragraph A of Part A of Schedule III to the SEBI Listing Regulations.

COMPLIANCE OF MANDATORY AND ADOPTION OF NON-MANDATORY REQUIREMENTS

Apart from complying with all the mandatory requirements, the Company has adopted following non-mandatory requirements as specified in Regulation 27(1) of the SEBI Listing Regulations:

a) The Company has separate offices of Chairman and Chief Executive Officer. Mr. Ravi Jaipuria is Non-executive Chairman and Mr. Virag Joshi was the Whole-time Director (President & Chief Executive Officer) of the Company till March 31, 2026. Mr. Virag Joshi is not related to any Director of the Company. Effective April 1, 2026, Mr. Manish Dawar is the Whole-time Director (President & Group Chief Executive Officer) of the Company and he is not related to any Director of the Company.

b) The financial statements of the Company, on standalone basis, are unqualified.

c) The Internal Auditors of the Company report to the Audit, Risk Management & Ethics Committee.

GREEN INITIATIVE

Pursuant to Sections 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, Regulation 36 of the SEBI Listing Regulations and circulars issued by the Ministry of Corporate Affairs, from time to time, the Company can send Notice of Annual General Meeting, Financial Statements and other communication in electronic form. Your Company is sending the Annual Report for the Financial Year 2025-26 along with the Notice of Annual General Meeting, in electronic mode to the shareholders who have registered their e-mail address with the Company/ RTA or their respective Depository Participants (DPs). A letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their e-mail address with the Company.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company/ RTA, by sending a letter along with required documents, duly signed by the first/ sole holder quoting details of Folio Number.

For and on behalf of the Board of Directors
For **Devyani International Limited**

Ravi Jaipuria
Chairman
DIN: 00003668

Place: Gurugram
Date: May 15, 2026

CODE OF CONDUCT

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is put on the website of the Company viz. **www.dil-rjcorp.com**.

It is further confirmed that all the Directors and Senior Management have affirmed their compliance with the Code for the Financial Year ended March 31, 2026.

Manish Dawar
Whole-time Director & Group CEO
DIN: 00319476

Place: Gurugram
Date: May 15, 2026

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To
The Board of Directors
Devyani International Limited
Plot No. 18, Sector – 35, Near Hero Honda Chowk,
Gurugram-122004 (Haryana)

We, Manish Dawar, Whole-time Director & Group Chief Executive Officer and Anupam Kumar, Chief Financial Officer of Devyani International Limited, pursuant to the requirement of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the best of our knowledge and belief, hereby certify that:-

A) We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2026 and that to the best of our knowledge and belief:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year ended March 31, 2026 which are fraudulent, illegal or violative of the Company's code of conduct.

C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and that we have disclosed to the Auditors and the Audit, Risk Management and Ethics Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D) We have indicated to the Auditors and the Audit, Risk Management and Ethics Committee:

   (i) significant changes in internal control over financial reporting during the Financial Year ended March 31, 2026;

   (ii) significant changes in accounting policies during the said Financial Year and that the same have been disclosed in the notes to the Financial Statements; and

   (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

	Manish Dawar	**Anupam Kumar**
Place: Gurugram	Whole-time Director & Group CEO	Chief Financial Officer
Date: May 15, 2026	DIN: 00319476	M. No.: 501531

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Clause (10) (i) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Devyani International Limited
(CIN: L15135HR1991PLC143853)
Plot No. 18, Sector 35,
Gurugram-122004, Haryana

1. The equity shares of Devyani International Limited ("**the Company**") are listed on BSE Limited and National Stock Exchange of India Limited.

2. We have examined the relevant disclosures received from the Directors, registers, records, forms, and returns maintained by the Company and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause (10) (i) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. In our opinion and to the best of our information and according to the verifications and examination of the disclosures under Sections 184, 189, 170, 164, 149 of the Companies Act, 2013 ("**the Act**") and DIN status at **www.mca.gov.in** and explanations furnished to us by the Company and its officers, we certify that none of the below named Directors on the Board of the Company as on March 31, 2026 have been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority:

S. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment
1.	Mr. Ravi Jaipuria	00003668	15/07/1996
2.	Mr. Varun Jaipuria	02465412	13/11/2009
3.	Mr. Raj Gandhi	00003649	13/08/2007
4.	Mr. Virag Joshi	01821240	10/11/2004
5.	Mr. Manish Dawar	00319476	17/02/2021
6.	Dr. Ravi Gupta	00023487	06/04/2018
7.	Ms. Rashmi Dhariwal	00337814	06/04/2018
8.	Dr. Girish Kumar Ahuja	00446339	21/04/2021
9.	Mr. Pradeep Khushalchand Sardana	00682961	21/04/2021
10.	Mr. Prashant Purker	00082481	02/05/2022

4. Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

5. This certificate is based on the information and records available as of March 31, 2026 and we have no responsibility to update this certificate for the events and circumstances occurring thereafter.

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

Subhash Setia
Partner
Mem. No. F3019; CP No. 23681
UDIN: F003019H000368516

Place: New Delhi
Date: May 15, 2026

CORPORATE GOVERNANCE CERTIFICATE

To
The Members
Devyani International Limited
(CIN: L15135HR1991PLC143853)
Plot No. 18, Sector 35,
Gurugram-122004, Haryana

We have examined the compliance of conditions of Corporate Governance by Devyani International Limited ("**the Company**"), for the financial year ended on March 31, 2026 as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Subhash Setia
Partner
Mem. No. F3019; CP No. 23681
UDIN: F003019H000369154

Place: New Delhi
Date: May 15, 2026

MANAGEMENT DISCUSSION & ANALYSIS

ECONOMIC OVERVIEW

The global economy continued to demonstrate resilience amid persistent geopolitical tensions, trade fragmentation and financial market volatility. According to the International Monetary Fund (IMF), global growth is projected at approximately 3.1% in 2026, supported by stable financial conditions, easing inflationary pressures and a gradual recovery in real incomes. While elevated interest rates in several economies and cautious consumer sentiment continue to moderate demand, resilient labor markets have sustained household consumption. Consumer spending patterns are also evolving, with a sustained shift towards services, digital channels and experience-led consumption, while demand for goods continues to normalize following the post-pandemic surge.

Against this backdrop, India remains one of the fastest-growing major economies. The Reserve Bank of India (RBI) projects GDP growth of 6.6% for FY 2026-27, underpinned by robust domestic demand and sound macroeconomic fundamentals. Private consumption continues to be the primary engine of growth, supported by rising disposable incomes, moderating inflation, healthy employment levels and improving consumer confidence across both urban and rural markets.

The year witnessed several structural developments that further strengthened India's medium- to long-term growth outlook. Measures such as direct tax relief and continued GST rationalization are expected to stimulate consumption, deepen formalization and improve overall economic efficiency. At the same time, an accommodative monetary policy environment has supported effective liquidity transmission, facilitating credit availability across the economy.

Rural demand continued to improve, aided by healthy agricultural output and sustained government support, while urban consumption remained resilient, driven by rising incomes and stable employment across the services and manufacturing sectors. Healthy household balance sheets, expanding retail credit penetration and continued public investment in infrastructure have further reinforced the consumption-led growth cycle.

Looking ahead, India's sustained policy emphasis on infrastructure development, manufacturing competitiveness, digitalization and ease of doing business is expected to strengthen economic resilience and expand long-term growth opportunities. Supported by favorable demographics, rising aspirations and increasing formalization of the economy, India remains well positioned to be one of the principal drivers of global economic growth in the years ahead.

Source: IMF World Economic Outlook – April 2026

INDUSTRY OVERVIEW & OUTLOOK

India's foodservice industry continues to exhibit strong structural growth, supported by favorable macroeconomic conditions, demographic advantages and evolving consumer lifestyles. The market is projected to expand from approximately USD 94 billion in 2026 to USD 153 billion by 2031, representing a healthy CAGR of ~10.3%. This growth is underpinned by rising disposable incomes, rapid urbanization, and a young, aspirational population with an increasing propensity to spend on dining experiences and convenience-led consumption. Changing household structures, particularly the rise of nuclear families and dual-income households, along with time-constrained lifestyles, are accelerating the shift toward eating out and ordering in. Additionally, increasing digital adoption, seamless payment infrastructure, and deeper penetration of aggregator platforms have significantly enhanced accessibility and frequency of consumption across both metro and non-metro markets.

The industry is also witnessing a structural transition from an unorganized market to a more organized, branded ecosystem. While Full-Service Restaurants (FSRs) continue to remain popular due to their experiential appeal and social dining relevance, there is a preference towards convenience-oriented formats. Delivery-led channels, cloud kitchens, and takeaway models are witnessing accelerated adoption, driven by asset-light expansion strategies and improved unit economics. The growing influence of technology, ranging from aggregator platforms and loyalty ecosystems to data-driven menu optimization, is enabling operators to enhance customer engagement and operational efficiency. Furthermore, expansion beyond metro and tier-1 cities, supported by rising income levels and improving infrastructure, is unlocking new demand pockets and widening the industry's addressable market.

Within this evolving landscape, the Quick Service Restaurant (QSR) segment remains one of the fastest-growing and most resilient categories. The segment is expected to grow from approximately USD 30 billion in 2026 to USD 47 billion by 2031, at a CAGR of ~9.3%. Growth is being driven by increasing consumer preference for affordable, standardized, and quick meal solutions, particularly among younger demographics and working professionals. QSR operators are leveraging a multi-channel approach – encompassing dine-in, takeaway, drive-through, and delivery – to maximize reach and throughput. Menu localization, value offerings, and product innovation tailored to regional tastes continue to play a critical role in driving volumes. At the same time, strategic partnerships with delivery aggregators, investments in digital ordering platforms, and the scaling of franchise-led expansion models are supporting rapid network growth and brand penetration.

Looking ahead, the long-term outlook for India's food services sector remains highly favorable. Continued urbanization, rising discretionary incomes, increasing formalization of the industry and accelerating adoption of technology-enabled operating models are expected to sustain growth over the coming years. Innovations such as AI-powered customer engagement, cloud kitchens, hybrid dining formats and intelligent supply chains are reshaping the industry's competitive landscape. While operators continue to navigate cost inflation, evolving regulatory standards and heightened competition, businesses with strong brands, diversified portfolios, technology-led operations and efficient supply chains will be best positioned to deliver sustainable, long-term value.

Source: Mordor Intelligence – Indian Foodservice Market and India QSR Market, Kearney & Swiggy – How India Eats 2026

KEY DRIVERS FOR GROWTH & OPPORTUNITY

The Indian foodservice and quick service restaurant (QSR) industry continues to demonstrate strong structural growth, supported by favorable demographics, rising disposable incomes, increasing urbanization, and rapid digital adoption. The sector is witnessing accelerated formalization, with organized players gaining share through technology-led models, evolving consumer preferences, and deeper penetration into emerging markets.

Rising Incomes Driving Affordability: Increasing disposable incomes and a growing aspirational class are leading to higher discretionary spending on food consumption, with consumers showing a clear preference for quality, hygiene, and branded experiences. Globally, discretionary consumption accelerates once per capita income crosses the USD 7,500 threshold. Indian Food Service market is <2% of its GDP – reflecting a lower per capita income of ~USD 2,800, thus allowing a significant headroom for expansion.

Favorable Demographics and Evolving Preferences: India's young and increasingly experimental consumer base is driving demand for diverse cuisines, new formats, and frequent innovation. At the same time, growing awareness around health and nutrition is influencing food choices. This creates opportunities for continuous menu innovation, introduction of healthier and customized offerings, and alignment of product strategies with evolving consumer preferences.

Urbanization and Convenience-led Consumption: Rapid urbanization, coupled with nuclear households and dual-income families, is accelerating demand for convenient food solutions. Time-constrained consumers are increasingly relying on takeaway, delivery, and quick-service formats, leading to higher frequency for out-of-home food consumption and creating opportunities for companies to expand store throughput and drive higher consumption across multiple dayparts.

Digital Ecosystem Enabling Delivery-led Growth: The widespread adoption of smartphones, digital payments, and food delivery platforms such as Zomato and Swiggy has significantly expanded market access and order frequency. This digital ecosystem enables companies to build omnichannel capabilities, leverage customer data for targeted engagement, and improve unit economics through direct ordering platforms and loyalty programs.

Shift Toward Organized and Branded Players: The industry continues to transition from unorganized operators to organized, branded chains, supported by increasing consumer focus on hygiene, consistency, and trust, along with regulatory oversight by Food Safety and Standards Authority of India. This shift provides organized players with a structural advantage to gain market share, scale operations through standardized processes, and build long-term customer loyalty.

Technology-led Operational Efficiency: The integration of technology across ordering, supply chain, and store operations is improving efficiency, consistency, and scalability. Advanced analytics is enabling better demand forecasting, pricing optimization, and inventory management, thereby creating opportunities for margin expansion, cost optimization, and enhanced customer retention through data-driven insights.

The Indian foodservice and QSR industry remains well-positioned for sustained long-term growth, supported by strong macroeconomic fundamentals, favorable demographics, and increasing adoption of organized and technology-enabled formats. As the market continues to evolve, companies that effectively leverage digital capabilities, scalable expansion models, and localized innovation are expected to capitalize on emerging opportunities and drive sustainable value creation.

BUSINESS OVERVIEW

Company Snapshot

Devyani International Limited ("DIL" or "the Company"), a key growth engine of the RJ Corp Group, is one of India's largest Quick Service Restaurant (QSR) operators and among the country's leading organized foodservice companies. Since opening its first Pizza Hut restaurant in Jaipur in 1997, the Company has evolved into a multi-brand, omni-channel food services platform through disciplined expansion, operational excellence and a consumer-centric growth strategy.

Today, DIL is the largest franchisee of Yum! Brands in India, operating globally recognized brands including KFC and Pizza Hut, while also managing Costa Coffee stores across the country. Complementing its international portfolio are fast-growing home-grown brands such as Vaango and Food Street, enabling the Company to cater to diverse consumer preferences across cuisines, formats and consumption occasions. During the year, DIL further strengthened its presence in the Indian cuisine segment through the acquisition of Sky Gate Hospitality Private Limited, bringing high-growth brands such as "Biryani By Kilo" and "Goila Butter Chicken" into its portfolio and reinforcing its "House of Brands" strategy.

As of March 31, 2026, the Company operated 2,256 stores across India, Nepal, Nigeria and Thailand, compared with 2,039 stores a year earlier. This comprised 783 KFC restaurants, 639 Pizza Hut outlets and 193 Costa Coffee cafés in India, alongside a growing portfolio of emerging brands. Spanning dine-in, takeaway, delivery, travel hubs and other convenience-led formats, DIL's extensive footprint is supported by strong capabilities in site selection, supply chain management, procurement and store-level operational excellence. These capabilities provide significant scale advantages, enabling faster market expansion, improved cost efficiencies and greater agility in responding to changing consumer preferences.

A defining milestone in the Company's growth journey was the announcement of its proposed merger with Sapphire Foods India Limited on January 01, 2026. Upon completion, the combined entity is expected to operate more than 3,000 stores globally and generate approximately USD 1 billion in annual revenues, creating one of the largest food service platforms in India. The merger is expected to unlock meaningful synergies across procurement, supply chain, technology, capital allocation and network expansion, further strengthening the Company's competitive position.

Beyond scale, DIL is undergoing a strategic transformation to become a technology-enabled, multi-brand food platform. It is embedding Artificial Intelligence, automation, advanced analytics and digital technologies across its operations to enhance customer engagement, improve productivity, optimize supply chains and enable faster, data-driven decision-making. Simultaneously, the Company is also testing new growth categories through franchise partnerships with international brands such as New York Fries and Sanook Kitchen.

This transformation is supported by disciplined execution across the business. Continued store expansion, stable performance from the international division and the successful integration and turnaround of acquired businesses have strengthened the Company's operating performance. DIL remains focused on improving store economics, driving same-store sales growth, expanding margins through operational efficiencies and delivering sustainable value creation.

With favorable structural trends supporting India's food services industry, DIL is well positioned for its next phase of growth. Its diversified portfolio of global and Indian brands, technology-led operating model, robust execution capabilities and clear vision of building India's leading integrated Food & Beverage platform provide a strong foundation for sustained, long-term growth. As the Company continues to transform for the future, it remains committed to creating superior value for its customers, partners, employees and shareholders.

Key Brands and Verticals

	India			International
Vertical	YUM Brands	Franchisee Brands	Own Brands	QSR
Brands	KFC, Pizza Hut	Costa Coffee, Sanook Kitchen, NYF	BBK, Vaango!	KFC, Pizza Hut
Stores	1,422	198	217	399

Number of stores as of March 31, 2026

TRANSFORMATIONAL MERGER – A DEFINING STEP TOWARD MARKET LEADERSHIP:

The proposed merger between Devyani International Limited (DIL) and Sapphire Foods India Limited (SFIL) marks a transformational milestone in the Company's journey towards building India's largest and most diversified Quick Service Restaurant (QSR) platform. By bringing together two complementary franchise operators with strong operational capabilities and shared strategic vision, the combined entity will create a scaled, future-ready business with enhanced market leadership and long-term growth potential.

Upon completion, the merged entity is expected to operate over 3,000 restaurants across multiple geographies and generate approximately USD 1 billion in annual revenues, creating one of the largest franchise platforms for global QSR brands in India. The increased scale will strengthen the Company's ability to compete in a rapidly expanding food services market while enhancing its capacity to invest in technology, innovation, customer experience and network expansion.

Structured as a share-swap transaction, the merger aligns the interests of shareholders of both companies while facilitating a seamless integration of operations. Subject to the necessary regulatory and shareholder approvals, the transaction is expected to be completed by March 2027, subject to regulatory and statutory approvals. Resulting in a stronger, well-capitalized organization with greater financial flexibility and enhanced execution capabilities.

Strategically, the combination creates a well-diversified, multi-brand portfolio anchored by globally recognized brands such as KFC and Pizza Hut, while strengthening the Company's presence across high-growth categories through Costa Coffee, Vaango, Biryani By Kilo, Goila Butter Chicken and other emerging brands. Supported by a robust omnichannel presence spanning dine-in, takeaway, delivery and digital commerce, the combined platform will be well positioned to serve evolving consumer preferences across multiple cuisines, occasions and price points.

The merger is also expected to unlock significant operational synergies across the value chain, with an estimated ₹ 2-2.25 Billion in savings every year once integration is completed. These benefits will be driven by procurement efficiencies through an integrated supply chain, optimized corporate overheads, unified technology platforms, enhanced data analytics and the adoption of best practices across operations. Together, these initiatives are expected to improve productivity, enhance overall operating margins and allow the merged entity to drive growth.

Beyond financial synergies, the combined organization will benefit from greater organizational capabilities, deeper management expertise and an expanded innovation pipeline. The enlarged platform will provide increased agility to enter newer territories, accelerate the rollout of emerging brands, strengthen digital and AI-enabled capabilities, and respond more effectively to changing consumer trends.

The proposed merger represents far more than a combination of two businesses – it is a defining step in DIL's strategic transformation into a diversified, technology-enabled and consumer-centric food services platform. By combining scale with operational excellence and innovation, the merged entity will be uniquely positioned to deliver sustainable growth, strengthen market leadership and create enduring value for its customers, employees, partners and shareholders.

Key developments in FY 2026

- **Strategic Merger:** FY 2026 marked a pivotal strategic milestone with the announcement of the proposed merger between Devyani International and Sapphire Foods. The combined entity is expected to operate over 3,000 stores with an annual revenue scale of approximately USD 1 billion, positioning it as one of India's largest and most diversified QSR platforms. The merger is likely to unlock significant synergies across procurement, supply chain, operations, and brand management, while also strengthening bargaining power and enhancing long-term growth visibility.

- **Store Expansion:** DIL expanded its network to 2,256 outlets by March 2026, supported by the addition of 217 new stores, across India and international markets. The company continued to deepen its presence in Tier II and III cities in India while advancing its footprint in Thailand and Nepal. KFC remained the primary growth engine, complemented by steady scaling of owned brands such as Biryani by Kilo and Vaango. Notably, FY 2026 reflected a more disciplined and selective approach to expansion. While KFC sustained strong store additions, Pizza Hut operations was largely directed toward optimizing the portfolio through replacement and rationalization of underperforming outlets. This shift highlights improved capital allocation and a sharper focus on driving store-level profitability and returns.

- **Portfolio Expansion & Brand Diversification:** In FY 2026, DIL advanced its portfolio diversification strategy through a mix of acquisitions, partnerships, and new brand launches. The acquisition of Sky Gate Hospitality, home to fast-growing brands such as Biryani by Kilo and Goila Butter Chicken, marked its entry into the sizable and underpenetrated Indian cuisine segment, helping reduce dependence on global QSR formats. At the same time, the company strengthened its international franchise portfolio by adding brands like New York Fries, and Sanook Kitchen. During the year, we also tested the bubble-tea brand 'Tealive'. However, the performance and customer response was below our expectations and hence we decided not to scale or further continue the business. These initiatives expand DIL's play across multiple consumption occasions while enhancing its long-term growth visibility.

- **Digital Investments & Consumer Engagement:** The company continued to strengthen its digital ecosystem and consumer engagement capabilities in FY 2026. Devyani focused on driving traffic and improving conversion through targeted promotions, value-led offerings, combo meals, and localized menu innovation. Additionally, increased use of data analytics enabled more effective marketing spend, better demand forecasting, and enhanced customer experience across both online and offline touchpoints, aligning well with evolving consumer preferences around convenience, value, and speed.

BUSINESS STRENGTHS

Visionary Leadership & Strong Strategic Partnerships

- Led by Mr. Ravi Jaipuria, bringing 30+ years of experience in building and scaling consumer businesses across geographies. Unflinching focus on disciplined capital allocation and a long-term strategic vision.

- Supported by a seasoned Board and a new management team led by Mr. Manish Dawar, with strong expertise across operations, finance and strategy.

- Well-defined leadership transition and succession planning ensure continuity and long-term strategic stability.

- Enduring partnerships with leading global franchisors provide access to world-class operating practices, product innovation and strong brand equity.

- Exclusive franchise rights across key markets reinforce DIL's competitive advantage.

Market Leadership with a Scaled Multi-Brand Platform

- Among the largest QSR operators in India, with a growing international presence.
- Operates 2,256 stores globally as of March 2026, reflecting strong scale and execution capabilities.
- Diversified portfolio of globally renowned brands – including KFC, Pizza Hut and Costa Coffee – alongside high-growth Indian brands such as Vaango, Biryani By Kilo and Goila Butter Chicken.
- Successfully participate across multiple cuisines, consumer segments, formats and price points.
- Well-positioned to benefit from structural tailwinds in the QSR sector, including urbanization and rising consumption.

Technology-Driven, Consumer-centric Business Model

- Continued investments in digital platforms, Artificial Intelligence, automation and advanced analytics across its value chain to enhance productivity, improve customer engagement and enable faster, data-driven decision-making.
- Continuous menu innovation and omni-channel presence to capture evolving consumer expectations.

Operational Excellence and Disciplined Execution

- Strong capabilities across site selection, supply chain management, procurement and store operations.
- Relentless focus on improving store economics, cost optimization, capital efficiency and portfolio consolidation.
- Rationalization of underperforming stores and disciplined expansion improve overall portfolio quality.
- Consistent network expansion across India and international markets.

Diversified Growth Drivers and Financial Resilience

- Multiple growth engines - new store expansion, international operations, emerging brands and acquisitions.
- Diversified revenue streams across Metros and high-growth, emerging cities; multiple cuisines and formats and a geographical footprint across multiple countries.
- Builds financial resilience and support sustainable long-term profitability.

Positioned to Capture India's Structural Growth Opportunity

- India's favorable demographics, rising disposable incomes, rapid urbanization and increasing preference for organized food services continue to create significant long-term opportunities for the QSR sector.
- DIL brings scale, diversified portfolio, technology-enabled operations and disciplined execution.
- Well positioned to capitalize on these structural tailwinds and execute its vision of becoming India's leading integrated Food & Beverage platform.

Scalable Growth

- Consistent expansion through disciplined store additions across brands and geographies.
- Added 217 net new stores in FY 2026, demonstrating strong growth momentum.
- Focus on Tier II & III cities and international markets supports long-term growth and diversification.

FINANCIAL OVERVIEW

Revenue: On a consolidated basis, Revenue grew by 13.3% YoY to ₹ 56,115 Million, driven by strong performance across core brands, continued store expansion, and increasing contribution from international markets. Growth was further supported by menu innovation and higher traction from digital and delivery channels.

Profitability: Gross profit stood at ₹ 38,396 Million with margins of 68.4%, supported by favorable product mix, pricing actions, and supply chain efficiencies. Brand Contribution stood at ₹ 7,411 Million representing a margin of 13.2%. Investments in growth and dilution from acquired and newly franchised brands led to a transient dilution in the margin.

DIL delivered EBITDA of ₹ 8,554 Million and an EBITDA margin of 15.2%, reflecting front-loaded investments in new brands and building in-house capabilities, with scope for improvement due to operating leverage on expected sales growth in future.

Network Expansion: The Company operated 2,256 outlets as of March 31, 2026, up from 2,039 in the previous year. 217 net new stores were added during the year, led primarily by KFC, with growing contributions from other brands and international markets.

(₹ in Million)

Particulars	FY26	FY25	YoY Change
Revenue	56,155	49,511	13.34%
Gross Profit	38,396	34,123	12.52%
EBITDA	8,554	8,422	1.57%
Depreciation	6,540	5,699	14.76%
Finance Cost	2,757	2,648	4.12%
PAT	(425)	(69)	(516.45%)

Sr. No.	Particulars	FY26	FY25	YoY Change (%)	Explanation for variance > 25%
1	Interest Coverage Ratio (in times)	0.83	1.12	(25.46)	Interest expenses increased due to the availing of a term loan
2	Net Profit Margin (%)	(0.76)	(0.14)	(443.90)	Decline in PAT
3	Return on net worth (%)	(2.26)	(0.49)	(358.53)	Decline in PAT

FY 2026 marked a phase of **measured growth and strategic consolidation** for Devyani International Limited. While near-term demand softness in certain markets weighed on growth, the company's **strong brand partnerships, expanding footprint, and disciplined execution** provide a solid foundation for sustained long-term growth and margin expansion.

CORPORATE SOCIAL RESPONSIBILITY AND SPECIAL INITIATIVES

DIL the largest franchisee of Yum! Brands in India, integrates Corporate Social Responsibility (CSR) into its broader Environmental, Social, and Governance (ESG) framework, ensuring that business growth is aligned with social impact, inclusivity, and sustainability. In FY 2026, the Company adopted a comprehensive and well-structured CSR approach that combines its expanding operational footprint with meaningful community-driven initiatives.

In FY 2025-26, DIL reinforced its commitment to creating a positive social impact through focused CSR initiatives aligned with its core values. DIL participated in the National Apprenticeship Promotion Scheme (NAPS) introduced by the Government, and spent ₹ 17.71 Million towards the scheme, which supported a total of 528 apprentices. The aim of implementing the NAPS within the Company was to foster skill development among youth/ freshers PAN India and enhance their employability. By participating in the NAPS, the Company aimed to provide structured training opportunities that bridge the gap between theoretical knowledge and practical skills required in the workforce. Through NAPS, the Company contributed to the national agenda of creating a skilled workforce that meets the demand of Industries.

A central pillar of DIL's CSR strategy is employment generation and skill development. With continuous expansion across urban and semi-urban regions, the Company has created significant job opportunities, particularly for youth entering the workforce. This is complemented by structured training programs that enhance practical skills, improve employability, and support long-term career development within the food services and retail sector.

DIL has also taken notable steps in promoting diversity, equity, and inclusion, making it a key part of its special initiatives. The Company actively employs hearing-impaired individuals, ensuring equal compensation, career progression opportunities, and a supportive work environment. Managers are trained in sign language, and employees receive specialized training to integrate seamlessly into operations. Additionally, DIL promotes women's empowerment through women-led stores and targeted programs such as "Women Squad," which focus on self-defence, health awareness, and workplace well-being, fostering a safe and inclusive environment.

The Company's CSR efforts extend to community development and social welfare. DIL undertakes initiatives such as food distribution drives, festive donations, and partnerships with NGOs and institutions to support underprivileged communities. It also runs programs focused on nutrition, healthcare awareness, hygiene, and vocational training, particularly in areas surrounding its outlets, thereby contributing to overall community upliftment and improved quality of life.

From an economic perspective, DIL contributes to strengthening local ecosystems by engaging with local suppliers, vendors, and service providers. This not only supports small and medium enterprises but also ensures stable demand and promotes economic resilience within its value chain. At the same time, the Company enhances food accessibility and affordability through value-based pricing strategies and localized menu offerings, making quality QSR food accessible to a broader and more diverse consumer base.

On the environmental front, DIL has made consistent progress toward sustainable and responsible operations. The Company is accelerating the adoption of renewable energy through rooftop solar installations, investing in sustainable and circular packaging solutions, and implementing effective waste management practices, including recycling of used cooking oil. It is also focused on reducing water and energy consumption across its outlets and prioritizing responsible sourcing practices, thereby minimizing its environmental footprint.

These initiatives are supported by strong governance frameworks and oversight mechanisms, including dedicated CSR and ESG committees that ensure transparency, accountability, and alignment with regulatory requirements and long-term sustainability goals. Policies related to stakeholder engagement and responsible business conduct further reinforce the company's commitment to ethical practices.

Overall, Devyani International's CSR and special initiatives in FY 2026 reflect a holistic and forward-looking approach. By integrating social responsibility, environmental stewardship, and inclusive growth into its core business strategy, the company continues to create sustainable value for its stakeholders while contributing positively to society and the environment.

HUMAN RESOURCES

At DIL, our people are the driving force behind our transformation and long-term success. As we continue to scale our business, we remain committed to fostering a safe, inclusive, healthy, and engaging workplace that enables employees to grow professionally while maintaining their physical, mental, and financial well-being. We are focused on building a future-ready workforce equipped with the skills, capabilities and mindset required to thrive in an increasingly digital and technology-enabled operating environment.

As of March 31, 2026, DIL, on a standalone basis, employed 15,955 partners across its operations, including 255 specially abled partners. Our workforce reflects our commitment to diversity, equal opportunity, and creating an inclusive work environment where every employee is respected and empowered.

DIL commitment to fostering a diverse, equitable and inclusive workplace is reflected in its workforce mix. As of March 31, 2026, 30.5% of our employee base consisted of female partners. The Company also operated 229 women-managed restaurants and 2 outlets managed by especially abled partners, reflecting our continued commitment to inclusive growth. We continue to expand opportunities for women across operational and leadership roles. We are also creating meaningful employment opportunities for differently abled individuals, reinforcing our belief that diversity strengthens organizational performance and enriches customer experiences.

Our talent strategy spans the entire employee lifecycle – from attracting and onboarding high-quality talent to developing future leaders and creating meaningful career opportunities. In addition to our permanent workforce, we engage specialized third-party service providers for select functions, including security services, and deploy part-time employees to efficiently manage seasonal and peak demand. The Company does not have labor union representation or collective bargaining arrangements.

Developing talent remains central to our operating philosophy. We have established structured learning and capability-building programs aligned with Yum! Brands' global operating and certification standards, delivered through a blended learning approach combining classroom instruction, digital learning platforms and on-the-job training. Employees undergo mandatory programs covering food safety, fire safety, operational excellence and brand standards, while specialized development pathways prepare supervisors and restaurant managers for leadership responsibilities. Regular assessments and operational audits help ensure consistent execution across our restaurant network.

As our business becomes increasingly technology-enabled, we continue to strengthen digital capabilities across the organization. Technology-driven learning platforms, digital performance management systems and data-enabled HR processes are improving workforce productivity, enhancing employee experience and enabling faster, more informed talent decisions. These initiatives support the Company's broader transformation agenda by building an agile, digitally-enabled workforce capable of adapting to changing consumer expectations and evolving business needs.

We are focused on promoting the health, safety, and overall well-being of our employees through comprehensive welfare initiatives. During FY 2025-26, the Company invested ₹ 6.20 crore towards employee well-being. These initiatives reflect the Company's commitment to providing financial security, quality healthcare support, and family-friendly benefits, while fostering a healthy, inclusive, and supportive workplace for all employees. During the year, we also organized various employee engagement activities to foster a positive workplace culture. Celebrations of International Women's Day, Mother's Day, Holi, Diwali, and Christmas & New Year provided employees with opportunities to connect beyond work, recognize individual contributions, and celebrate cultural diversity. These initiatives strengthened team bonding, enhanced employee morale, and reinforced the Company's commitment to creating an engaging and people-centric work environment.

As we transform into a technology-driven, consumer-centric food services platform, our investment in people remains a strategic priority. By nurturing talent, embracing digital innovation and fostering an inclusive, high-performance culture, we are building a resilient organization capable of sustaining long-term growth and delivering exceptional experiences for our customers and stakeholders.

AWARDS & RECOGNITIONS DURING THE YEAR

Tech Partnership of the Year – Awarded to DIL at Global OPS Summit 2026 @ Johannesburg South Africa
DIL has achieved 80%+ self-serving kiosk penetration nationwide, with 65% customer adoption, extending meaningfully beyond metro markets into Tier-2 and Tier-3 cities – a scale few operators have been able to unlock.

Fast Paced Growth – Awarded to DIL at Global Development Summit (DEVSUM) 2026 @ Plano, Texas
Presented to DIL in recognition of exceptional business growth, accelerated restaurant expansion, and successful market development across emerging regions in India, demonstrating outstanding commitment to the KFC brand and operational excellence.

Marketing Award in MPM 2026 @ Plano, Texas
Awarded to DIL for conceptualizing and execution marketing campaigns at KFC that delivered sales growth.

OUTLOOK & STRATEGY

DIL is entering the next phase of its growth journey on a strong foundation. Supported by favorable industry fundamentals, a diversified portfolio of leading brands and a technology-led operating model, the Company remains well positioned to capitalize on the significant opportunities emerging in India's organized food services market.

A defining catalyst for DIL's next phase of expansion is the proposed merger with Sapphire Foods India Limited – creating one of India's largest and most diversified food service platforms. The merger is expected to unlock significant synergies across procurement, supply chain, technology, digital platforms, corporate functions and capital allocation, while strengthening the Company's ability to accelerate expansion, improve operating efficiencies and enhance long-term profitability.

Alongside scale, DIL continues to execute its strategic transformation into a diversified, technology-enabled platform. The Company remains focused on expanding its presence across established brands such as KFC and Costa Coffee, while accelerating the growth of high-potential businesses including Biryani By Kilo and Vaango. The successful turnaround of recently acquired brands – including the achievement of Brand Contribution break-even by Biryani By Kilo ahead of schedule – demonstrates the Company's disciplined execution capabilities and reinforces confidence in its ability to scale emerging businesses profitably.

For Pizza Hut, the strategic focus remains on portfolio consolidation and brand revitalization. The proposed merger with Sapphire Foods India Limited is expected to provide DIL with greater operational control and pan-India access for the Pizza Hut business, creating opportunities to strengthen brand positioning, improve the pace of product innovation, improve operating performance and drive more effective consumer outreach. Ongoing investments in menu innovation, customer engagement, digital capabilities and targeted marketing initiatives are expected to support improvements in same-store sales growth and long-term profitability.

Technology will remain a key enabler of DIL's transformation. The Company is accelerating the deployment of advanced analytics, automation and digital platforms across its operations to enhance productivity, optimize supply chains, improve customer engagement and enable faster, data-driven decision-making. These investments are expected to strengthen operational resilience while creating a scalable platform capable of supporting sustained growth across brands and geographies.

Looking ahead, DIL remains focused on balancing growth with disciplined capital allocation and margin expansion. Backed by trusted global franchise partnerships, a diversified portfolio of international and homegrown brands, a robust execution engine and a clear long-term strategy, the Company is well positioned to strengthen its market leadership and create sustainable value for all stakeholders. While near-term uncertainties relating to consumer demand and input costs will require close monitoring, the Company's strong fundamentals, strategic transformation and technology-led capabilities provide confidence in its long-term growth trajectory.

STRATEGIC GROWTH PILLARS

Brand Portfolio Leadership

Building a strong, diversified mix of global and in-house brands to serve multiple consumer segments and occasions

Scalable Growth Engine

Driving disciplined, high-return expansion through optimized store formats and location strategy.

Channel Expansion Strategy

Unlocking new demand via institutional partnerships, food courts, and alternate consumption channels.

Digital & Delivery Excellence

Leveraging technology, platforms, and aggregators to enhance convenience, reach and customer access.

Innovation & Consumer Experience

Delivering continuous product innovation and localized offerings to strengthen engagement and loyalty.

Operational Efficiency & Cost Discipline

Enhancing profitability through cost optimization, productivity improvements, and operational excellence.

RISK MANAGEMENT, AUDIT AND INTERNAL CONTROL

DIL has implemented a comprehensive internal control system designed to address the complexity of its operations and the rapidly evolving business landscape. The framework is focused on optimizing resource utilization, safeguarding organizational assets, and ensuring the accuracy, consistency, and reliability of financial reporting.

All financial transactions are governed by well-defined authorization protocols and are recorded through standardized processes, reinforcing transparency, traceability, and accountability. A robust system of internal checks and controls underpins the integrity of financial information and supports ongoing compliance with applicable regulatory requirements and accounting standards.

To strengthen governance oversight, the Company has established an Audit, Risk Management, and Ethics Committee at the Board level. This Committee provides strategic direction and supervision over internal audit activities, evaluates the effectiveness of risk management practices, and promotes adherence to high standards of ethical conduct and corporate governance.

As part of its commitment to independent oversight and financial discipline, the Company has appointed Walker Chandiok & Co LLP O P Bagla & Co LLP as joint statutory auditors. They are responsible for independently reviewing the adequacy of internal financial controls and evaluating the overall financial reporting framework.

The Company operates under a well-defined Risk Management Policy that enables the proactive identification, evaluation, and mitigation of key business and operational risks. This policy is closely aligned with strategic objectives, ensuring that risk considerations are embedded into decision-making processes and that appropriate corrective actions are implemented in a timely manner.

Key risk areas and mitigation framework are summarized below:

Risk Area	Nature of Risk & Potential Impact	Mitigation Framework & Strategic Actions
Macroeconomic & Market Risk	Exposure to economic slowdowns, inflationary pressures, and shifts in consumer sentiment that may adversely affect discretionary spending and overall demand.	• Adoption of a multi-tier pricing architecture to cater to diverse customer segments and protect volumes. • Continuous menu innovation and value engineering to sustain competitiveness and offset input cost inflation. • Ongoing monitoring of macro indicators to enable timely recalibration of pricing and promotional strategies.
Demand Variability & Seasonality	Revenue volatility arising from festive cycles, regional demand patterns, and evolving consumer preferences, potentially impacting store-level performance and capacity utilization.	• Deployment of advanced analytics and predictive modeling for accurate demand forecasting. • Agile workforce and inventory planning to align with demand cycles. • Targeted marketing campaigns and product bundling to drive traffic during lean periods.
Operational & Organizational Risk	Risks stemming from process inefficiencies, execution gaps, or dependency on key personnel, which may disrupt operations or impact service quality.	• Clearly-defined operating procedures and standardized processes across locations. • Strengthened governance structure with defined roles, accountability, and escalation mechanisms. • Leadership pipeline development and structured succession planning to ensure continuity.
Supply Chain & Procurement Risk	Potential disruptions due to supplier concentration, logistics constraints, geopolitical factors, or commodity price volatility, affecting availability and cost structures.	• Diversified and geographically distributed supplier network aligned with quality and compliance standards. • Long-term strategic sourcing agreements to enhance cost predictability. • Technology-enabled supply chain visibility, including real-time inventory tracking and demand-supply synchronization • Periodic supplier audits and risk assessments to ensure resilience.
Human Capital Risk	Challenges in attracting, retaining, and upskilling talent in a high-attrition industry, potentially impacting service delivery and growth plans.	• Structured recruitment, onboarding, and performance management systems. • Continuous investment in training, capability building, and leadership development programs. • Employee engagement initiatives, wellness programs, and performance-linked incentives to enhance retention and productivity. • Focus on diversity, equity, and inclusion to build a sustainable workforce.
Technology & Information Security Risk	Risks related to system downtime, scalability limitations, data breaches, and cyber threats, which could disrupt operations and compromise sensitive information.	• Regular system audits, performance testing, and timely infrastructure upgrades. • Implementation of robust cybersecurity architecture, including access controls, encryption protocols, endpoint protection, and network monitoring. • Business continuity and disaster recovery planning to minimize operational disruptions. • Periodic employee awareness programs on data security and cyber hygiene.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L15135HR1991PLC143853
2.	Name of the Listed Entity	Devyani International Limited
3.	Year of incorporation	1991
4.	Registered office address	Plot No.- 18, Sector-35, Gurugram-122004, Haryana
5.	Corporate address	Plot No.- 18, Sector-35, Gurugram-122004, Haryana
6.	E-mail	**companysecretary@dil-rjcorp.com**
7.	Telephone	+91-124-4566300
8.	Website	**https://dil-rjcorp.com**
9.	Financial year for which reporting is being done	2025-26
10.	Name of the Stock Exchange(s) where shares are listed	1. National Stock Exchange of India Limited 2. BSE Limited
11.	Paid-up Capital	Rs 1,532.94 Mn
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Pankaj Virmani, Chief Sustainability Officer & Company Secretary **pankaj.virmani@dil-rjcorp.com** +91-124-4566300
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together):	Standalone basis
14.	Name of assessment or assurance provider	DEKRA Testing, Inspection & Certification India Private Limited
15.	Type of assessment or assurance obtained	Reasonable assurance for BRSR Core KPIs and limited assurance on other selected indicators

II. Products/ Services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Operator of Quick Service Restaurant (QSR)	Food, Beverages and Restaurant business	98.12%

17. Products/ Services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/ Service	NIC Code	% of total Turnover contributed
1	Food & Beverage Service Activities	Division 56	98.12%

III. Operations

18. Number of locations where plants and/ or operations/ offices of the entity are situated:

Location	Number of plants*	Number of offices	Total
National	Not applicable	2	2
International	Not applicable	3**	3**

**Our operations consist of 1,758 Stores, 15 Warehouses and 1 Commissary*

***Operated through subsidiaries in Nepal, Nigeria and Thailand*

19. Markets served by the entity:

a. Number of locations

Locations	Value (in numbers)
National (Number of States and Union Territories)	33
International (Number of Countries)	3*

Operated through subsidiaries

b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports as a percentage of the total turnover of Devyani International Limited is 0.99%

c. A brief on types of customers:

We serve a broad and diverse customer base across geographies and channels, including retail consumers seeking quick-service food and beverages through dine-in, takeaway, and delivery channels. Our offerings resonate with urban and semi-urban segments—students, young professionals, families, and working individuals—who value convenience, affordability, speed, and consistency. Our brands connect with younger audiences through their modern, social dining experience, while also addressing value-conscious consumers through targeted pricing, localised menus, and promotions. Our varied menu and efficient service model position us as a preferred choice for corporate and institutional customers. We also cater to travellers and transit consumers through strategically located outlets at airports and highways, while maintaining a strong presence in high-footfall destinations such as malls and shopping centres.

IV. Employees

20. Details as at the end of Financial Year (FY 2025-26):

a. Employees and Workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	15,955	11,094	70%	4,861	30%
2.	Other than Permanent (E)	-	-	-	-	-
3.	**Total employees (D + E)**	**15,955**	**11,094**	**70%**	**4,861**	**30%**
Workers						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	**Total workers (F + G)**	**-**	**-**	**-**	**-**	**-**

b. Differently abled Employees and workers (FY 2025-26):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C/A)
Differently abled Employees						
1.	Permanent (D)	255	187	73%	68	27%
2.	Other than Permanent (E)	-	-	-	-	-
3.	**Total Employees (D+E)**	**255**	**187**	**73%**	**68**	**27%**
Differently abled Workers						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	**Total workers (F+G)**	**-**	**-**	**-**	**-**	**-**

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	10	1	10%
Key Management Personnel	3*	-	-

** Includes two board members*

22. Turnover rate for permanent employees and workers

	FY 2025-26			FY 2024-25			FY 2023-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	96%	85%	93%	101%	93%	99%	107%	95%	103%
Permanent Workers	-	-	-	-	-	-	-	-	-

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	RJ Corp Limited*	Holding	Nil	No
2.	Devyani International (Nepal) Private Limited	Subsidiary	100%	No
3.	RV Enterprizes Pte. Limited	Subsidiary	87%	No
4.	Devyani International DMCC	Subsidiary	51%	No
5.	Devyani RK Private Limited	Subsidiary	51%	No
6.	Sky Gate Hospitality Private Limited	Subsidiary	100%	No
7.	Devyani PVR INOX Private Limited	Subsidiary	51%	No
8.	Devyani International (Nigeria) Limited	Step Down Subsidiary	Nil	No
9.	White Snow Company Limited	Step Down Subsidiary	Nil	No
10.	Blackbriar Co., Ltd.	Step Down Subsidiary	Nil	No
11.	Yellow Palm Co., Ltd.	Step Down Subsidiary	Nil	No
12.	Restaurants Development Co., Ltd.	Step Down Subsidiary	Nil	No
13.	Blackvelvet Hospitality Private Limited	Step Down Subsidiary	Nil	No
14.	Say Chefs Eatery Private Limited	Step Down Subsidiary	Nil	No

** RJ Corp Limited holds 57.98% equity shares in Devyani International Limited*

VI. CSR DETAILS

24. i. Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): **Yes**

ii. Turnover (in ₹): 35,726.42 Mn

iii. Net worth (in ₹): 15,048.05 Mn

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-26			FY 2024-25		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes Community members can reach us by emailing their grievances to our Compliance Officer at **companysecretary@dil-rjcorp.com**	0	0	None	0	0	None
Investors (Other than Shareholders)	Yes **https://dil-rjcorp.com/contact-information/**	0	0		0	0	
Shareholders	Yes **https://dil-rjcorp.com/wp-content/uploads/2025/02/shareholders-rights-policy.pdf** Through Share Transfer Agent. **https://dil-rjcorp.com/contact-information/** In addition, Shareholders can also raise their grievances through SCORE and ODR platform.	0	0		1	0	
Employees and Workers*	Yes **https://dil-rjcorp.com/wp-content/uploads/2025/02/human-rights-and-equal-opportunity-policy.pdf**	64	2		13	5	
Customers	Yes Through Company and brand portals **https://dil-rjcorp.com/wp-content/uploads/2025/02/customer-grievance-redressal-policy.pdf**	1,65,248	27		1,54,255	10	
Value Chain Partners	Yes Value Chain Partners can raise their grievances as per the Policy **https://dil-rjcorp.com/wp-content/uploads/2025/02/supplier-code-of-conduct.pdf**	0	0		0	0	

**Increase in Employees and Workers complaints is attributable to increased awareness to employees on grievance mechanism and introduction of new grievance mechanism tool*

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

We actively engage with our stakeholders to identify and discuss risks and opportunities related to ESG aspects. In the FY2024-25, we conducted a comprehensive double materiality assessment to identify and prioritise ESG topics that are most relevant to our business and stakeholders. Each material topic has been mapped to associated risks and opportunities, along with defined action plans to strengthen our performance, enhance resilience, and create long-term value.

S. No.	Material issues identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, Approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate Positive or negative implications)
1	Restaurant food safety and quality	Risk	Any compromise in food safety and quality may result in customer dissatisfaction, along with regulatory scrutiny, notices, and penalties.	We uphold rigorous hygiene standards from preparation to storage by strictly following SOPs. Our stores are regularly evaluated by franchisors, third-party agencies, and regulators, while all critical raw materials are sourced from GFSI-compliant suppliers.	Negative
2	Business Ethics, Governance	Opportunity	Robust governance and ethical conduct strengthen stakeholder confidence, enhance the Company's credibility, and support long-term growth. Upholding integrity and maintaining transparency is fundamental to creating enduring value for all stakeholders.	Not applicable	Positive
3	Energy Management & Climate Action	Opportunity	Adopting energy-efficient operations and renewable energy reduces costs and emissions, while strengthening brand appeal through climate actions.	Not applicable	Positive
4	Menu Innovation and Nutrition	Opportunity	Understanding evolving consumer tastes and health preferences helps expand the customer base while driving the development of innovative offerings that enhance loyalty and repeat orders.	Not applicable	Positive
5	Waste Management	Risk	Inadequate waste management can result in non-compliance with regulatory requirements, and improper disposal practices may lead to environmental contamination of soil, water, and air.	We are committed to minimising our waste through responsible and sustainable practices. Our Environment and Waste Management Policy reflects this commitment, and guides a comprehensive approach focused on waste reduction, segregation, timely disposal, hygiene standards and regulatory compliance.	Negative

S. No.	Material issues identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, Approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate Positive or negative implications)
6	Water Conservation	Opportunity	We remain committed to prudent water management and conservation practices across our operations. Efficient utilisation of water helps optimise operational costs while strengthening our reputation as an environmentally responsible enterprise.	Not applicable	Positive
7	Economic Contribution	Opportunity	Our commitment to responsible growth enables long-term success by generating employment, strengthening market presence, and supporting the economy, driving resilience and shared value.	Not applicable	Positive
8	Sustainable Packaging	Opportunity	Adopting sustainable packaging helps preserve natural resources by decreasing the demand for fresh raw materials.	Not applicable	Positive
9	Human Rights	Risk	Neglecting human rights results in workforce dissatisfaction, operational setbacks, and reduced stakeholder confidence.	We maintain a robust grievance mechanism supported by our Human Rights and Equal Opportunity Policy to address employee concerns, ensuring fair, confidential, and timely resolution while fostering a culture of trust and transparency.	Negative
10	Employee Training & Development and Talent Management	Opportunity	By prioritising employee development through diverse training platforms and talent management, we cultivate a high-performing workforce that accelerates innovation, enhances productivity, and secures long-term competitive success.	Not applicable	Positive
11	Diversity & Equal Opportunity	Opportunity	We foster a diverse and inclusive workplace with equal opportunities, enabling our employees to innovate, thrive, and contribute to stronger business performance.	Not applicable	Positive

S. No.	Material issues identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, Approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate Positive or negative implications)
12	Employee Health, Safety & Wellbeing	Risk	Ensuring employee health, safety, and well-being is critical, as neglect in these areas can drive dissatisfaction, reduce productivity, and increase workplace risks.	We prioritise employee health and safety through a comprehensive Health and Safety Policy, backed by strong systems and continuous training. Regular audits and feedback ensure risks are effectively addressed, creating a safer, healthier, and more productive workplace.	Negative
13	Responsible Supply Chain	Risk	Potential disruptions and increase in raw material costs may lead to the unavailability of certain menu options.	We maintain a diversified supplier base, conduct regular risk assessments, and implement contingency plans to manage potential disruptions, ensuring the consistent availability of raw materials and smooth, uninterrupted operations.	Negative
14	Information Security & Data Privacy	Risk	Information security and data privacy threats can result in financial loss, reputational harm, legal consequences, and operational disruption.	We maintain a robust information security framework, including encryption, access controls, and regular vulnerability assessments, while fostering a strong data privacy culture through employee training, regulatory compliance, and clear data handling policies.	Negative
15	Responsible Marketing and Customer Management	Risk	Inappropriate marketing strategies and gaps in customer management within the highly competitive environment can lead to reputational damage, loss of customer loyalty, and increased exposure to regulatory scrutiny.	We are committed to ethical and responsible marketing, ensuring transparency and integrity across all customer interactions. Our Responsible Marketing Policy governs all marketing activities and ensures adherence to applicable laws and standards. Furthermore, comprehensive customer service and grievance redressal systems are in place to address concerns effectively, fairly, and in a timely manner.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions			P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes											
1.	a.	Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b.	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c.	Web Link of the Policies, if available	**https://dil-rjcorp.com/policies/**								
2.	Whether the entity has translated the policy into procedures. (Yes / No)		Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)		Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.		• Food Safety and Standards Authority of India (FSSAI) • Forest Stewardship Council (FSC) • Roundtable on Sustainable Palm Oil (RSPO) • Rainforest Alliance • Food Safety System Certification (FSSC 22000) / Global Food Safety Initiative (GFSI) • Good Agricultural Practices (GAP) • Central Institute of Petrochemicals Engineering & Technology (CIPET)								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.		We remain committed to embedding ESG principles across our operations. Our commitment is reflected in responsible business practices, including efforts to minimise environmental impact, and ensuring a safe and inclusive workplace where every employee feels valued and adherence to the highest standards of ethics and governance. Our commitment includes: • Capacity enhancement of solar panels in 26 stores in the next two years. • Advancing circular packaging solutions by reducing plastic usage and increasing the adoption of recyclable and sustainable packaging materials. • Promoting responsible water management by improving water-use efficiency, reducing consumption, and ensuring effective wastewater treatment and reuse. • Achieve 33% representation of women in the workforce by FY 2026-27 • Food Safety: Creating positive stakeholder impact through YUM! programs and food safety capability building. • Strengthening responsible sourcing practices through enhanced supplier engagement, certification, traceability, and sustainability standards across the value chain. • Respecting and promoting human rights by fostering fair labour practices, preventing discrimination and harassment, ensuring safe working conditions. • Achieve 100% completion of Compliance Trainings on POSH, Health and Safety, Code of Conduct, Human Rights, Diversity & Equal Opportunity in addition to the Induction, Product and process trainings. • Maintaining a culture of integrity through strong governance frameworks, ethical business conduct, transparency, and proactive risk management								

6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	We remain committed to continuously enhancing our ESG performance to create long-term value for our stakeholders. Our performance against specific commitments and priorities are outlined below: • Capacity enhancement of solar installations across 26 stores is currently underway. • Achieved 100% eco-friendly packaging across operations. • Women represent 30% of the total workforce. • 100% of restaurants have FoSTaC-certified Restaurant General Managers. • 100% of stores were assessed related to human rights aspects. • EMS coverage (basis verification by the Company's own specialists) extends to 100% of our restaurants. • Reported zero stakeholder complaints related to unfair trade practices, irresponsible advertising, or anti-competitive conduct.
Governance, leadership and oversight		
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	Embedding sustainable practices is both a core responsibility and a strategic driver of long-term value creation and business resilience. As we progress in our ESG journey, we have continued to strengthen our focus on minimising environmental impact, fostering a safe, inclusive, and high-performing workplace, and upholding the highest standards of ethics and governance. Building on our efforts, we remain committed to enhancing our ESG performance through measurable actions and transparent disclosures, enabling our stakeholders to effectively track our progress and long-term impact.
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Manish Dawar, Whole-time Director (President & Group CEO)(w.e.f. 1st April 2026) and Mr. Pankaj Virmani, Chief Sustainability Officer & Company Secretary
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Our Board-level CSR and ESG Committee provides strategic guidance and oversight on sustainability and ESG-related matters. Chaired by Independent Director, Dr. Ravi Gupta, the Committee oversees key policies, initiatives, and the overall ESG strategy. At the management level, our ESG Steering Committee ensures effective execution of the ESG agenda by regularly reviewing progress against key metrics, keeping our strategy on track and aligned with long-term value creation.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Our CSR and ESG Committee reviews performance against above policies and plans follow up action									Half yearly by Board-level CSR and ESG Committee and quarterly by the ESG Steering Committee								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	P1	P2	P3	P4	P5	P6	P7	P8	P9	We diligently monitor the compliance requirements set by regulatory authorities, ensuring they are met well in advance of their deadlines								
	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes									

11.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P 8	P9
		The policies and processes thereto are reviewed periodically by internal auditors and external auditors.								

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	-	-	-	-	-	-	-	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	-	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	-	-	-
It is planned to be done in the next financial year (Yes/No)	-	-	-	-	-	-	-	-	-
Any other reason (please specify)	-	-	-	-	-	-	-	-	-

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

UN SDG linkages

8 DECENT WORK AND ECONOMIC GROWTH

Key stakeholders impacted

- Investors
- Regulatory and government bodies

Key material issues addressed

- Business Ethics, Governance
- Economic Contribution

Essential Indicators

P1.E1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	4	Key business developments, sustainability initiatives, regulatory updates, review of policies and procedures, environmental and social management, governance and ethics, and ESG risk integration.	100%
Key Managerial Personnel	4		100%
Employees other than BoD and KMPs	273*	Training programs include POSH, code of conduct, health and safety, human rights, environment and waste management, insider trading regulations, induction, process and product training	100%
Workers	Not applicable		

**Note: These are different topics on which trainings were provided during the financial year 2025-26.*

P1.E2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year in the following format:

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil	Nil

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil

P1.E3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not applicable	

P1.E4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

We have an Anti-Bribery and Anti-Corruption Policy in place, applicable across the Company, including its subsidiaries, affiliates, associates, and group entities. The Policy outlines key provisions such as the definition of bribery, guidelines for ethical conduct during contracting, approval requirements for certain expenditures, and mandatory training for employees interacting with government entities, government officials, private parties, and intermediaries. It also incorporates a robust whistle-blower mechanism, encouraging employees to report any instances of bribery or corruption. The Policy applies to all directors, officers, and employees of the Company, reinforcing our commitment to ethical business practices and zero tolerance for corruption. The Policy is available at: **https://dil-rjcorp.com/wp-content/uploads/2024/06/Anti-Bribery-Policy.pdf**

P1.E5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2025-26	FY 2024-25
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Not applicable	Not applicable

P1.E6. Details of complaints with regard to conflict of interest:

	FY 2025-26		FY 2024-25	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

P1.E7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable

P1.E8. Number of days of accounts payables

	FY 2025-26	FY 2024-25
Number of days of accounts payables	55.89	47.03

P1.E9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics		FY 2025-26	FY 2024-25
Concentration of Purchases	a.	Purchases from trading houses as % of total purchases	-	-
	b.	Number of trading houses where purchases are made from	-	-
	c.	Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a.	Sales to dealers / distributors as % of total sales	-	-
	b.	Number of dealers / distributors to whom sales are made	-	-
	c.	Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	-	-
Share of RPTs in	a.	Purchases (Purchases with related parties / Total Purchases)	2.23%	0.91%
	b.	Sales (Sales related parties / Total Sales)	1.37%	0.45%
	c.	Loans & advances (Loans & advances given to related parties /Total loans & advances)	72.12%	0%
	d.	Investments (Investments in related parties / Total Investments made)	100%	100%

Leadership Indicators

P1.L1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% Age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	Supplier code of conduct	31.55%

P1.L2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

We have established processes to identify and manage potential conflicts of interest involving members of the Board. Provisions relating to conflicts of interest are embedded in our Code of Conduct, which requires Board members to avoid situations where they may have a direct or indirect interest that conflicts, or may potentially conflict, with the interests of the Company.

The Board Members shall inter-alia annually affirm about their non-involvement in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company. Additionally, any potential conflict of interest is disclosed by the concerned Board member and reviewed by the Board of Directors, ensuring transparency and appropriate oversight.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

UN SDG linkages

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

Key stakeholders impacted

- Suppliers & Value Chain Partners
- Business Partners

Key material issues addressed

- Responsible Supply Chain
- Sustainable Packaging

Essential Indicators

P2.E1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2025-26	FY 2024-25	Details of improvements in Environmental and social impacts
R&D	-	-	We remain committed to developing menu options and packaging that not only offer delicious choices but also reduce our environmental footprint, while promoting healthier eating habits.
Capex	-	-	We have implemented several initiatives to enhance use of clean energy. Select restaurant locations are equipped with solar panels, and we periodically renovate our outlets to incorporate energy-efficient installations across both front-of-house and back-of-house operations.

P2.E2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

We are committed to the sustainable sourcing of our input materials, guided by our Supplier Code of Conduct, Sustainable Sourcing Policy and Animal Welfare Policy. These policies underpin our procurement practices and ensure responsible sourcing across our operations. We have also aligned our approach with that of our franchisors to maintain consistency and uphold high sustainability standards.

As part of our sustainable sourcing practices, we prioritise procuring coffee from Rainforest Alliance-certified producers, oil from RSPO-certified suppliers, and fresh produce such as lettuce and tomatoes from Global G.A.P.-certified local farms, while adhering to guidelines on the use of cage-free eggs. We partner with suppliers who uphold strong environment, health, and safety (EHS) standards at their facilities. In addition, we use bio-compostable garbage bags and prioritise sourcing from FSSC 22000-compliant organisations to ensure high standards of food safety and sustainability.

The Supplier Code of Conduct, Sustainable Sourcing Policy and Animal Welfare Policy are available at:
https://dil-rjcorp.com/policies/

b. If yes, what percentage of inputs were sourced sustainably?

At present, ~63% of our input materials are sourced sustainably.

P2.E3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Given the perishable nature of food products, which are meant for consumption within a short timeframe, practices such as reuse, reclamation, or end-of-life disposal of products are not relevant to us.

P2.E4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility (EPR) is applicable to us, and we hold a valid registration as an importer under Rule 13(2) of the Plastic Waste Management Rules, 2016 (as amended). This enables us to manage plastic waste from packaging in line with our approved EPR Action Plan. Our practices are aligned with the EPR plan submitted to regulatory authorities, ensuring proper segregation, storage, and recycling or disposal through established vendors in compliance with applicable regulations.

Leadership Indicators

P2.L1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link.
Not applicable					

P2.L2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
Not applicable		

P2.L3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2025-26	FY 2024-25
Not applicable		

P2.L4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2025-26			FY 2024-25		
	Reused	Recycled	Safely Disposed	Reused	Recycled	Safely Disposed
Plastics (including packaging)	Not applicable					
E-waste						
Hazardous waste						
Other waste						

P2.L5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Nil	Nil

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

UN SDG linkages

8 DECENT WORK AND ECONOMIC GROWTH

10 REDUCED INEQUALITIES

Key stakeholders impacted

- Management
- Employees

Key material issues addressed

- Employee Training & Development and Talent Management
- Diversity & Equal Opportunity
- Employee Health, Safety & Wellbeing

Essential Indicators

P3.E1. a. **Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Employees											
Male	11,094	1,242	100%	11,094	100%	-	-	4,426	40%	-	-
Female	4,861	122	100%	4,861	100%	4,861	100%	-	-	-	-
Total	**15,955**	**1,364**	**100%**	**15,955**	**100%**	**4,861**	**30%**	**4,426**	**28%**	**-**	**-**
Other than Permanent Employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

b. **Details of measures for the well-being of workers:**

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Workers											
Male	Not applicable										
Female											
Total											
Other than Permanent Workers											
Male	Not applicable										
Female											
Total											

c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

	FY 2025-26	FY 2024-25
Cost incurred on well-being measures as a % of total revenue of the company	0.17%	0.20%

P3.E2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

	FY 2025-26			FY 2024-25		
Benefits	**No. of employees covered as a % of total employees**	**No. of workers covered as a % of total workers**	**Deducted and deposited with the authority (Y/N/N.A.)**	**No. of employees covered as a % of total employees**	**No. of workers covered as a % of total workers**	**Deducted and deposited with the authority (Y/N/N.A.)**
PF	100%	Not applicable	Yes	100%	Not applicable	Yes
Gratuity	100%	Not applicable	Not applicable	100%	Not applicable	Not applicable
ESI	91%*	Not applicable	Yes	76.5%*	Not applicable	Yes

**Remaining 9% employees in FY2025-26 and 23.5% employees in FY2024-25 are covered under health insurance provided by the Company*

P3.E3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

We remain committed to fostering an inclusive work environment. Our offices and commissaries are equipped with ramps, handrails, elevators, accessible restrooms, meeting spaces, and ergonomic workstations to ensure ease of access for differently abled employees and visitors.

Similarly, our stores are designed with ergonomic settings to support differently abled employees. We also ensure that such employees are deployed at locations with accessible infrastructure, including ground-floor outlets or premises with elevators, ramps, and other necessary facilities.

P3.E4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

We provide equal opportunities to all employees and qualified job applicants. Our Human Rights and Equal Opportunity Policy and our Code of Conduct ensure that no individual is discriminated against on the basis of age, colour, disability, origin or place of birth, nationality, religion, marital status, race, gender, or sexual orientation. Employment decisions are based on merit, performance, ability, and potential, with opportunities for development and advancement aligned with business needs.

For more details refer to: **https://dil-rjcorp.com/wp-content/uploads/2025/02/human-rights-and-equal-opportunity-policy.pdf** and **https://dil-rjcorp.com/wp-content/uploads/2021/08/Code-Of-Conduct-For-Board-Of-Directors-and-Senior-Management.pdf**

P3.E5. Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent employees		Permanent workers	
Gender	**Return to work rate**	**Retention rate**	**Return to work rate**	**Retention rate**
Male	100%	74%	Not applicable	
Female	87%	29%		
Total	**97%**	**63%**		

P3.E6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	-
Other than Permanent Workers	-
Permanent Employees	We have a robust grievance redressal mechanism for our employees, enabling them to raise concerns through a dedicated email channel at **employeegrievance@dil-rjcorp.com**. All grievances are addressed in a fair and confidential manner, with outcomes communicated to the concerned employee. We periodically review our processes to prevent recurrence and further strengthen our grievance management framework. In line with our POSH Policy, we have an established mechanism for the prevention, prohibition, and redressal of sexual harassment and other forms of gender-based violence. This reinforces the Company's commitment to providing a safe, respectful, and inclusive workplace that is free from gender-based discrimination. Additionally, our Vigil Mechanism Policy and Whistleblower Mechanism actively encourage and provide channels for reporting of any behaviour or actions that violate our established codes and policies.
Other than Permanent Employees	-

P3.E7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

	FY 2025-26			FY 2024-25		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	None					
Male						
Female						
Total Permanent Workers						
Male						
Female						

Note: Our employees do not have membership in association(s) or Unions recognised by the listed entity.

P3.E8. Details of training given to employees and workers:

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	11,094	11,094	100%	11,094	100%	10,512	10,139	96%	10,139	96%
Female	4,861	4,861	100%	4,861	100%	4,290	4,110	96%	4,110	96%
Total	**15,955**	**15,955**	**100%**	**15,955**	**100%**	**14,802**	**14,249**	**96%**	**14,249**	**96%**
Workers										
Male	-									
Female										
Total										

P3.E9. Details of performance and career development reviews of employees and worker:

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	11,094	11,094	100%	10,512	10,512	100%
Female	4,861	4,861	100%	4,290	4,290	100%
Total	**15,955**	**15,955**	**100%**	**14,802**	**14,802**	**100%**
Workers						
Male	-					
Female						
Total						

P3.E10. Health and safety management system:

a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

We foster a strong culture of health and safety across all our operations, supported by our comprehensive Health and Safety Policy and a robust health and safety management framework. Our policies and protocols are designed to provide a safe and healthy workplace for our employees while ensuring the well-being of our customers and other stakeholders. These protocols govern all aspects of our operations, including equipment handling, food preparation, customer service, and emergency preparedness, and outline requirements relating to risk assessments, audits, inspections, and the periodic maintenance of equipment and safety devices, To reinforce our commitment to workplace safety, we conduct regular audits and inspections, either internally/ through third parties, across critical risk areas, including fire safety, electrical systems, kitchen operations, equipment handling, food safety, and guest-facing spaces. This structured review mechanism enables us to proactively identify potential hazards and implement timely corrective actions, thereby strengthening safety standards and operational excellence across our restaurants and facilities.

Our approach is further supported by regular training and awareness programmes that equip employees with the knowledge and skills required to perform their roles safely and responsibly. Through continuous engagement, monitoring, and improvement initiatives, we promote a proactive safety culture and strive to maintain a safe operating environment.

Our Health and Safety Policy is available at: **https://dil-rjcorp.com/policies/**

b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

We adopt a proactive approach to workplace health and safety by identifying potential hazards and assessing risks across both routine and non-routine activities within our operations. Regular health and safety assessments, audits, workplace inspections, and operational reviews are conducted across our stores, warehouses and commissary, to identify workplace hazards, evaluate associated risks, and implement appropriate control measures.

Work-related hazards are identified through multiple channels, including incident investigations, near-miss reporting, workplace observations, audit findings, and employee feedback. Information captured through our integrated store incident management system is regularly reviewed to identify trends and recurring risks. Identified hazards are assessed using a structured risk assessment framework that considers the likelihood and potential severity of harm, enabling effective prioritization and mitigation of risks.

For non-routine activities, such as major maintenance work, installation or replacement of equipment, store renovations, and new store openings, dedicated risk assessments are conducted before work commences. These assessments evaluate potential safety risks associated with the activity and establish appropriate mitigation measures, safe work procedures, and control plans to ensure safe execution.

Corrective and preventive actions arising from risk assessments, audits, incidents, and employee feedback are tracked and monitored for timely closure and effectiveness. This ongoing process supports continuous improvement in hazard identification, risk management, and workplace safety performance.

c) Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Our store incident management system enables employees to record and report work-related hazards including unsafe acts, unsafe conditions and near misses. These hazards are systematically tracked to ensure timely action and resolution. Employees are also empowered to remove themselves from work situations that they perceive as unsafe, without fear of reprisal. Identified hazards and associated risks are assessed, resulting in necessary enhancements to facilities and Standard Operating Procedures (SOPs). Any changes implemented are communicated to employees through appropriate channels, supported by training programs and awareness sessions to reinforce safe work practices and help prevent the recurrence of similar incidents. Insights from these evaluations, along with feedback and employee interactions, are continuously leveraged to enhance our systems and strengthen workplace safety.

d) Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Our employees have access to non-occupational medical and healthcare services, supporting their overall well-being. We promote holistic health through a range of initiatives, including preventive health check-ups, regular medical camps, and wellness programs that encourage physical fitness and healthy lifestyle choices. In addition, we provide access to counselling and mental health support services.

P3.E11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.08	0.43
	Workers	-	-
Total recordable work-related injuries	Employees	4	17
	Workers	-	-
Number of fatalities	Employees	1	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

**Includes the contract workforce*

P3.E12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Recognising our employees as our most valuable asset, we place the highest priority on their health and safety. Our comprehensive Health and Safety Policy is designed to ensure a safe and healthy workplace by preventing accidents, promoting well-being, and ensuring compliance with applicable regulatory standards.

With a significant portion of our workforce operating in stores, robust safety measures are embedded across all operational touchpoints to maintain a safe working environment. Key initiatives include:

- Installation of fire protection systems at our stores, including gas leak detection and control systems, kitchen hood automatic suppression systems, fire extinguishers, and sprinklers.
- Regular safety awareness programs covering emergency preparedness, including periodic evacuation drills, fire safety training, and first-aid training.
- Implementation of standard operating procedures (SOPs) for the appropriate use of personal protective equipment (PPE), such as masks, gloves, hair coverings, and protective clothing.
- Provision of scheduled breaks to employees to prevent fatigue and promote overall well-being.
- Regular inspection and preventive maintenance of equipment and safety systems to ensure operational reliability and minimise risks.
- Deployment of incident reporting and monitoring mechanisms to promptly identify, address, and prevent recurrence of safety issues.

P3.E13. Number of Complaints on the following made by employees and workers:

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	2	0	-	0	0	-
Health & Safety	2	0	-	0	0	-

P3.E14. Assessments for the year:

	% of your plants and offices that were assessed* (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

**includes our stores, warehouses and commissary*

P3.E15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable

Leadership Indicators

P3.L1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

We have extended group personal accident insurance benefits to our employees in the event of death.

P3.L2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

We consistently ensure compliance with all applicable statutory requirements related to deductions and deposits. Our internal teams, supported by external experts, periodically review these processes to ensure effectiveness and compliance. Guided by our core value of financial discipline and the expectations outlined in our Supplier Code of Conduct, we encourage our value chain partners to comply with applicable statutory obligations and demonstrate accuracy, transparency, and timeliness in their financial and business dealings.

P3.L3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Employees	1	0	0	0
Workers	Not applicable			

P3.L4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

None.

P3.L5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	46.10%
Working Conditions	46.10%

P3.L6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

UN SDG linkages

Key stakeholders impacted

- Investors
- Media

Key material issues addressed

- Business Ethics, Governance
- Information Security & Data Privacy

Essential Indicators

P4.E1. Describe the processes for identifying key stakeholder groups of the entity.

We recognise stakeholder engagement as a critical element of our business, enabling us to build trust, strengthen decision-making, and incorporate diverse perspectives into our operations. Our key stakeholder groups are identified in consultation with management, based on their relevance to our business, level of influence, and the extent to which they are impacted by our activities. This structured approach helps ensure that our strategies, priorities, and actions remain responsive to stakeholder expectations while supporting long-term business objectives. Our key stakeholders include Management, Customers, Investors, Employees, Communities, Suppliers and Value Chain Partners, Business Partners, Regulatory and Government Bodies, Media, and Banks. We engage with these stakeholders through a variety of formal and informal channels to understand their perspectives, address concerns, and foster meaningful dialogue. We remain committed to continually strengthening our stakeholder engagement practices to enhance transparency, deepen trust, and create sustainable long-term value for all stakeholders.

Our stakeholder engagement Policy is available at: **https://dil-rjcorp.com/policies/**

P4.E2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/Quarterly/ others please specify)	Purpose and scope of engagement including key topics and concerns raised during such Engagement
Management	No	Internal meetings, reports, reviews	Ongoing	Business performance and growth, business strategy, financial results, risk management, ESG strategy and performance
Customers	No	Customer surveys, consumer calls and feedback, grievance helpline, marketing and advertising, electronic communication, website and social media, leadership visits	Ongoing	Food quality, dining experience, food services, pricing, customer feedback

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/Quarterly/ others please specify)	Purpose and scope of engagement including key topics and concerns raised during such Engagement
Investors	No	Shareholders' meetings, emails and newspaper notices, quarterly investor presentations and earnings calls, investor conferences, press releases, stock exchange and website disclosures, Annual Report	Ongoing	Business performance and growth, business strategy, financial results, risk management
Employees	No	Intranet portal, townhalls, emails and written communication, training and development programmes, performance management system, cultural events, rewards and recognition	Ongoing	Talent management, employee engagement, training and skill development, career development
Communities	No	CSR initiatives, community development programmes and events	Ongoing	Employment (including NAPS), meals distribution, support to underprivileged communities
Suppliers & Value Chain Partners	No	Supplier/vendor meetings, calls, emails, in-person interactions, supplier audits and feedback	Ongoing/ Annually	Procurement and product innovation, quality and contractual compliance, food safety, business continuity, timely payments
Business Partners	No	Regular formal and informal meetings, information exchange, market and store visits	Ongoing	Business performance and growth, business strategy, financial results, risk management
Regulatory and government bodies	No	Regulatory filings and returns, correspondence and meetings, industry associations	Ongoing	Licences and approvals, statutory compliance submissions
Media	No	Press releases, regulatory disclosures, written communications, interviews, social media	Ongoing	Corporate communications, business updates and announcements
Banks	No	Meetings, written communications, financial disclosures, bank portals	Ongoing	Deposits, credit facilities, liquidity management

Leadership Indicators

P4.L1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

As part of our stakeholder engagement framework, we regularly engage with our stakeholder identified above (ref. P4 E2) to understand their perspectives on economic, environmental, and social matters.

Feedback is gathered through various channels, including reviews, surveys, meetings, consultations, and engagement platforms, and is consolidated by management for presentation to the CSR & ESG Committee. Key stakeholder concerns, material topics, and recommendations are reviewed by the Committee and, where relevant, escalated to the Board for strategic guidance and oversight.

Based on these discussions, action plans are developed and implemented by the respective functions, with progress monitored through established governance mechanisms. Key outcomes are communicated to stakeholders, ensuring transparency, accountability, and continuous improvement.

P4.L2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

We regularly engage with stakeholders to identify, assess, and manage key environmental and social topics that are material to our business. Insights gathered through customer feedback, employee engagement, investor interactions, supplier discussions, community outreach, and regulatory consultations are considered as part of stakeholders' engagement process.

Building on the double materiality assessment conducted last year, stakeholder inputs have helped shape our focus areas, including food safety and quality, employee well-being, waste management, packaging sustainability, regulatory compliance, etc. These insights are incorporated into relevant policies and operational initiatives, with each material topic linked to identified risks, opportunities, and action plans. Progress against these priorities is reviewed periodically through our ESG governance framework to drive continual improvement in sustainability performance.

P4.L3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

We engage with stakeholders that may include people from vulnerable or marginalised groups, such as employees, suppliers and value chain partners, customers, NAPS etc. Through regular interactions and feedback mechanisms, we address their needs and concerns. We provide employees with training on health, safety, and skill development; promote awareness of legal, social, and ethical business practices among suppliers and value chain partners; and support vocational training and apprenticeship programs under the National Apprenticeship Promotion Scheme (NAPS) to enhance employability. For our customers, we foster an inclusive experience guided by the principles of compassion, respect, dignity, and care. Feedback received across these stakeholder groups is used to strengthen our programs and practices.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

UN SDG linkages

3 GOOD HEALTH AND WELL-BEING | 5 GENDER EQUALITY | 8 DECENT WORK AND ECONOMIC GROWTH

Key stakeholders impacted

- Employees
- Management
- Suppliers & Value Chain Partners

Key material issues addressed

- Employee Health, Safety & Wellbeing
- Human Rights
- Diversity & Equal Opportunity

Essential Indicators

P5.E1. Employees and workers who have been provided training on human rights issues and policy (ies) of the entity, in the following format:

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees workers covered (D)	% (D / C)
Employees						
Permanent	15,955	15,955	100%	14,802	14,249	96%
Other than permanent	-	-	-	-	-	-
Total Employees	**15,955**	**15,955**	**100%**	**14,802**	**14,249**	**96%**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees workers covered (D)	% (D / C)
Workers						
Permanent	Not applicable					
Other than permanent						
Total Workers						

P5.E2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent	**15,955**	**9,713**	**61%**	**6,242**	**39%**	**14,802**	**8,714**	**59%**	**6,088**	**41%**
Male	11,094	6,112	55%	4,982	45%	10,512	5,531	53%	4,981	47%
Female	4,861	3,601	74%	1,260	26%	4,290	3,183	74%	1,107	26%
Other than Permanent										
Male	Not applicable									
Female										
Workers										
Permanent										
Male										
Female	Not applicable									
Other than Permanent										
Male										
Female										

P5.E3. Details of remuneration/salary/wages

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary / wages of respective category (in ₹ Mn)	Number	Median remuneration/ salary/ wages of respective category (in ₹ Mn)
Board of Directors (BoD)*	9	1.8	1	1.60
Key Managerial Personnel	1	9.99	0	-
Employees other than BoD and KMP**	4,426	0.32	1,108	0.25
Workers	Not applicable			

** Includes 2 Key Managerial Personnel.*

***Full time employees only*

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	22.59%	20.97%

P5.E4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

We respect and promote human rights across our operations. We remain guided by values that promote compassion and respect, ensuring every individual is treated with dignity and care. Our Human Resources (HR) Department serves as the nodal function for addressing human rights–related impacts and grievances arising from business activities. Employees may report concerns to the HR Department, which handles them in a fair, confidential and appropriate manner, balancing the interests of impacted individuals and the organisation.

P5.E5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

We have established mechanisms to address grievances related to human rights issues across our workforce and value chain. Employees, contractors, service providers, and other stakeholders are encouraged to report concerns or suspected violations of our Human Rights Policy through designated grievance channels. Employees may report concerns via email at **employeegrievance@dil-rjcorp.com**, while external stakeholders may report concerns at **grievancesupport@dil-rjcorp.com**.

All complaints are handled confidentially and reviewed by the Human Resources Department in a fair and impartial manner. Reported concerns are investigated, appropriate corrective actions are taken wherever required, and underlying issues are addressed to prevent recurrence. We also periodically review and strengthen our grievance redressal processes to support an effective human rights framework.

P5.E6. Number of Complaints on the following made by employees and workers:

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	11	0	None	13	5	None
Discrimination at workplace	5	0		0	0	
Child Labour	0	0		0	0	
Forced Labour/ Involuntary Labour	0	0		0	0	
Wages	7	0		0	0	
Other human rights related issues	0	0		0	0	

P5.E7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	11	13
Complaints on POSH as a % of female employees/ workers	0.24%	0.29%
Complaints on POSH upheld	5	1

P5.E8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

We address complaints related to discrimination and harassment with the highest level of confidentiality. Our Human Rights and Equal Opportunity Policy, along with the Vigil Mechanism Policy, incorporates provisions to prevent any adverse consequences for complainants. Accordingly, we ensure that individuals raising such concerns are protected from threats, intimidation, retaliation, or victimisation.

Any adverse consequence against individuals who report such complaint(s) is strictly prohibited, and those targeting him/her are liable to face disciplinary action from the Company. We also ensure that the complainant's employment status or career progression remain unaffected when he/she reports any incident of discrimination or harassment.

P5.E9. Do human rights requirements form part of your business agreements and contracts?

Yes. As per the applicable laws, relevant human rights provisions form part of our business agreements and contracts. In addition, our Supplier Code of Conduct, applicable to all suppliers and value chain partners, reinforces our commitment to human rights by requiring compliance with principles relating to the prohibition of child and forced labour, non-discrimination, fair employment practices, freedom of association, and safe and healthy working conditions. Suppliers are also expected to comply with applicable labour and human rights laws and uphold ethical business practices.

P5.E10. Assessments for the year:

	% of your plants and offices that were assessed* (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

**includes our stores, warehouses and commissary*

P5.E11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not applicable, as there were no significant concerns identified during the assessments conducted by the Company.

Leadership Indicators

P5.L1. Details of a business process being modified/introduced as a result of addressing human rights grievances/ complaints.

During the current reporting period, we continued to operationalise our Human Rights & Equal Opportunity Policy by strengthening its implementation across the organisation. Regular awareness sessions and training programmes were conducted to enhance employee understanding and adherence to the policy.

We further streamlined our grievance redressal mechanism, ensuring greater accessibility and responsiveness through dedicated reporting channels. Based on the learnings from grievances received, we have refined our internal processes and controls to enable more effective and timely resolution. We also periodically review our practices to enhance preventive measures and mitigate the risk of recurrence of similar concerns.

P5.L2. Details of the scope and coverage of any Human rights due diligence conducted.

During the year, we conducted Human Rights Due Diligence (HRDD) to identify, assess, and manage human rights risks across our operations. The due diligence covered key human rights areas such as forced and child labour, non-discrimination, equal opportunity, fair working conditions, health and safety, and dignity at workplace. The outcomes were reviewed at the management level, leading to the strengthening of human rights policies, enhancement of awareness initiatives, and improvements in systems, processes, and grievance redressal mechanisms.

P5.L3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

In line with our commitment to ensuring accessibility for differently abled individuals, as outlined in Principle 3, we strive to provide a comfortable and inclusive experience for all visitors, including customers, at our stores. Our stores located within malls, offices, and buildings are equipped with necessary accessibility features such as elevators, ramps, handrails, and designated seating areas.

For standalone stores, we ensure that differently abled visitors are appropriately assisted and provided with suitable seating arrangements to ensure convenience and ease of access.

P5.L4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	46.10%
Discrimination at workplace	46.10%
Child Labour	46.10%
Forced Labour/Involuntary Labour	46.10%
Wages	46.10%

P5.L5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

UN SDG linkages

Key stakeholders impacted

- Employees
- Management
- Communities
- Business Partners
- Regulatory and government bodies

Key material issues addressed

- Waste Management
- Water Conservation
- Sustainable Packaging
- Energy Management & Climate Action

Essential Indicators

P6.E1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2025-26	FY 2024-25
From renewable sources		
Total electricity consumption (A) (GJ)	1,447.35	1,354.52
Total fuel consumption (B) (GJ)	0	0
Energy consumption through other sources (C) (GJ)	0	0
Total energy consumed from renewable sources (A+B+C)	**1,447.35**	**1,354.52**
From non-renewable sources		
Total electricity consumption (D) (GJ)	4,27,499.23	4,03,397.75
Total fuel consumption (E) (GJ)	3,21,790.84	2,86,864.40
Energy consumption through other sources (F) (GJ)	0	0
Total energy consumed from non-renewable sources (D+E+F)	**7,49,290.07**	**6,90,262.15**
Total energy consumed (A+B+C+D+E+F)	**7,50,737.42**	**6,91,616.67**
Energy intensity per million rupees of turnover (Total energy consumption/ Revenue from operations in million rupees) (GJ/₹ Mn)	21.01	20.65

Parameter	FY 2025-26	FY 2024-25
Energy intensity per million rupees of turnover adjusted for Purchasing Power Parity* (PPP) (Total energy consumption/ Revenue from operations adjusted for PPP) (GJ/USD Mn)	427.41	426.62
Energy intensity in terms of physical output (Total energy consumption/Number of orders) (GJ/Order)	0.0110	0.0106
Energy intensity (Total energy consumption/Number of stores) (GJ/store)	427.04	415.64

**The revenue from operations has been adjusted using the International Monetary Fund's (IMF) latest PPP conversion factors for India: 20.34 for 2026 and 20.66 for 2025.*

An independent assurance has been carried out by DEKRA Testing, Inspection & Certification India Private Limited on the FY 2025-26 indicators in the table above.

P6.E2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, we are not a designated consumer of the PAT scheme.

P6.E3. Provide details of the following disclosures related to water:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	10,89,212.48	11,89,105.20
(iv) Seawater / desalinated water	-	-
(v) Others (Rainwater harvesting)	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**10,89,212.48**	**11,89,105.20**
Total volume of water consumption (in kilolitres)**	**2,17,842.50**	**2,37,821.04**
Water intensity per million rupees of turnover (Total Water consumed / Revenue from operations) (KL/ ₹ Mn)	6.10	7.10
Water intensity per million rupees of turnover adjusted for Purchasing Power Parity* (PPP) (Total water consumption/ Revenue from operations adjusted for PPP) (KL/USD Mn)	124.02	146.70
Water intensity in terms of physical output (Total water consumption/ Number of orders) (KL/order)	0.0032	0.0036
Water intensity (Total water consumption/Number of stores) (KL/store)	123.91	142.92

**The revenue from operations has been adjusted using the International Monetary Fund's (IMF) latest PPP conversion factors for India: 20.34 for 2026 and 20.66 for 2025.*

*** Water discharged is considered as 80% of the water withdrawn from source based on NITI Aayog report "Urban Wastewater Scenario in India" August 2022. Therefore, it is assumed that of the total water withdrawal, only 20% is consumed.*

An independent assurance has been carried out by DEKRA Testing, Inspection & Certification India Private Limited on the FY 2025-26 indicators in the table above

P6.E4. Provided the following details related to water discharged:

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties		
- No treatment (in kilolitres)	4,02,710.26	4,39,807.22
- With treatment – please specify level of treatment (in kilolitres)	1,63,850.60 (Tertiary Treatment) 3,04,809.12 (Primary Treatment)	1,19,861.40 (Tertiary Treatment) 3,91,615.55 (Primary Treatment)
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment		-
Total water discharged (in kilolitres)	**8,71,369.98**	**9,51,284.16**

** Water discharged is considered as 80% of the water withdrawn from source based on NITI Aayog report "Urban Wastewater Scenario in India" August 2022. Therefore, it is assumed that of the total water withdrawal, only 20% is consumed.*

An independent assurance has been carried out by DEKRA Testing, Inspection & Certification India Private Limited on the FY 2025-26 indicators in the table above

P6.E5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Our water conservation efforts are guided by our Environment and Waste Management Policy. We focus on reducing water consumption through the adoption of water-efficient technologies, optimisation of operational usage, and exploration of recycling opportunities.

While a zero liquid discharge mechanism has not been implemented at our facilities, our discharge levels remain within prescribed regulatory limits. Additionally, our stores reuse RO reject water for non-potable purposes as part of our water conservation initiatives. We also continue to review and enhance our water management practices to improve efficiency and minimise environmental impact.

P6.E6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2025-26	FY 2024-25
NOx	MT	3.17	2.36
SOx	MT	0.66	0.44
Particulate Matter (PM)	MT	0.58	0.41
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)		-	
Hazardous air pollutants (HAP)			
Others- please specify			

P6.E7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	36,843.47	28,363.09
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	84,312.35	81,463.94
Total Scope 1 and Scope 2 emissions intensity per million rupees of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCO_2e/ ₹ Mn	3.39	3.28
Total Scope 1 and Scope 2 emission intensity per million rupees of turnover adjusted for Purchasing Power Parity* (PPP) (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations adjusted for PPP)	tCO_2e/ USD Mn	68.98	67.75
Total Scope 1 and Scope 2 emission intensity in terms of physical output (Total Scope 1 and Scope 2 emissions /Number of orders)	tCO_2e/order	0.0018	0.0017
Total Scope 1 and Scope 2 emission intensity (Total Scope 1 and Scope 2 emissions /Number of stores)	tCO_2e/store	68.92	66.00

**The revenue from operations has been adjusted using the International Monetary Fund's (IMF) latest PPP conversion factors for India: 20.34 for 2026 and 20.66 for 2025.*

An independent assurance has been carried out by DEKRA Testing, Inspection & Certification India Private Limited on the FY 2025-26 indicators in the table above.

P6.E8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

We aim to reduce greenhouse gas (GHG) emissions across our operations. Our Environment and Waste Management Policy reinforce our approach to environmental protection and minimisation of carbon emissions across our stores and offices. During the year, we undertook several initiatives to reduce our GHG footprint, including:

- Use of clean energy through installation of solar panels
- Deployment of electric fryers
- Adoption of energy-efficient infrastructure such as LED lighting
- Optimisation of HVAC systems
- Optimisation of kitchen equipment usage to enhance energy efficiency
- Implementation of preventive maintenance practices to minimise energy losses
- Enhancement of insulation and refrigeration efficiency

P6.E9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	329.55	520.70
E-waste (B)	-	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	18.06	9.20
Radioactive waste (F)	-	-

Parameter	FY 2025-26	FY 2024-25
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	6,019.55	5,855.06
Waste cooking oil	897.59	843.91
Paper waste	1,688.54	1,866.70
Food waste	3,433.42	3,144.45
Total (A+B + C + D + E + F + G + H)	**6,367.16**	**6,384.96**
Waste intensity per million rupees of turnover (Total waste generated / Revenue from operations) (MT/₹ Mn)	0.18	0.19
Waste intensity per million rupees of turnover adjusted for Purchasing Power Parity* (PPP) (Total waste generated / Revenue from operations adjusted for PPP) (MT/USD Mn)	3.62	3.94
Waste intensity in terms of physical output (Total waste generated / Number of orders) (MT/order)	0.00009	0.00010
Waste intensity (Total waste generated/Number of stores) (MT/store)	3.62	3.84
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	4,347.26	853.11
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	**4,347.26**	**853.11**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling**	2,019.90	5,541.05
(iii) Other disposal operations	-	-
Total	**2,019.90**	**5,541.05**

**The revenue from operations has been adjusted using the International Monetary Fund's (IMF) latest PPP conversion factors for India: 20.34 for 2026 and 20.66 for 2025.*

***Waste is handed over to authorised vendors of local government bodies.*

An independent assurance has been carried out by DEKRA Testing, Inspection & Certification India Private Limited on the FY 2025-26 indicators in the table above.

P6.E10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

We follow sustainable waste management practices, focusing on reducing, reusing, and recycling materials across our operations to minimise environmental impact. Our Environment and Waste Management Policy outlines our approach to responsible waste handling.

We have established a robust framework supported by standard operating procedures (SOPs) for waste management, including segregation, food waste reduction, recycling, and minimisation initiatives across our stores.

Select waste management initiatives undertaken during the year include:

- 100% of our used cooking oil sent to biofuel industry.
- E-waste and battery waste are collected and disposed off through authorised recyclers.
- Segregation of wet and dry waste at stores, reinforced through regular employee training, with subsequent disposal through authorised waste vendors approved by local government bodies.
- Deployment of an automated forecasting tool that analyses order expectancy across all our restaurants. Powered by advanced data analytics and machine learning, this tool leverages historical sales data, seasonal patterns, and contextual factors to accurately predict customer demand. By aligning daily food preparation with these predictive insights, we are able to reduce overproduction and waste in our back-of-house kitchens – enhancing both resource efficiency and sustainability outcomes.

We follow preventive approach to the use of hazardous or toxic chemicals. Chemicals used for store cleaning and maintenance, hygiene, and pest control are handled, stored, and utilised in accordance with prescribed safety procedures and industry standards.

P6.E11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not applicable			

P6.E12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not applicable					

P6.E13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, we are compliant with applicable laws, regulation, and guidelines.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not applicable				

Leadership Indicators

P6.L1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

i. Name of the area: As per the Central Ground Water Authority categorisation, for all stores/offices located in water stress areas

ii. Nature of operations: Quick Service Restaurants

iii. Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	4,09,708.28	3,93,449.86
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (In kilolitres)	**4,09,708.28**	**3,93,449.86**
Total volume of water consumption (In kilolitres)	**81,941.66**	**78,689.97**
Water intensity per million rupees of turnover (Water consumed / turnover) – (KL/₹ Mn)	2.29	2.35
Water intensity (in terms of employees)	5.14	5.32
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) Into Groundwater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) Into Seawater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others	-	-
- No treatment	2,11,219.90	1,81,226.48
- With treatment – please specify level of treatment	31,516.12 (Tertiary Treatment) 85,030.60 (Primary Treatment)	6,671.69 (Tertiary Treatment) 1,26,861.72 (Primary Treatment)
Total water discharged (in kilolitres)	**3,27,766.62**	**3,14,759.89**

An independent assurance has been carried out by DEKRA Testing, Inspection & Certification India Private Limited on the FY 2025-26 indicators in the table above.

P6.L2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 Equivalent	1,32,000.27	1,22,781.51
Total Scope 3 emissions intensity per million rupees of turnover (Total Scope 3 GHG emissions / Revenue from operations)	tCO_2e/ ₹ Mn	3.69	3.67
Total Scope 3 emissions intensity per million rupees of turnover adjusted for Purchasing Power Parity* (PPP) (Total Scope 3 GHG emissions/ Revenue from operations adjusted for PPP)	tCO_2e/ USD Mn	75.15	75.74

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 3 emissions intensity in terms of physical output (Total Scope 3 emissions /Number of orders)	tCO_2e/order	0.00193	0.00188
Total Scope 3 emissions intensity (Total Scope 3 emissions /Number of stores)	tCO_2e/store	75.09	73.79

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

*The revenue from operations has been adjusted using the International Monetary Fund's (IMF) latest PPP conversion factors for India: 20.34 for 2026 and 20.66 for 2025.

An independent assurance has been carried out by DEKRA Testing, Inspection & Certification India Private Limited on the FY 2025-26 indicators in the table above.

P6.L3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable as per the response to Question 11.

P6.L4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of initiative
1.	Energy-efficient Operations and Renewable Energy	We continued to implement energy conservation measures across our restaurants, including the adoption of LED lighting, optimisation of HVAC systems, and use of energy-efficient kitchen equipment. Building on our sustainability initiatives, few of our KFC flagship stores continue to operate as a sustainable outlet, incorporating eco-friendly and vernacular materials. Locally sourced wood, recycled tiles, low-VOC paints, and natural clay tiles have been utilised in its construction to minimise the store's carbon footprint.	Energy-efficient Operations
2.	Sustainable Sourcing	We continue to prioritise sourcing from suppliers who adhere to sustainable practices. By collaborating with partners committed to reducing their carbon footprint and adopting environmentally responsible farming and production methods, we contribute to lowering emissions across the value chain. We have established procedures for sustainable sourcing, which continue to be strengthened to promote sustainable practices throughout our supply chain.	Sustainable Sourcing
3.	Green stores	Our select stores have been designed in alignment with the IGBC green-building principles, incorporating eco-friendly design principles aimed at optimising energy efficiency and minimising environmental impact.	Energy efficient stores
4.	Environmental Management System (EMS)	100% of our stores, warehouses, and commissaries have undergone internal verification against our Environmental Management System (EMS), aligned with internationally recognised standards, by specialist(s) from our corporate office.	EMS aligned facilities

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of initiative
5.	Food waste management	Our key initiatives involve the deployment of an automated forecasting tool that analyses order expectancy across all our restaurants. Powered by advanced data analytics and machine learning, this tool leverages historical sales data, seasonal patterns, and contextual factors to accurately predict customer demand. By aligning daily food preparation with these predictive insights, we are able to reduce overproduction and waste in our back-of-house kitchens – enhancing both resource efficiency and sustainability outcomes.	Resource efficiency
6.	Cooling oil waste management	100% of our used cooking oil was sent for recycling.	Resource efficiency
7.	Sustainable packaging	100% of paper-based packaging is made from FSC-certified fibre sourced from responsibly managed forests and recycled content.	Resource efficiency

P6.L5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

We have a robust business continuity and disaster management framework to safeguard employees and ensure uninterrupted operations during adverse events, including natural and human-induced disruptions. Our Business Continuity Plan (BCP), supported by our Data Backup and Recovery Policy, enables the timely resumption of critical processes, protection of information and personnel, and operational resilience during crises. Key features of our Business Continuity and Disaster Management Plan include:

- Safeguarding human life and organisational assets
- Store-level emergency preparedness protocols, including fire safety
- Defined recovery time objectives (RTO) and recovery point objectives (RPO) for restoration of critical operations
- Monitoring and maintenance of cold chain systems to prevent food spoilage
- Contingency plans for workforce availability, including cross-training for critical roles
- Timely and structured emergency response mechanisms at Company level
- Standardised SOPs for incident management and recovery
- Periodic testing of disaster recovery plans to ensure effectiveness
- Coordination with internal and external stakeholders for crisis management and recovery
- Regular review and updating of BCP frameworks to address evolving risks

P6.L6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Not applicable

P6.L7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

46.10% of our value chain partners, measured by the value of business conducted, were assessed for environmental impacts during the reporting period.

P6.L8. How many Green Credits have been generated or procured:

a. By the listed company

None

b. By the top 10 (in terms of value of purchases and sales, respectively) value chain partners

Not applicable

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

UN SDG linkages

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

Key stakeholders impacted

- Business Partners
- Regulatory and government bodies
- Media

Key material issues addressed

- Business Ethics, Governance
- Responsible Marketing and Customer Management

Essential Indicators

P7.E1. a. **Number of affiliations with trade and industry chambers/ associations.**

1

b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Retailers Association of India (RAI)	National

P7.E2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	None	

Leadership Indicators

P7.L1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/Half yearly/ Quarterly / Others – please specify)	Web Link, if available
			None		

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

UN SDG linkages

Key stakeholders impacted

- Employees
- Management
- Communities
- Business Partners
- Suppliers & Value Chain Partners

Key material issues addressed

- Economic Contribution
- Responsible Supply Chain

Essential Indicators

P8.E1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable					

P8.E2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not applicable						

P8.E3. Describe the mechanisms to receive and redress grievances of the community.

We have a robust grievance redressal mechanism to receive and address community concerns. We actively engage with local communities through visits and meetings to understand their grievances and take appropriate actions within defined timelines.

Community members may also raise concerns by reaching out to our Compliance Officer at **companysecretary@dil-rjcorp.com**. We ensure transparent, responsive, and ongoing communication with communities, with a focus on building positive and sustainable relationships. Grievances are tracked and reviewed periodically to ensure effective closure and continuous improvement. Insights from community feedback are also used to strengthen our processes and enhance our social impact initiatives.

P8.E4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.

	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	14.99%	18.09%
Sourced directly from within India	99.38%	99.93%

P8.E5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations, as % of total wage cost

Location	FY 2025-26	FY 2024-25
Rural	0%	0.51%
Semi-urban	1.05%	1.60%
Urban	24.70%	16.18%
Metropolitan	74.25%	81.71%

(Place categorized as per RBI Classification System – rural/ semi-urban/ urban/ metropolitan)

Leadership Indicators

P8.L1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not applicable	

P8.L2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In ₹)
We engage with NAPS which may belong to aspirational districts. They work in our stores which fall under aspirational districts			

P8.L3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? (Yes/No)**

We don't have a preferential procurement policy.

(b) **From which marginalised / vulnerable groups do you procure?**

Not applicable

(c) **What percentage of total procurement (by value) does it constitute?**

Not applicable

P8.L4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
None				

P8.L5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective Action Taken
Not applicable		

P8.L6. Details of beneficiaries of CSR Projects

S. No.	CSR Project	No. of persons benefited from CSR projects	% of beneficiaries from vulnerable and marginalised groups
1.	Empowering apprentices through knowledge sharing under the National Apprenticeship Promotion Scheme (NAPS)	>550	Not measured

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

UN SDG linkages

8 DECENT WORK AND ECONOMIC GROWTH

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

Key stakeholders impacted

- Employees
- Management
- Media
- Investors
- Suppliers & Value Chain Partners

Key material issues addressed

- Restaurant Food Safety & Quality
- Information Security & Data Privacy
- Responsible Marketing and Customer Management

Essential Indicators

P9.E1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Anchored in our "Customer First" philosophy, we are committed to continuously enhancing the customer experience across all our brands. Our Customer Grievance Redressal Policy outlines the standards and guidelines governing customer interactions and provides a clear, accessible mechanism for customers to share feedback or raise concerns related to their restaurant experience. To ensure grievances are addressed promptly and effectively, we follow a structured resolution process that promotes transparency and accountability. In parallel, we actively gather customer insights through various feedback channels to better understand evolving expectations, preferences, and areas for improvement. These insights help us refine our offerings, strengthen service quality, and deliver a consistently superior customer experience.

We frequently deploy Automated Guest Experience Surveys (GES), enabling customers to rate our outlets on parameters such as hospitality, cleanliness, and food via post-visit SMS. Feedback is further captured through our digital platforms, including brand websites and social media channels, where customer queries and concerns are closely monitored and addressed in a timely manner.

Overall, feedback is systematically analysed to identify recurring trends and improvement opportunities, and the insights generated are integrated into operational and training interventions to drive continuous improvement and maintain high levels of customer satisfaction.

P9.E2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

P9.E3. Number of consumer complaints in respect of the following:

	FY 2025-26			FY 2024-25		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Others – Customer Complaints	1,65,248	27	-	1,54,255	10	-

P9.E4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	Not applicable
Forced recalls	Nil	Not applicable

P9.E5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

We ensure a strong cybersecurity environment through proactive risk management and continuous monitoring to safeguard organisational data and information systems. Our cybersecurity framework is designed to address data privacy and information security risks through comprehensive controls and mitigation strategies aligned with industry standards and best practices.

The framework encompasses key domains, including cyber risk assessment, asset and configuration management, identity and access management, secure application development, incident detection and response, and employee awareness. Key measures implemented to mitigate cybersecurity risks include:

- Assessment and prioritisation of cyber threats based on potential impact and likelihood
- Regular training programmes to build employee awareness on secure practices, including password management and safe use of store applications
- Implementation of strict access controls to ensure authorised use of systems and applications
- Tested incident response plan to enable timely and effective action against cyber threats
- Periodic vulnerability assessments and security audits to identify and address control gaps
- Continuous monitoring of systems and networks to detect and respond to potential security incidents

P9.E6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable

P9.E7. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact

Nil

b. Percentage of data breaches involving personally identifiable information of customers

Nil

c. Impact, if any, of the data breaches

Not applicable

Leadership Indicators

P9.L1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Our product related information can be viewed on our official website (**https://dil-rjcorp.com**) and official social media platforms namely Facebook (Meta) & Instagram.

Specific product related information is available on the respective websites of

- KFC India – **https://online.kfc.co.in/**
  - Instagram: **https://www.instagram.com/kfcindia_official/**
  - Facebook: **https://www.facebook.com/KfcRestaurant/**
- Pizza Hut India – **https://www.pizzahut.co.in/**
  - Instagram: **https://www.instagram.com/pizzahut_india/**
  - Facebook: **https://www.facebook.com/pizzahutindia/**
- Costa Coffee India – **https://www.costacoffee.in/**
  - Instagram: **https://www.instagram.com/costacoffeeindia/**
  - Facebook: **https://www.facebook.com/CostaCoffee/**
- Vaango – **https://vaango.in/**
  - Instagram: **https://www.instagram.com/vaango_india/**
  - Facebook: **https://www.facebook.com/vaangoIndia**
- Biryani By Kilo – **https://biryanibykilo.com/**
  - Instagram: **https://www.instagram.com/biryanibykilo**
  - Facebook: **https://www.facebook.com/biryanibykilo**

P9.L2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Guided by our core value of "Customer First," we place strong emphasis on ensuring the safety and well-being of our customers. We provide access to detailed nutritional information, including allergen details, for all menu items through materials available at our stores, enabling customers to make informed choices.

At the point of service, customers are informed about handling precautions, including hot food and beverages. We regularly disseminate information on the safe and responsible use of our products through our official website and social media platforms. Additionally, our marketing and communication practices are governed by a Responsible Marketing Policy, ensuring accurate product disclosures and non-misleading communication.

P9.L3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Not applicable, as none of our products fall under the category of essential services.

P9.L4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

We comply with applicable regulations for the display of product-related information to ensure transparency and informed customer choices.

In addition, we frequently deploy Automated Guest Experience Surveys (GES), enabling customers to rate our outlets on parameters such as hospitality, cleanliness, and food via post-visit SMS. Survey responses are systematically analysed and addressed to enhance service quality and drive customer satisfaction.

INDEPENDENT ASSURANCE STATEMENT

INDEPENDENT REASONABLE ASSURANCE OF BRSR CORE AND LIMITED ASSURANCE OF BRSR DISCLOSURES REPORT TO DEVYANI INTERNATIONAL LIMITED ON NON-FINANCIAL IN THE BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT FOR THE FINANCIAL YEAR 2025 - 26

To,
The Board of Directors,
Devyani International Limited
Plot No.- 18, Sector-35, Gurugram-122004, Haryana

We ("DEKRA Testing, Inspection and Certification India Private Limited" or "DEKRA") have undertaken an assurance engagement for Devyani International Limited ("the Company" or "DIL") on DIL's Sustainability Information. Our engagement incorporate reasonable assurance to BRSR Core (Annexure I - Format of BRSR Core) and limited assurance to BRSR Format (Annexure II - Business Responsibility and Sustainability Reporting Format) other than BRSR Core, as per SEBI Circulars dated July 12, 2023 in the Business Responsibility & Sustainability Report (the "BRSR" or the "Report") for the year ended March 31, 2026. Our assurance engagement does not extend to information in respect of earlier periods or to any other information included. This engagement was conducted by a multidisciplinary team including assurance practitioners, engineers and experts, as per SEBI mandated Circular July 12, 2023.

Reporting Requirement - Standard/Framework

The disclosures of Sustainability Information are prepared by DIL in accordance with the requirements as mentioned under;

- Regulation 34(2)(f) of the Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended;
- Business Responsibility and Sustainability Reporting Requirements for listed entities per Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023; and
- SEBI Circulars (SEBI/HO/CFD/CFD-SEC-2/P/ CIR/2023/122 dated July 12, 2023; SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024 and clarifications thereto issued by SEBI.
- Greenhouse Gas (GHG) Protocol: A Corporate Accounting and Reporting Standard.

Professional Standards Applied

We performed the assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) Assurance Engagements other than Audits or Reviews of Historical Financial Information.

Scope, Boundary & Limitation

Scope

The scope of work includes the reasonable assurance to BRSR Core (Annexure I - Format of BRSR Core) disclosures and limited assurance to BRSR Format (Annexure II - Business Responsibility and Sustainability Reporting Format) disclosures[1] other than BRSR Core in the BRSR.

Boundary

The reporting boundary of the Sustainability Information on a standalone basis includes operations through its Corporate Office & Commissary in Gurugram and 1,758 stores & 15 warehouses across India.

Limitations

We conducted reasonable assurance to BRSR Core disclosures and limited assurance to BRSR Format disclosures[1] other than BRSR Core, as defined within the Business Responsibility and Sustainability Reporting (BRSR) framework. Certain limitations inherent to the subject matter and the assurance process were identified, as detailed below;

- Assurance engagement did not include procedures related to the Report's prospective information, encompassing targets, expectations, and ambitions. Consequently, no assurance conclusion is offered regarding such prospective information. Additionally, matters pertaining to Intellectual Property Rights and competitive issues are outside the scope of this assurance

[1] Refer "Summary of the Work we Performed as the Basis for our Assurance Opinion" for detail mapping of disclosures.

- DEKRA's assurance process proceeded without any limitations impacting the defined scope.
- Data verification was conducted by DEKRA using a sampling methodology. The reporting organization, DIL, bears sole responsibility for the authenticity of all data presented.
- DEKRA accepts no responsibility for any reliance placed on the BRSR Report by any person or third party.
- DEKRA did not evaluate the Company's financial data or performance. DEKRA referenced financial figures from the audited financial reports, and DIL will be responsible for the appropriate application of this financial data. DEKRA assumes no liability for the accuracy or completeness of the financial data contained within the Company's audited financial report.
- This assurance statement's applicability is restricted to the context defined by SEBI circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 (July 12, 2023) and the Industry Standards for BRSR Core reporting, as specified in SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 (December 20, 2024).
- The assessment is limited to data and information within the defined Reporting Period. Any data outside the period is not considered within the scope of assurance.
- The assessment does not include a review of the Company's strategy, or other related linkages expressed in the report. These aspects are not within the scope of the assurance engagement.
- The assurance does not extend to mapping the report with reporting frameworks other than those specifically mentioned. Any assessments or comparisons with frameworks beyond the specified ones are not considered in this engagement.
- Legal compliance is outside the scope of this assurance. The Company retains full responsibility for compliance with all relevant laws and regulations.
- This assurance is based on the assumption that the Company's data is complete, sufficient, and authentic.

Inherent Limitation

Inherent limitations in preparing the Company's BRSR information require the management to establish or interpret the criteria, make determinations about the relevancy of information to be included, and make estimates and assumptions that affect the reported information.

Measurement of certain amounts and BRSR metrics, some of which are estimates, is subject to substantial inherent measurement uncertainty, for example, GHG emissions, water footprint, energy footprint. Obtaining sufficient appropriate evidence to support our opinion/conclusion does not reduce the uncertainty in the amounts and metrics.

Responsibilities for the DIL's Management

Management of the Company is responsible for:

- Selecting or establishing suitable criteria for preparing the Sustainability Information, taking into account applicable laws and regulations related to reporting the Sustainability Information, if any, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the reporting requirement.
- The preparation and fair presentation of the Sustainability Information in accordance with the SEBI BRSR Framework.
- Designing, implementing and maintaining internal control relevant to the preparation and retention of the Sustainability Information in accordance with the SEBI BRSR Framework, to enable the preparation of such information that is free from material misstatement, whether due to fraud or error.

Those charged with governance are responsible for overseeing the Company's sustainability reporting process.

Our Responsibility

We are responsible for:

- Planning and performing the engagement to obtain desired assurance about whether the Sustainability Information is free from material misstatement, due to fraud or error;
- Forming an independent opinion, based on the evidence we have obtained; and
- Reporting our opinion to the Board of Directors of DIL.

As we are engaged to form an independent opinion on the Sustainability Information as prepared by the management of the Company, we are not involved in the preparation of the Sustainability Information as doing so may compromise our independence.

Our Independence, Quality Control and Statement of Competency

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior. DEKRA applied Internal Quality Control and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Our work was carried out by an independent and multidisciplinary team including assurance practitioners, engineers, and experts, in particular, to assist with determining the reasonableness of DIL's Sustainability Information. DEKRA assurance team, to the best of our knowledge, was not involved in any non-audit/ non-assurance work with the Company and its entities that could lead to any Conflict of Interest. DEKRA was not involved in the preparation of any statements or data included in the Report except the Assurance Statement for the DIL. DEKRA maintained complete impartiality during the assurance process. We did not provide any services to DIL in the scope of assurance for the reporting period that could compromise the independence or impartiality of our work.

Summary of the Work we Performed as the Basis for our Assurance Opinion

This assurance engagement involves performing procedures to obtain evidence about the Sustainability Information. The nature, timing and extent of procedures selected depend on professional judgment, including the assessment of risks of material misstatement, whether due to fraud or error, in the Sustainability Information. In making those risk assessments, we considered internal control relevant to DIL's preparation of the Sustainability Information. This assurance engagement also includes:

- Verified disclosures mapped during the evaluation, as tabulated below;

Particulars	Indicators	
SECTION A: General Disclosures	20, 21, 22, 25	
SECTION B: Management and Process Disclosures	–	
SECTION C: Principles	**Essential**	**Leadership**
Principle 1 (P1): Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.	E1, E2, E5, E6, E8[R], E9[R]	L1
Principle 2 (P2): Businesses should provide goods and services in a manner that is sustainable and safe.	E2(b)	–
Principle 3 (P3): Businesses should respect and promote the well-being of all employees, including those in their value chains.	E1(a), E1(b), E1(c)[R], E2, E5, E7, E8, E9, E11[R], E13, E14	L3, L5
Principle 4 (P4): Businesses should respect the interests of and be responsive to all its stakeholders.	–	–
Principle 5 (P5): Businesses should respect and promote human rights.	E1, E2, E3(a), E3(b)[R], E6, E7[R], E10	L4
Principle 6 (P6): Businesses should respect and make efforts to protect and restore the environment.	E1[R], E3[R], E4[R], E6, E7[R], E9[R]	L1, L2, L7
Principle 7 (P7): Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.	-	-
Principle 8 (P8): Businesses should promote inclusive growth and equitable development.	E4[R], E5[R]	-
Principle 9 (P9): Businesses should engage with and provide value to their consumers in a responsible manner.	E2, E3, E4, E7(a)[R], E7(b)[R]	-

Note: In the above disclosure mapping, disclosures with Reasonable Assurance are provided with superscript "R" and disclosures with Limited Assurance are without any superscript.

- Evaluating the suitability in the circumstances of DIL's use of the Standard/Framework, as the basis for preparing the Sustainability Information;
- Evaluating the appropriateness of measurement and evaluation methods, reporting policies used and the reasonableness of estimates made by DIL;
- DEKRA conducted interviews with key representatives, including data owners and decision-makers from different functions of DIL;
- DEKRA performed sample-based reviews of the mechanisms for implementing Sustainability-related policies and data management (qualitative and quantitative); and
- Evaluating the disclosures in, and overall presentation of, the Sustainability Information.

Assurance Methodology

Our approach was risk-based and directed our effort towards the Sustainability Information of DIL. We sought to establish whether the reported non-financial information within our assurance scope was reliable and whether the underlying data systems, controls and information flows were adequate to support it. Our risk-based evidence-gathering procedures included, but were not limited to, the following:

- **Review of records and data:** We inspected records, datasets and supporting evidence underlying the Essential and Leadership Indicators for assurance and examined the related management-approach narratives and reported performance data.
- **Discussions with responsible personnel:** We held discussions, on-site and remotely, with the personnel who own the data and operate the relevant processes, so as to corroborate the reported data and test the qualitative assertions.
- **Assessment of processes and controls:** We examined how the data is captured, consolidated and reported, and walked through the principal controls relied upon – including preparer -reviewer checks, SAP and system-based access and capture controls, the allocation of data ownership for each indicator, and the levels of management approval applied before the figures are reported.
- **Corroborative testing:** For the indicators and Core attributes within scope, we performed calculations, traced reported data to source records, carried out analytical comparisons and tested supporting documentation. For the reasonably assured Core attributes this extended to computing Scope 1 and Scope 2 emissions from underlying energy data, agreeing energy figures to utility records and renewable-energy evidence, tracing water-consumption and discharge figures to source records, agreeing the Lost Time Injury Frequency Rate and related safety data to incident registers and human-resource records, and agreeing waste quantities to disposal records and contractor confirmations.
- **Use of Estimates:** A number of the BRSR Core KPIs cannot be measured directly and are therefore reported on an estimated basis – typically recycled-waste quantities and water discharge. Where estimation was involved, we concentrated on whether the method adopted was appropriate and applied consistently, whether the underlying assumptions were reasonable, and whether the supporting data was sound, having regard to the Industry Standards on Reporting of BRSR Core and to industry-accepted factors. For intensity KPIs expressed on a turnover-adjusted (Purchasing Power Parity) basis; we checked that the conversion factor used corresponded to the relevant reporting year and had been applied consistently. We found the estimated element of each affected KPI to be immaterial relative to the reported total, and it did not alter our conclusion on the selected KPIs taken as a whole.
- **Sampling and Materiality:** Samples were chosen on a risk basis, giving weight to sites contributing materially to the reported environmental and safety figures, to KPIs carrying higher inherent risk because of estimation, and to the Core attributes and selected BRSR indicators, which were sampled more intensively given the reasonable-assurance level applied to them. For the sampled disclosures we applied a materiality threshold suited to non-financial assurance, informed by accepted practice under ISAE 3000 (Revised), by the inherent risk of each KPI – with emissions, water, LTIFR and fatalities receiving heightened attention and lower-risk items tested at threshold – and by the sensitivity of particular KPIs to investors, regulators and affected communities. Regulatory significance under the SEBI BRSR Core, estimation uncertainty and relevance to overall ESG performance could displace the quantitative threshold where relevant. For indicators where any single error carries weight – fatalities, permanent disabilities, POSH complaints upheld, regulatory non-compliances and customer data breaches – we treated any occurrence, misstatement or omission as material regardless of size.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our verification process includes, desk reviews, multiple onsite visits to DIL's Corporate Office and multiple online audits.

Assurance Conclusion

BRSR Core (Reasonable Assurance): In our opinion, DIL's Sustainability Information as BRSR Core attributes (Key Performance Indicators (KPIs) / metrics under 9 ESG attributes) as described under the 'Summary of the work we performed as the basis for our assurance conclusion' and reported in the Business Responsibility & Sustainability Report for the year ended March 31, 2026 is prepared, in all material respects, in accordance with the Reporting Requirement - Standard/Framework.

BRSR Report (Limited Assurance): Based on the procedures we have performed as described under the 'Summary of the work we performed as the basis for our assurance conclusion' and the evidence we have obtained, nothing has come to our attention that causes us to believe that DIL's Sustainability Information in the Business Responsibility & Sustainability Report of the annual reporting for the year ended March 31, 2026 is not prepared, in all material respects and in accordance with the Reporting Requirement - Standard/Framework.

Purpose and Restriction on Distribution and Use

Our Assurance Report has been prepared and addressed to the Board of Directors of the Company at the request of the Company solely, to assist the Company in reporting on the Company's sustainability performance and activities. Accordingly, we accept no liability to anyone, other than the Company. Our Assurance report should not be used for any other purpose or by any person other than the addressees of our report. We neither accept nor assume any duty of care or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

Kanwaldeep Singh Sachdev
General Manager Audit Division

Vivek Nigam
Head Sustainability Services

DEKRA Testing, Inspection & Certification India Private Limited

Certificate No.	**: DEKRABRSR2026C02R0**
Date	**: July 19, 2026**
Place	**: Pune**
Email	**: vivek.nigam@dekra.com**

INDEPENDENT AUDITOR'S REPORT

To the Members of Devyani International Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

1. We have audited the accompanying consolidated financial statements of **Devyani International Limited** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and its joint ventures, as listed in Annexure A, which comprise the Consolidated Balance Sheet as at 31 March 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of one of the joint auditors, O P Bagla & Co LLP and the other auditors on separate financial statements and on the other financial information of the subsidiaries and its joint ventures the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, and its joint ventures, as at 31 March 2026, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by one of the joint auditors, O P Bagla & Co LLP and the other auditors in terms of their reports referred to in paragraph 15 and 16 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of one of the joint auditors, O P Bagla & Co LLP and the other auditors on separate financial statements of the subsidiaries and its joint ventures, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matters
Impairment assessment of territory and franchisee rights, brands, goodwill and other non-current assets Refer note 2.2(f) for material accounting policy information and the note 6 and 44 for financial disclosures in the consolidated financial statements of the Group for the year ended 31 March 2026. As at 31 March 2026, the Group is carrying following balances in its consolidated financial statements: - Territory rights of ₹ 4,130.12 million, franchisee rights of ₹ 1,297.11 million, goodwill of ₹ 6,834.05 million and brands of ₹ 4,946.70 million arising on account of business combinations; and	Our audit procedures for impairment assessment of territory and franchisee rights, brands, goodwill and other non-current assets included, but were not limited to the following: a) Obtained an understanding from the management with respect to process and internal financial controls implemented by the Group to identify CGU, impairment indicators, allocation of goodwill, brands, territory and franchisee rights to related group of CGUs and determine recoverable value of CGU/ group of CGUs (as applicable) and evaluated the design implementation and tested the operating effectiveness of key internal financial controls;

Key audit matters	How our audit addressed the key audit matters
- other non-current assets of all the stores across various geographies (representing property, plant and equipment, intangible assets, right-of-use assets net of lease liabilities and allocated corporate assets) having aggregate carrying value of ₹ 19,165.57 million representing identifiable group of assets pertaining to cash generating units ("CGUs") (refer note 44), in its consolidated financial statements. In accordance with the requirements of Ind AS 36, Impairment of Assets (Ind AS 36), the Group has performed an annual impairment assessment of such territory and franchisee rights, goodwill, brands and other non-current assets, where impairment indicators have been identified, in order to determine whether the carrying value exceeds recoverable value as at 31 March 2026. The management has determined that investment in each store as indicated by other non-current assets constitutes a separate CGU which is tested for impairment as above. For this purpose, the Group, with the help of external valuation experts as applicable, has determined recoverable value of CGUs and allocated franchisee rights, brands and goodwill to group of CGUs to which they relate. Recoverable value is determined using DCF Model which required consideration of certain assumptions and estimates of future performance, gross margins, growth rates, discount rates, material price inflation, rent expense, salary and wages and royalty and marketing fees. Consequent to such impairment assessment, the Group has recorded an impairment charge of ₹ Nil against franchisee rights, brands and goodwill and an impairment charge of ₹ 158.38 million against other non-current assets. Due to the materiality of the amounts and significance of these management estimates and judgements to the Group's consolidated financial statements, which are inherently subjective, we have identified this area as a key audit matter for current year audit.	b) Assessed the professional competence and objectivity of the external valuation expert engaged by the management for performing the required valuations to estimate the recoverable value of CGUs; c) With the help of auditor's valuation experts, as applicable, performed the following procedures: o Evaluated appropriateness of identification of CGUs basis our understanding of the business and the valuation model used by the Group for determining the recoverable value of the CGUs; o Assessed the reasonableness of the key assumptions used in the DCF Model for computation of business projections and recoverable value as at 31 March 2026 such as growth rates, discount rates etc. o Performed sensitivity analysis in respect of such key assumptions to verify its appropriateness and impact on the recoverable value; o Tested the arithmetical accuracy of the computation of recoverable value of the CGUs; d) Analysed the performance of the CGUs basis our evaluation of the key assumptions and understanding of the business including current and expected market and economic conditions, and benchmarked growth rates for projections used in approved business plans and; e) Assessed the adequacy and appropriateness of the accounting policy used and disclosures made by the management included in note 6 and note 44 in respect of impairment of franchisee rights, brands, goodwill and other non-current assets, in accordance with the applicable accounting standards respectively.
Accounting for business combination Refer note 2.2(b) of material accounting policy information and the note 53 of the consolidated financial statements of the Group for the year ended 31 March 2026. As described in note 53 to the accompanying consolidated financial statements, the Group had acquired controlling interest in Sky Gate Hospitality Private Limited and its related entities on 10 June 2025 being the acquisition date. The Group had accounted for such acquisition as business acquisition in accordance with Ind AS 103, Business Combinations (Ind AS 103), which requires determination of control over the acquired entity, recognition of identifiable assets and liabilities in a business combination at fair values on the date of acquisition, with the excess of the purchase price over the fair values of identified assets and liabilities being recognised as goodwill as referred to in the note 53 to the accompanying financial statements.	Our audit procedures relating to accounting of the business combination included, but were not limited to the following: a) Obtained an understanding of overall accounting of the said acquisition from the management and evaluated the design, implementation and tested the operating effectiveness of key internal financial controls followed by the management for such accounting; b) Assessed the appropriateness of the accounting policy adopted by the Holding Company in terms of the requirements of Ind AS 103; c) Evaluated the agreements entered by the Group in relation to such acquisition; d) Reviewed management assessment of determination of control over the acquired entity including determination of acquisition date;

Key audit matters	How our audit addressed the key audit matters
Management has appointed a valuation expert for allocation of the purchase price to identified assets and liabilities. Pursuant to that, all identified assets (tangible and intangible) and liabilities are being carried at fair values on the date of acquisition. This acquisition has resulted in recognition of brands having indefinite life and goodwill amounting to ₹ 4,946.70 million and ₹ 1,705.41 million respectively as on the acquisition date representing a significant portion of the purchase price being attributable to aforesaid assets. Such Purchase Price Allocation (PPA) has been calculated using various valuation methods which involved significant management estimates regarding future business plans, lease rentals, discounts rates, revenue and terminal growth rates amongst others and judgements with relation to identification of intangible assets. Being a material acquisition for the Group and its impact on the consolidated financial statements and considering significant judgments, estimates and complexities involved for PPA, we have identified this matter as a key audit matter for current year's audit.	e) Obtained report of the management's external valuation experts for purchase price allocation, assessed the professional competence and objectivity of the management's expert and gained an understanding of the valuation approach by the valuation expert; f) Assessed the reasonability of the management estimates and judgements used to fair value identifiable assets and liabilities; g) Traced the purchase price to the share purchase agreement entered by the Group; h) Involved auditor's experts to assess the valuation assumptions and methodology considered by the management's expert for purchase price allocation; and i) Assessed the appropriateness and adequacy of disclosures given in the consolidated financial statements, including disclosure of significant assumptions and judgements, in accordance with applicable accounting standards.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its joint ventures in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, and its joint venture companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for assessing the ability of the Group and of its joint ventures to

continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern;

    - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and

    - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, and its joint ventures, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by one of the joint auditors, O P Bagla & Co LLP and the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's

report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not jointly audit the financial statements of eleven subsidiaries, whose financial statements reflects total assets of ₹ 31,044.65 million as at 31 March 2026, total revenues of ₹ 21,125.45 million and net cash inflows amounting to ₹ 3,086.24 million for the year ended on that date, as considered in the consolidated financial statements. Out of the above, financial statements of six subsidiaries whose financial statements reflects total assets of ₹ 4,498.60 million as at 31 March 2026, total revenues of ₹ 2,230.20 million and net cash outflows of ₹ 39.79 million for the year ended on that date, as considered in the consolidated financial statements, have been audited by one of the joint auditors, O P Bagla & Co LLP. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 5.12 million for the year ended 31 March 2026 in respect of two joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by one of the joint auditors, O P Bagla & Co LLP and the other auditors whose reports have been furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries and joint ventures, are based solely on the reports of one of the joint auditors, O P Bagla & Co LLP and the other auditors.

    Further, of these subsidiaries, five subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. One of the joint auditors, O P Bagla & Co LLP and other auditors have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by one of the joint auditors, O P Bagla & Co LLP and other auditors.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

16. The accompanying consolidated financial statements include the financial statements of one subsidiary, which have not been audited, and whose financial statements reflect total assets of ₹ 77.05 million as at 7 January 2026, total revenues of ₹ 147.24 million and net cash inflows of ₹ 0.93 million for the period ended on that date, as considered in the consolidated financial statements. These financial statements has been furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

17. As required by section 197(16) of the Act, based on our audit and on the consideration of the reports of one of the joint auditors, O P Bagla & Co LLP, referred to in paragraph 15, on separate financial statements of the subsidiaries and joint ventures, we report that the Holding Company, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to three subsidiaries and two joint ventures incorporated in India whose financial statements have been audited under the Act, since none of such companies is a public company as defined under section 2(71) of the Act.

18. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued

till date by us and by one of the joint auditors, O P Bagla & Co LLP as mentioned in paragraph 15 and 16 above, of companies included in the consolidated financial statements for the year ended 31 March 2026 and covered under the Act we report that:

Following are the qualifications/adverse remarks reported by us and one of the joint auditors, O P Bagla & Co LLP, in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2026 for which such Order reports have been issued till date and made available to us:

S No	Name	CIN	Holding Company / subsidiary / Associate / Joint Venture	Clause number of the CARO report which is qualified or adverse
1	Devyani International Limited	L15135DL1991PLC046758	Holding Company	Paragraph 3(i)(c), (vii)(a) and (vii)(b)
2	Sky Gate Hospitality Private Limited	U15122HR2015PTC056192	Subsidiary company	Paragraph 3(vii)(b)

19. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of one of the joint auditors, O P Bagla & Co LLP on separate financial statements and other financial information of the subsidiaries and joint ventures incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) Except for the matters stated in paragraph 19(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of one of the joint auditors, O P Bagla & Co LLP;

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) On the basis of the written representations received from the directors of the Holding Company, and taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiaries and joint ventures, covered under the Act, none of the directors of the Holding Company, its subsidiaries and joint ventures, are disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act.

f) The reservation relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 19(b), above on reporting under section 143(3)(b) of the Act and paragraph 19(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiaries and joint ventures covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure B' wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of one of the joint auditors, O P Bagla & Co LLP and the other auditors on separate financial statements and other financial information of the subsidiaries and joint ventures incorporated in India whose financial statements have been audited under the Act:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its joint ventures as detailed in Note 41 to the consolidated financial statements;

ii. The Holding Company, its subsidiaries and joint ventures did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries and joint ventures covered under the Act, during the year ended 31 March 2026;

iv. a. The respective managements of the Holding Company and its subsidiaries and joint ventures incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of their knowledge and belief as disclosed in note 54(d) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries and joint ventures to or in any person or entity, including foreign entities ('the Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiaries and joint ventures ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiaries and joint ventures incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint ventures respectively that, to the best of their knowledge and belief, as disclosed in the note 54(e) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries and joint ventures from any person or entity, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries and joint ventures shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries and joint ventures, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Holding Company, its subsidiaries, and joint ventures have not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in note 55 to the consolidated financial statements and based on our examination which included test checks and that performed by one of the joint auditors, O P Bagla & Co LLP of the subsidiaries and joint ventures, except for matters mentioned below, of the Holding Company which are companies incorporated in India and audited under the Act, the Holding Company and its subsidiaries and joint ventures, in respect of financial year commencing on 1 April 2025, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and respective auditors of the above referred subsidiaries and its joint ventures did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below. Furthermore, except for matters mentioned below, the audit trails have been preserved by the Holding Company as per the statutory requirements for record retention.

S No	Name	Nature of exception noted	Details of Exception
1	Devyani International Limited	Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of accounting records, sales invoicing and inventory management records by the Company.
2	Sky Gate Hospitality Private Limited Blackvelvet Hospitality Private Limited	Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled in respect of subsystem for sales recording.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256
UDIN: 26095256DNDYFH4618

Place: Gurugram
Date: 15 May 2026

For **O P Bagla & Co LLP**
Chartered Accountants
Firm Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155
UDIN: 26094155ZXIOEM9444

Place: Gurugram
Date: 15 May 2026

ANNEXURE A

List of entities included in the consolidated financial statements

Entity Name	Relationship
Devyani International Limited	Holding Company
Devyani International (Nepal) Private Limited	Subsidiary
RV Enterprises Pte. Limited	Subsidiary
Devyani International (Nigeria) Limited	Step-down subsidiary
Devyani International DMCC	Subsidiary
White Snow Company Limited	Step-down subsidiary
Blackbriar Company Limited	Step-down subsidiary
Yellow Palm Company Limited	Step-down subsidiary
Restaurant Development Co. Limited	Step-down subsidiary
Sky Gate Hospitality Private Limited*	Subsidiary
Blackvelvet Hospitality Private Limited*	Step-down Subsidiary
Say Chefs Eatery Private Limited*	Step-down Subsidiary
Peanut Butter and Jelly Private Limited*	Step-down Subsidiary (till 7 January 2026)
Devyani RK Private Limited	Joint Venture
Devyani PVR INOX Private Limited	Joint Venture

*w.e.f. 10 June 2025, refer note 2.1(f) and 53 to the accompanying consolidated financial statements.

ANNEXURE B

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of **Devyani International Limited** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and joint ventures as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by one of the joint auditors, O P Bagla & Co LLP in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the

possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of one of the joint auditors, O P Bagla & Co LLP on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

9. We did not jointly audit the internal financial controls with reference to financial statements in so far as it relates to three subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 1,499.29 million as at 31 March 2026, total revenues of ₹ 2,205.54 million and net cash outflows amounting to ₹ 49.12 million for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by one of the joint auditors, O P Bagla & Co LLP whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of one of the joint auditors, O P Bagla & Co LLP.

10. We did not jointly audit the internal financial controls with reference to financial statements in so far as it relates to one (1) subsidiary, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 77.05 million as at 07 January 2026, total revenues of ₹ 147.24 million and net cash inflows amounting to ₹ 0.93 million for the period ended on that date. The internal financial controls with reference to financial statements of this subsidiary company which is company covered under the Act, are unaudited and our opinion under Section 143(3)(i) of the Act on adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to the aforesaid subsidiary, which is company covered under the Act, is solely based on the corresponding internal financial controls with reference to financial statements report certified by the management of such company. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group. Our opinion is not modified in respect of the above matter with respect to our reliance on the internal financial controls with reference to financial statements report certified by the management.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256
UDIN: 26095256DNDYFH4618

Place: Gurugram
Date: 15 May 2026

For **O P Bagla & Co LLP**
Chartered Accountants
Firm Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155
UDIN: 26094155ZXIOEM9444

Place: Gurugram
Date: 15 May 2026

CONSOLIDATED BALANCE SHEET

as at 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

Particulars	Note	As at 31 March 2026	As at 31 March 2025
Assets			
Non-current assets			
Property, plant and equipment	3A	17,580.97	16,330.67
Capital work-in-progress	3B	77.81	34.59
Right-of-use assets	4	20,305.58	18,798.55
Investment properties	5	179.61	259.24
Goodwill	6	6,834.05	4,580.52
Other intangible assets	7	11,958.53	6,254.30
Investments accounted for using equity method	8	24.56	12.01
Financial assets			
(i) Loans	9	37.37	-
(ii) Other financial assets	10	1,671.90	1,520.70
Deferred tax assets (net)	35	-	574.34
Income tax assets (net)	35	66.48	8.21
Other non-current assets	11	238.61	274.94
Total non-current assets		**58,975.47**	**48,648.07**
Current assets			
Inventories	12	1,646.36	1,482.26
Financial assets			
(i) Trade receivables	13	640.78	413.10
(ii) Cash and cash equivalents	14	4,912.50	1,813.72
(iii) Bank balances other than cash and cash equivalents	15	35.52	-
(iv) Other financial assets	10	609.24	460.81
Income tax assets (net)	35	-	7.13
Other current assets	11	679.86	560.62
Total current assets		**8,524.26**	**4,737.64**
Total assets		**67,499.73**	**53,385.71**
Equity and liabilities			
Equity			
Equity share capital	16	1,232.94	1,206.27
Other equity	17	14,185.28	9,737.79
Equity attributable to owners of the Company		**15,418.22**	**10,944.06**
Non-controlling interests	51	3,433.87	3,078.58
Total equity		**18,852.09**	**14,022.64**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	19	7,856.33	6,700.52
(ii) Lease liabilities	18	22,567.24	20,787.30
(iii) Other financial liabilities	21	117.16	62.92
Provisions	22	940.09	662.83
Deferred tax liabilities (net)	35	429.36	-
Other non-current liabilities	23	23.13	20.92
Total non-current liabilities		**31,933.31**	**28,234.49**
Current liabilities			
Financial liabilities			
(i) Borrowings	20	5,747.61	2,617.12
(ii) Lease liabilities	18	2,160.28	1,771.06
(iii) Trade payables	24		
(a) total outstanding dues of micro and small enterprises		221.21	163.01
(b) total outstanding dues of creditors other than micro and small enterprises		5,929.34	4,248.36
(iv) Other financial liabilities	21	1,724.89	1,619.60
Other current liabilities	23	672.69	568.09
Provisions	22	249.41	135.77
Current tax liabilities (net)	35	8.90	5.57
Total current liabilities		**16,714.33**	**11,128.58**
Total liabilities		**48,647.64**	**39,363.07**
Total equity and liabilities		**67,499.73**	**53,385.71**

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

Place: Gurugram
Date: 15 May 2026

For and on behalf of the **Board of Directors of Devyani International Limited**

Manish Dawar
Whole-time Director (President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer
and Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Income			
Revenue from operations	25	56,114.79	49,510.52
Other income	26	451.12	369.89
Total income		**56,565.91**	**49,880.41**
Expenses			
Cost of materials consumed	27	17,674.70	15,348.98
Purchases of stock-in-trade	28	44.53	39.10
Employee benefits expense	29	8,295.58	7,104.36
Finance costs	30	2,757.36	2,648.30
Depreciation and amortisation expense	31	6,539.81	5,698.75
Provision for impairment loss (net)	32	158.38	224.54
Foreign exchange (gain)/loss (net)		(101.79)	89.16
Other expenses	33	21,545.92	18,596.10
Total expenses		**56,914.49**	**49,749.29**
(Loss)/profit before share of loss of joint ventures and exceptional items		**(348.58)**	**131.12**
Share of loss of joint ventures accounted using equity method		(5.12)	(3.24)
(Loss)/profit before exceptional items and tax		**(353.70)**	**127.88**
Exceptional items	34	(215.03)	-
(Loss)/profit before tax		**(568.73)**	**127.88**
Tax expense	35		
-Current tax		90.25	237.49
-Adjustment of taxes relating to earlier years		(3.79)	(9.34)
-Deferred tax (credit)		(229.84)	(31.27)
Total tax (credit)/expense		**(143.38)**	**196.88**
Loss for the year		**(425.35)**	**(69.00)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plans		15.09	(18.71)
Income tax relating to above mentioned item		(1.65)	3.66
Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations	.	795.13	700.38
Other comprehensive income for the year		**808.57**	**685.33**
Total comprehensive income for the year		**383.22**	**616.33**
(Loss)/profit attributable to:			
Owners of the Company		(386.31)	91.49
Non controlling interests	51	(39.04)	(160.49)
Other comprehensive income attributable to:			
Owners of the Company		441.11	374.47
Non controlling interests	51	367.46	310.86
Total comprehensive income attributable to:			
Owners of the Company		54.80	465.96
Non controlling interests	51	328.42	150.37
(Loss)/earnings per equity share of ₹ 1/- each)	36		
Basic (₹)		(0.31)	0.08
Diluted (₹)		(0.31)	0.08

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

Place: Gurugram
Date: 15 May 2026

For and on behalf of the **Board of Directors of Devyani International Limited**

Manish Dawar
Whole-time Director (President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer and Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
A. Cash flows from operating activities		
(Loss)/profit before tax	(568.73)	127.88
Adjustments for:		
Depreciation and amortisation expense	6,539.81	5,698.75
Provision for impairment loss (net)	158.38	224.54
Liabilities no longer required written back	(42.40)	(0.86)
Loss on disposal of property plant and equipment	25.91	39.60
Bad debts and advances written off	2.09	-
Loss allowance	54.40	16.28
Share of loss in joint ventures accounted using equity method	5.12	3.24
Unrealised foreign exchange (gain)/loss (net)	(194.07)	26.37
Finance costs	2,757.36	2,648.30
Employee stock option expense/(reversal) (refer note 42)	24.32	(92.11)
Interest income	(157.07)	(151.98)
Gain on sale of current investment	(4.63)	(0.92)
Gain on termination/modification of lease liabilities	(237.53)	(204.73)
Operating profit before working capital changes	**8,362.96**	**8,334.36**
Adjustments for changes in:		
- trade receivables	(211.30)	105.93
- inventories	(89.51)	(175.58)
- loans, other financial assets and other assets	(195.76)	(100.70)
- trade payables, other financial liabilities and other liabilities	1,442.47	818.33
Cash generated from operating activities	**9,308.86**	**8,982.34**
Income tax (paid)/refund (net)	(116.78)	19.86
Net cash generated from operating activities	**9,192.08**	**9,002.20**
B. Cash flows from investing activities		
Payments for purchase of property, plant and equipment and other intangible assets	(4,589.59)	(4,909.50)
Investment made in joint ventures	(17.67)	(15.20)
Proceeds from sale of property plant and equipment	181.80	91.26
Proceeds from disposal of current investment (net)	4.63	0.92
Term deposits made with banks	(348.17)	(439.25)
Proceeds from term deposits	342.85	638.72
Interest received	30.79	11.47
Net cash used in investing activities	**(4,395.36)**	**(4,621.58)**
C. Cash flows from financing activities		
Proceeds from issue of equity share capital	128.03	9.55
Share application money received pending allotment	-	3.03
Proceeds from non-current borrowings	2,200.00	513.79
Repayment of non-current borrowings	(1,699.85)	(801.91)
Proceeds from short term borrowings (net)	2,545.99	41.56
Payment of lease liabilities- principal	(1,804.44)	(1,415.42)

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

	Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
	Payment of lease liabilities- interest	(2,234.32)	(2,059.57)
	Transactions with non controlling interests (net) (refer note 51)	(585.14)	-
	Interest paid	(522.77)	(544.57)
	Net cash used in financing activities	**(1,972.50)**	**(4,253.54)**
D.	**Effect of foreign currency fluctuation arising out of consolidation**	**201.42**	**10.22**
E.	**Cash and cash equivalents acquired through business combination**	**73.14**	**-**
F.	**Net increase in cash and cash equivalents during the year (A+B+C+D+E)**	**3,098.78**	**137.30**
G.	**Cash and cash equivalents at the beginning of the year**	**1,813.72**	**1,676.42**
H.	**Cash and cash equivalents at the end of the year (refer note 14)**	**4,912.50**	**1,813.72**

Notes:

1 The Consolidated Statement of Cash Flows has been prepared in accordance with 'Indirect method' as set out in the Ind AS - 7 on 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules thereunder.

2 Significant non-cash transactions: acquisition of right-of-use assets and investment properties (refer note 4 and 5).

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

Place: Gurugram
Date: 15 May 2026

For and on behalf of the **Board of Directors of Devyani International Limited**

Manish Dawar
Whole-time Director (President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer
and Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

CONSOLIDATED STATEMENT OF CHANGE IN EQUITY

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

A. EQUITY SHARE CAPITAL

Particulars	Note	As at 31 March 2026		As at 31 March 2025	
		Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year	15	1,206,266,378	1,206.27	1,205,858,878	1,205.86
Issue of equity share capital		26,673,413	26.67	407,500	0.41
Balance at the end of the year		**1,232,939,791**	**1,232.94**	**1,206,266,378**	**1,206.27**

B. OTHER EQUITY

	Attributable to owners of the Company							Total attributable to owners of the Company	Attributable to Non controlling interest ("NCI")	Total
	Reserves and Surplus					Items of other comprehensive income				
	Share application money pending allotment	Securities premium	Employee stock options outstanding account	General reserve	Retained earnings	Foreign currency translation reserve	Other item of other comprehensive income *			
Balance as at 01 April 2024	**8.12**	**12,498.72**	**237.44**	**5.47**	**(4,552.16)**	**1,154.18**	**-**	**9,351.77**	**2,928.21**	**12,279.98**
(Loss)/profit for the year	-	-	-	-	91.49	-	-	91.49	(160.49)	(69.00)
Other comprehensive income for the year	-	-	-	-	-	390.07	(15.60)	374.47	310.86	685.33
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**91.49**	**390.07**	**(15.60)**	**465.96**	**150.37**	**616.33**
Securities premium received during the year	-	17.26	-	-	-	-	-	17.26	-	17.26
Share application money received	3.03	-	-	-	-	-	-	3.03	-	3.03
Employee stock options reserve reclassed	-	-	(58.07)	-	58.07	-	-	-	-	-
Employee stock options expense (refer note 42)	-	-	(92.11)	-	-	-	-	(92.11)	-	(92.11)
Transferred to retained earnings	-	-	-	-	(15.60)	-	15.60	-	-	-
Shares allotted during the year	(8.12)	9.07	(9.07)	-	-	-	-	(8.12)	-	(8.12)
Balance as at 31 March 2025	**3.03**	**12,525.05**	**78.19**	**5.47**	**(4,418.20)**	**1,544.25**	**-**	**9,737.79**	**3,078.58**	**12,816.37**
Balance as at 1 April 2025	3.03	12,525.05	78.19	5.47	(4,418.20)	1,544.25	-	9,737.79	3,078.58	12,816.37
(Loss)/profit for the year	-	-	-	-	(386.31)	-	-	(386.31)	(39.04)	(425.35)
Other comprehensive income for the year	-	-	-	-	-	428.11	13.00	441.11	367.46	808.57
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**(386.31)**	**428.11**	**13.00**	**54.80**	**328.42**	**383.22**
Securities premium received during the year	-	4,294.30	-	-	-	-	-	4,294.30	-	4,294.30
Shares allotted during the year	(3.03)	-	-	-	-	-	-	(3.03)	-	(3.03)
Transferred to retained earnings	-	-	-	-	13.00	-	(13.00)	-	-	-
Employee stock options reserve reclassified	-	-	(5.52)	-	5.52	-	-	-	-	-
Employee stock options expense (refer note 42)	-	-	24.32	-	-	-	-	24.32	-	24.32

CONSOLIDATED STATEMENT OF CHANGE IN EQUITY

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

	Attributable to owners of the Company							Total attributable to owners of the Company	Attributable to Non controlling interest ("NCI")	Total
		Reserves and Surplus				Items of other comprehensive income				
	Share application money pending allotment	Securities premium	Employee stock options outstanding account	General reserve	Retained earnings	Foreign currency translation reserve	Other item of other comprehensive income *			
Transferred to securities premium on exercise of stock options	-	65.94	(65.94)	-	-	-	-	-	-	-
Transactions with NCI	-	-	-	-	16.68	-	-	16.68	26.87	43.55
Purchase of additional stake in subsidiary from minority	-	-	-	-	60.42	-	-	60.42	(1,190.07)	(1,129.65)
Non controlling interest recognised on acquisition date (refer note 53)	-	-	-	-	-	-	-	-	1,190.07	1,190.07
Balance as at 31 March 2026	**-**	**16,885.29**	**31.05**	**5.47**	**(4,708.89)**	**1,972.36**	**-**	**14,185.28**	**3,433.87**	**17,619.15**

* Other item of other comprehensive income represents remeasurement of defined benefit plans.

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

Place: Gurugram
Date: 15 May 2026

For and on behalf of the **Board of Directors of**
Devyani International Limited

Manish Dawar
Whole-time Director (President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer
and Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

1. COMPANY INFORMATION/OVERVIEW

Devyani International Limited (the 'Company' or 'the Holding Company') is a public limited company domiciled in India having Corporate Identification Number L15135DL1991PLC046758, and its registered office is at F-2/7, Okhla Industrial Area, Phase-I, New Delhi - 110020. Subsequent to the year end, the Company changed its registered office to Plot No. 18, Sector-35, Gurugram - 122004, Haryana and was allotted a new CIN, i.e., L15135HR1991PLC143853. The Company was incorporated on 13 December 1991 as a private limited company under the provisions of Companies Act applicable in India. Subsequently, the Company changed its legal status from a private company to a public company on 9 May 2005. The shares of the Company got listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 16 August 2021. These Consolidated financial statements comprise the financial statements of the Company, its subsidiaries (collectively referred to as the 'Group') and its joint ventures.

Refer note 50 and 53 for details of investments made by the Company during the current and previous year.

The Group is primarily engaged in the business of developing, managing and operating quick service restaurants and food courts for brands such as Pizza Hut, KFC, Costa Coffee, Vaango, etc. in various countries such as India, Nepal, Nigeria and Thailand.

For details regarding subsidiaries and joint ventures of the Group, [refer note 2.1. (e) and 40].

2.1 BASIS OF PREPARATION

(a) Statement of compliance

The Consolidated financial statements comply with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 (the "Act"), relevant provisions of the Act and other accounting principles generally accepted in India. The Consolidated financial statements are prepared on accrual and going concern basis.

The Consolidated financial statements for the year ended 31 March 2026 were authorized and approved for issue by the Board of Directors on 15 May 2026.

(b) Basis of measurement

The Consolidated financial statements have been prepared on a historical cost basis, expect defined benefit obligations, where the fair value for planned assets, present value of defined benefit obligation as explained in (note 48) and share based payments (note 42) are measured at fair value.

(c) Critical accounting estimates and judgements

The preparation of Consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Changes in estimates are reflected in the Consolidated financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the Consolidated financial statements. Revisions of estimates are recognised on a prospective basis.

Information about key judgements in applying accounting policies that have the most significant effect on the Consolidated financial statements are as follows: -

- Note 2.2 (j) - judgment required to determine probability of recognition and estimates for recoverability of deferred tax assets;
- Note 2.2 (d) and 38 - judgment required to ascertain lease classification, lease term;
- Note 2.2 (g) and 41 - judgment is required to ascertain whether it is probable or not that an outflow of resources embodying economic benefits will be required to settle the taxation disputes and legal claim;
- Note 2.2 (l)- recognition and measurement of deferred incentives
- Note 2.1(e) and 51- control assessment of subsidiaries
- Note 2.2 (f)- identification of impairment indicators

Information about key areas of estimation/ uncertainty in applying accounting policies that have the most significant effect on the Consolidated financial statements are as follows: -

- Note 2.2 (h) and 48 - measurement of defined benefit obligations: key actuarial assumptions;

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

- Note 2.2 (a) and (b) - useful life and residual values of property, plant and equipment, fair valuation of investment properties and useful life of intangible assets;

- Note 2.2 (f), 6 and 44 - impairment assessment of non-financial assets (goodwill, other intangible assets, property, plant and equipment and investment property) and its key assumptions underlying recoverable amount;

- Note 42 - measurement of share-based payments;

- Note 2.2 (d) and 38 - incremental borrowing rate, lease and non-lease component, and impairment of ROU;

- Note 2 (c) and 12 - estimation of net realisable value of inventory

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year except for as disclosed in these financial statements.

(d) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to / by the Group.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorized within fair value hierarchy, described as follows, based on the lowest level of input that is significant to the fair value measurement as a whole.

- Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

(e) Basis of consolidation

The Consolidated financial statements include the financial statements of the Company and its subsidiaries (referred as "Group") and its joint ventures with the share of the total comprehensive income.

Subsidiaries

Subsidiaries are controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. The financial statements of subsidiaries are included in the Consolidated financial statements from the date on which control commences until the date on which control ceases.

The standalone financial statements of the Company and separate financial statements of the subsidiaries are Consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after eliminating intra-group balances, intra-group transactions and any unrealised incomes and expenses arising from intra-group transactions. These Consolidated financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interest ("NCI") which represents part of Consolidated net Statement of profit and loss and net assets of subsidiary that are not, directly or indirectly, owned or controlled by the Company, are excluded and presented in the Consolidated Balance Sheet separately within Equity. (refer note 51).

The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the Group's share of equity in the subsidiaries, is recognised as 'Goodwill on consolidation' and 'other identifiable intangibles' being assets in the Consolidated financial statements. The said goodwill and intangibles are not amortised, however, these are tested for impairment annually and the impairment loss, if any, is provided for. When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in the Consolidated Statement of profit and loss.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

Joint Ventures

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity where the strategic financial and operating policy decisions relating to the activities of the joint venture require the unanimous consent of the parties sharing control.

Investment in joint ventures are accounted using the equity method of accounting whereby an interest in joint venture is initially recorded at cost.

The carrying amount of the investment in a joint venture is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture, adjusted where necessary to ensure consistency with the accounting policies of the Group.

Where the Group's share of losses of joint ventures equals or exceeds its equity accounted interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains and losses on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

The list of subsidiaries considered for consolidation together with the proportion of shareholding held by the Group is as follows:

f) Subsidiaries

Name of the company	Country of incorporation	Ownership interest held as at 31 March 2026	Ownership interest held as at 31 March 2025	Non-controlling interest held as at 31 March 2026	Non-controlling interest held as at 31 March 2025	Principal business activities
Devyani International (Nepal) Private Limited	Nepal	100.00%	100.00%	0.00%	0.00%	Operating Quick Service Restaurants
RV Enterprizes Pte. Limited	Singapore	87.31%	87.19%	12.69%	12.81%	Special purpose vehicle holding investment in Devyani International Nigeria Limited
Devyani International (Nigeria) Limited (subsidiary of RV Enterprizes Pte. Limited)	Nigeria	68.75%	68.51%	31.25%	31.49%	Operating Quick Service Restaurants
Devyani International DMCC	Dubai	51.00%	51.00%	49.00%	49.00%	Special purpose vehicle holding investment in Restaurants Development Co., Ltd and its holding companies
White Snow Company Limited	Thailand	24.99%	24.99%	75.01%	75.01%	Special purpose vehicle holding investment in Blackbriar company Limited
Blackbriar Company Limited	Thailand	37.73%	37.73%	62.27%	62.27%	Special purpose vehicle holding investment in Yellow Palm company Limited
Yellow Palm Company Limited	Thailand	44.23%	44.23%	55.77%	55.77%	Special purpose vehicle holding investment in Restaurants Development Co., Ltd
Restaurants Development Co., Ltd	Thailand	47.55%	47.55%	52.45%	52.45%	Operating Quick Service Restaurants
Sky Gate Hospitality Private Limited*	India	100.00%	NA	0.00%	NA	Operating Quick Service Restaurants
Blackvelvet Hospitality Private Limited*	India	100.00%	NA	0.00%	NA	Operating Quick Service Restaurants
Say Chefs Eatery Private Limited*	India	100.00%	NA	0.00%	NA	Operating Quick Service Restaurants

*Acquired controlling stake on 10 June 2025. The Company's control has been established basis the ownership interest acquired and power to govern the operations/relevant activities of the acquired entities (refer note 53).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

ii) Equity accounted investee (Joint ventures)

Name of the company	Country of incorporation	Ownership interest held as at 31 March 2026	Ownership interest held as at 31 March 2025
Devyani PVR INOX Private Limited (incorporated on 26 July 2024)	India	51%	51%
Devyani RK Private Limited	India	51%	51%

There is no significant impact of the joint ventures on the operations of the Group during the year ended 31 March 2026.

The financial statements of the above group (subsidiaries) and joint ventures are drawn upto the same accounting period as that of the Group.

2.2 MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the periods presented in these Consolidated financial statements.

(a) Property, plant and equipment (PPE)

Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Further, wherever necessary, estimated costs of dismantling and removing the items and restoring the sites on which PPE is located are also considered as a part of cost of PPE.

Expenditure which are directly attributable to commissioning of quick service restaurants are capitalised. Other expenditure incurred during the commissioning phase, which is not directly attributable, is charged off to Consolidated Profit and Loss.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.

The cost of improvements to leasehold premises, if recognition criteria are met, are capitalised and disclosed separately under leasehold improvement.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of profit and loss when such asset is derecognised.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Group and the cost of the item can be measured reliably. All other subsequent cost are charged to Consolidated Statement of profit and loss at the time of incurrence.

Depreciation

Depreciation on PPE is provided on the straight-line method computed on the basis of useful life prescribed in Schedule II to the Companies Act, 2013 ('Schedule II') on a pro-rata basis from the date the asset is available for use. Considering the applicability of Schedule II as mentioned above, in respect of certain class of assets- the Group has assessed the useful lives (as mentioned in the table below) lower than as prescribed in Schedule II, based on the technical assessment.

Asset category	Useful life estimated by the management based on technical assessment (years)	Useful life as per Schedule II (years)
Building	30	60
Plant and equipment	3-12	15
Electrical Fitting	3-10	10
Office equipment	5-10	5
Computers	4- 6	3-6
Furniture and fixtures	3-6	10
Vehicles	5	6
Utensil and kitchen equipment	4-10	15

Freehold land is not depreciated.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

Leasehold improvements are depreciated on a straight-line basis over the period of the initial lease term or 8-10 years (as the case may be), whichever is lower. Any refurbishment of structure is depreciated over a period of 5 years or remaining lease term, whichever is lower.

Depreciation is calculated on a pro rata basis for assets purchased/sold during the year.

The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

Capital work-in-progress.

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

Investment properties

(Recognition and initial measurement)

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at their cost of acquisition, including transaction costs. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Group. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

Properties held under leases are classified as investment properties when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions. In case of subleases, where the Group is immediate lessor, the right of use arising out of related sub leases is assessed for classification as investment property.

Subsequent measurement (depreciation, useful lives and impairment)

Investment properties are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation on leased investment properties is provided on the straight-line method over the lease period of the right-of-use assets, depreciation on owned investment properties is provided on the straight-line method over the useful life of the asset.

Though, the Group measures investment properties using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model acceptable internationally.

De-recognition

Investment properties are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds, if any, and the carrying amount of the asset is recognized in the Statement of profit and loss in the period of de-recognition.

(b) Business combination and intangible assets

Business combination and goodwill

The Group accounts for the business combinations using the acquisition method when control is transferred to the respective company of the Group. The consideration transferred in the acquisition is generally measured at fair value as at the date the control is acquired ('acquisition date'), as are the net identifiable assets (tangible and other intangible assets) acquired and any non-controlling interest in the acquired business. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is more than the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in Other Comprehensive Income ('OCI') and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through OCI.

Any goodwill that arises is not amortised but is tested for impairment at least on an annual basis, based on a number of factors, including operating results, business plans and future cash flows.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

the acquirer. Such amounts are generally recognised in the Consolidated Statement of profit and loss.

Other intangible assets

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any.

Gain or losses arising from derecognition of other intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible assets and are recognised in the Consolidated Statement of profit and loss when the asset is derecognised.

i. Subsequent cost

Subsequent cost is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All the subsequent expenditure on other intangible assets is recognised in Consolidated statement of profit and loss, as incurred.

ii. Amortisation

Identified intangible assets with indefinite life (territory rights, franchisee rights, leasehold rights, license fees, computer software, website, brands) are tested for impairment on annual basis and hence not amortised.

Amortisation of intangible assets (with definite life) is calculated over their estimated useful lives as stated below using straight-line method. Amortisation is calculated on a pro-rata basis for assets purchased/ disposed during the year.

Amortisation has been charged based on the following useful lives:

Asset description	Useful life of asset (in years)
License fee/lease rights	10
Franchisee rights*	Indefinite
Computer software	6

* During the year, basis the current state of operations attributable to the operational synergies and expansion in market share in the acquired territories, the management had carried out a reassessment of useful life of such franchisee rights and has concluded it to be an asset with indefinite useful life w.e.f. 1 April 2024.

Amortisation method, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

(c) Inventories

Inventories consist of raw materials which are of a perishable nature and traded goods. Inventories are valued at lower of cost and net realisable value ('NRV'). Raw materials are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished goods will exceed their NRV. Cost of inventories has been determined using weighted average cost method and comprise all costs of purchase after deducting non-refundable rebates and discounts and all other costs incurred in bringing the inventories to their present location and condition.

Provision is made for items which are not likely to be consumed and other anticipated losses wherever considered necessary. The comparison of cost and NRV for traded goods is made on at item group level basis at each reporting date.

(d) Leases

The Group as a lessee

The Group enters into an arrangement for lease of buildings and office equipments. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 – Leases, at inception of the contract, the Group assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;

- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

- The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use. At inception or on reassessment of

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a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Measurement and recognition of leases as a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses (unless such right of use assets fulfills the requirements of Ind AS 40 - Investment Property and is accounted for as there under), if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Consolidated Statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Group presents right-of-use assets that do not meet the definition of investment property on the face of balance sheet below 'property, plant and equipment' and lease liabilities under 'financial liabilities' in the balance sheet.

The Group has elected not to apply the requirements of Ind AS 116-Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term in Consolidated Statement of profit and loss.

As a lessee, the Group determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations considering the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. Certain lease arrangements includes the options to extend or terminate the

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lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The Group as a lessor

When the Group acts as an intermediate lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

Lease payments

Lease payments in respect of assets taken on operating lease are charged to the Consolidated Statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate the lessor's expected inflationary cost increases.

(e) Borrowing costs

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs, if any.

(f) Impairment - non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGU'). Goodwill arising from a business combination is allocated to a CGU or groups of CGU that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognised in the Consolidated Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, as per management's best estimates and its business plans, are as under:

- Gross margins
- Discount rates
- Material price inflation
- Growth rate
- Rent expense
- Salaries and wages
- Royalty and marketing fees

The management believes that no reasonably possible change in any of the key assumptions used in value in use calculation would cause the carrying value of the CGU to materially exceed its value in use.

Gross margins - Gross margins are based on average values achieved in the preceding years and is based on management's best estimate for future periods.

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and is derived from its weighted average cost of capital (WACC). The cost of equity is derived from the expected return on investment by the Company's investors.

Materials price inflation - Past actual material price movements are used as an indicator of future price movements.

Growth rate estimates - Rates are based on management's estimate through internal and published industry research.

Rent expense, salaries and wages, royalty and marketing expenses - Past actual rate movements are used as an indicator of future rate movements. Any subsequent changes in the above factors could impact the recoverable value

(g) Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Further, provision for site restoration costs has been recognised based on best available estimates and committed liabilities to be incurred in future.

Contingent liabilities

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognised in Consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(h) Employee benefits

Short-term employee benefits

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post-employment benefit plans

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Defined benefit plans

The Group has an obligation towards gratuity and severance pay, the defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service.

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Gratuity liability is partially funded by the Group through annual contribution to DIL Employees Gratuity Trust (the 'Trust') against ascertained gratuity liability. The Trustees administer contributions made to the Trust and contributions are invested in a scheme with the Life Insurance Corporation of India as permitted by the laws of India.

The liability recognised in the Consolidated balance Sheet in respect of defined benefit gratuity plan and severance pay is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost and other costs are included in employee benefits expense in the Consolidated Statement of profit and loss.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in other comprehensive income and transferred to retained earnings.

Changes in the present value of the defined benefit obligation resulting from settlement or curtailments are recognised immediately in Consolidated Statement of profit and loss as past service cost.

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Other long-term employee benefits

Compensated absences

The Group's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognised in Consolidated Statement of profit and loss in the period in which they arise.

Long service award

The Group also have obligations towards long service award for certain employees completing specified years of service. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognized in Consolidated Statement of profit and loss in the period in which they arise.

(i) Share based payments

The group has equity settled share options. The grant-date fair value of equity-settled share-based payment arrangements granted to eligible employees of the Group under the Employee Stock Option Scheme ('ESOS') is recognised as employee stock option scheme expenses in the Consolidated Statement of profit and loss, in relation to options granted to employees of the Group (over the vesting period of the awards), with a corresponding increase in other equity. The amount recognised as an expense to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. The increase in equity recognised in connection with a share based payment transaction is presented in the "Employee stock options outstanding account", as separate component in other equity. For share-based payment awards with market conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. At the end of each period, the Group revises its estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

In case of forfeiture of vested options, the reserve amount is transferred within other equity from employee stock options outstanding account to retained earnings.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(j) Income taxes

Income tax expense comprises of current tax and deferred tax. It is recognised in the Consolidated Statement profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted or substantively enacted at the end of the reporting period.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets levied by the same tax authorities.

(k) Foreign currency transactions and translations

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Group at the exchange rates at the date of the transactions.

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Consolidated Statement of profit and loss.

Foreign exchange gains/(losses) arising on translation of foreign currency monetary loans are presented in the Consolidated Statement of profit and loss on net basis. However, foreign exchange differences arising from foreign currency monetary loans to the extent regarded as an adjustment to borrowing costs are presented in the Consolidated Statement of profit and loss, within finance costs.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Foreign operations

The assets and liabilities of foreign operations including goodwill and fair value adjustments arising on acquisition, are translated into Indian rupees (₹), the functional currency of the Group at the exchange rate at the reporting date. The income and expenses of foreign operations are translated to Indian rupees (₹) at exchange rates at the date of transactions or an average rate if the average rate approximates the actual rate at the date of transaction.

Foreign currency translation differences are recognised in other comprehensive income and accumulated in equity and attributed to non-controlling interests as applicable.

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A long-term receivables or loans payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future is, that in substance, a part of the entity's net investment in that foreign operation. Exchange differences arising on net investment in a foreign operation shall be recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements ,that include the foreign operation and the reporting entity (i.e Consolidated financial statements when the foreign operation is a subsidiary), such exchange differences shall be recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal of the net investment. (refer note 49)

(l) Revenue recognition and other income

Under Ind AS 115 - Revenue from Contracts with Customers, revenue is recognised upon transfer of control of promised goods or services to customers. Revenue is measured at the transaction price agreed with the customers received or receivable, excluding discounts, incentives, performance bonuses, price concessions, amounts collected on behalf of third parties, or other similar items, if any, as specified in the contract with the customer. Revenue is recorded provided the recovery of consideration is probable and determinable.

Sale of products

Revenue from the sale of products is recognised at a point in time, upon transfer of control of products to the customers which coincides with their delivery and is measured at transaction price received/receivable, net of discounts, amount collected on behalf of third parties and applicable taxes.

Revenue from outdoor catering services is recognised on completion of the respective services agreed to be provided, the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

Service income and management fee

Revenue from marketing support services, management fee and auxiliary and business support services are in terms of agreements with the customers and are recognised on the basis of satisfaction of performance obligation over the duration of the contract from the date the contracts are effective or signed provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

Rental income

Revenue from rentals is recognised over the period of the contract provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

Scrap sale

Sale of scrap is recognised upon transfer of control of products to the customers which coincides with their delivery to customer.

Interest income

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method.

Incentive

The Group is eligible for certain benefits based on the number of stores opened under the development agreement entered with the franchisor. The reimbursements (incentives) are recognized only when, it is virtually certain that they will be received and are netted off against related expenses over the period of expected benefits. Unamortized incentives are presented as "deferred incentives' in the Consolidated financial statements.

Contract assets and contract liabilities

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liabilities are on account of the advance payment received from customer for which performance obligation has not yet been completed.

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially satisfied) performance obligations, along with the broad time band for the expected time to recognise those revenues, the Group has applied the practical expedient in Ind AS 115.

Accordingly, the Group has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts.

(m) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Recognition and initial measurement

Debt instruments are initially recognised when they are originated. All other financial assets are initially recognised when the Group becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, for an item not at fair value through Consolidated Statement of profit and loss, transaction costs that are attributable to its acquisition or use.

Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

Classification

For the purpose of initial recognition, the Group classifies its financial assets in following categories:

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI); and
- Financial assets measured at fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset being 'debt instrument' is measured at the amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Subsequent measurement

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the Consolidated Statement of profit and loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Consolidated Statement of profit and loss.

Impairment of financial assets (other than financial assets measured at fair value)

The Group recognises loss allowances using the Expected Credit Loss ('ECL') model for the financial assets which are not fair valued through Consolidated Statement of profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the Consolidated Statement of profit and loss.

Financial liabilities

Recognition and initial measurement

All financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, for an item not at fair value through profit and loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of profit and loss. Financial Liabilities at FVTPL includes non-convertible redeemable Preference shares.

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Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Consolidated Statement of profit and loss. Any gain or loss on derecognition is also recognised in the Consolidated Statement of profit and loss.

Derecognition

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Consolidated Statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount presented in the Consolidated Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

(n) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its equity shares. Basic EPS is calculated by dividing the Consolidated Statement of profit and loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting Consolidated Statement of profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares, which comprise share options granted to employees.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

(o) Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

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(p) Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(q) Segment reporting

As the Group business activity primarily falls within a single business and geographical segment and the Chief Operating Decision Maker monitors the operating results of its business units not separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, thus there are no additional disclosures to be provided under Ind AS 108 – "Segment Reporting". The management considers that the various goods and services provided by the Group constitutes single business segment, since the risk and rewards from these services are not different from one another. The analysis of geographical segments is based on geographical location of the customers.

(r) Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Group operates, i.e., the functional currency, to be Indian Rupees (₹). The financial statements are presented in Indian Rupees, which is the Group's functional and presentation currency. All amounts have been rounded to the nearest millions up to two decimal places, unless otherwise stated. Consequent to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute amounts.

(s) Exceptional items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Group's financial performance.

(t) Cash flow statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Group are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less having insignificant impact and risk of change in value.

(u) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

During the year 2025-26, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. 01 April 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. These amendments do not have an impact on the classification of the Group's liabilities as at the balance sheet date.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. 01 April, 2025 – the amendment in AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities

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and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Group has reviewed the amendments and based on its evaluation has determined that it does not have any material impact on its financial statements.

3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. The Group has reviewed the amendments and based on its evaluation has determined that it does not have any material impact on its financial statements.

4. Ind AS 21, Effects of Changes in Foreign Exchange Rates, applicable w.e.f. 01 April, 2025 - These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The Group has reviewed the amendments and based on its evaluation has determined that it does not have any material impact on its financial statements.

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3A. PROPERTY, PLANT AND EQUIPMENT

Particulars	Freehold Land	Buildings	Leasehold improvements	Plant and equipment	Furniture and fixtures	Electrical fittings	Office equipment	Computers	Utensil and kitchen equipment	Vehicles	Total
Gross carrying amount											
As at 1 April 2024	800.64	458.33	10,409.46	10,051.64	816.02	227.08	413.50	1,611.33	837.59	45.27	25,670.86
Additions	-	-	1,773.96	1,742.41	153.76	38.25	96.60	315.89	221.68	13.02	4,355.57
Disposals	-	-	441.52	310.67	79.78	6.40	15.40	39.41	41.14	1.33	935.65
Exchange differences on translation of foreign operations	-	-	545.92	266.75	8.94	-	(0.23)	58.61	-	(0.44)	879.55
As at 31 March 2025	**800.64**	**458.33**	**12,287.82**	**11,750.13**	**898.94**	**258.93**	**494.47**	**1,946.42**	**1,018.13**	**56.52**	**29,970.33**
Acquisition of subsidiary (refer note 53)	-	-	322.79	395.66	17.44	-	61.37	28.79	-	9.29	835.34
Additions	-	-	1,752.12	1,621.40	108.38	29.53	110.22	381.81	168.70	17.53	4,189.69
Disposals	-	-	454.20	368.16	39.47	9.93	24.32	56.88	54.42	16.18	1,023.56
Exchange differences on translation of foreign operations	-	-	928.44	479.77	50.49	-	3.42	95.83	-	0.98	1,558.93
As at 31 March 2026	**800.64**	**458.33**	**14,836.97**	**13,878.80**	**1,035.78**	**278.53**	**645.16**	**2,395.97**	**1,132.41**	**68.14**	**35,530.73**
Accumulated depreciation											
As at 1 April 2024	-	100.16	4,956.11	3,629.51	372.07	85.42	134.45	851.13	262.42	32.52	10,423.79
Depreciation	-	15.29	1,374.29	1,046.26	123.65	28.80	46.64	260.26	144.70	7.92	3,047.81
Disposals	-	-	402.81	242.47	72.69	4.87	10.37	36.98	32.09	0.96	803.24
Exchange differences on translation of foreign operations	-	-	336.41	152.33	6.49	-	0.39	40.65	-	(0.32)	535.95
As at 31 March 2025	**-**	**115.45**	**6,264.00**	**4,585.63**	**429.52**	**109.35**	**171.11**	**1,115.06**	**375.03**	**39.16**	**13,204.31**
Acquisition of subsidiary (refer note 53)	-	-	170.34	237.34	12.85	-	37.05	25.99	-	4.23	487.80
Depreciation	-	15.29	1,592.33	1,197.83	134.33	29.62	64.93	290.36	153.25	11.38	3,489.32
Disposals	-	-	376.55	274.66	35.27	8.50	15.63	45.04	48.01	11.74	815.40
Exchange differences on translation of foreign operations	-	-	598.78	288.46	27.70	-	2.29	67.56	-	0.80	985.59
As at 31 March 2026	**-**	**130.74**	**8,248.90**	**6,034.60**	**569.13**	**130.47**	**259.75**	**1,453.93**	**480.27**	**43.83**	**17,351.62**
Accumulated impairment											
As at 1 April 2024	-	10.45	42.80	155.43	8.77	3.52	11.70	10.08	8.16	0.87	251.78
Impairment loss	-	-	189.12	-	-	-	-	-	-	-	189.12
Disposals	-	-	4.72	3.03	0.18	0.09	0.08	0.08	0.44	0.01	8.63

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Particulars	Freehold Land	Buildings	Leasehold improvements	Plant and equipment	Furniture and fixtures	Electrical fittings	Office equipment	Computers	Utensil and kitchen equipment	Vehicles	Total
Exchange differences on translation of foreign operations	-	-	3.08	-	-	-	-	-	-	-	3.08
As at 31 March 2025	**-**	**10.45**	**230.28**	**152.40**	**8.59**	**3.43**	**11.62**	**10.00**	**7.72**	**0.86**	**435.35**
Impairment loss	-	-	157.60	-	-	-	-	-	-	-	157.60
Exchange differences on translation of foreign operations	-	-	5.19	-	-	-	-	-	-	-	5.19
As at 31 March 2026	**-**	**10.45**	**393.07**	**152.40**	**8.59**	**3.43**	**11.62**	**10.00**	**7.72**	**0.86**	**598.14**
Net carrying amount											
As at 31 March 2025	**800.64**	**332.43**	**5,793.54**	**7,012.10**	**460.83**	**146.15**	**311.74**	**821.36**	**635.38**	**16.50**	**16,330.67**
As at 31 March 2026	**800.64**	**317.14**	**6,195.00**	**7,691.80**	**458.06**	**144.63**	**373.79**	**932.04**	**644.42**	**23.45**	**17,580.97**

i) For details regarding charge on property, plant and equipment- refer note 19.

ii) For details regarding capitalisation of expenses incurred during construction period- refer note 43.

iii) For details regarding contractual commitments for the acquisition of property, plant and equipment- refer note 41.

iv) For details regarding impairment - refer note 44.

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3B. CAPITAL WORK-IN-PROGRESS (CWIP)*

Particulars	As at 31 March 2026	As at 31 March 2025
At the beginning of the year	34.59	119.73
Additions	4,046.26	4,286.83
Transfers to property, plant and equipment	(4,003.04)	(4,382.30)
Exchange differences on translation of foreign operations	-	18.93
Capital work-in-progress (before impairment)	**77.81**	**43.19**
Impairment	-	(15.09)
Exchange differences on translation of foreign operations	-	6.49
At the end of the year	**77.81**	**34.59**

CWIP ageing schedule (gross)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress					
As at 31 March 2026	74.10	3.71	-	-	77.81
As at 31 March 2025	34.59	-	-	-	34.59
Projects temporarily suspended (refer note below)					
As at 31 March 2026	-	-	-	-	-
As at 31 March 2025 (refer note i)	-	-	-	8.60	8.60

*CWIP comprises of cost incurred for stores under construction

Note :

(i) In one of the subsidiaries, during earlier years a few stores were under construction for more than three years and could not be completed because of certain reasons, consequent to which an impairment charge of ₹ 15.51 was recorded previously. During the year ended 31 March 2025, the stores were completed and impairment charge amounting to ₹ 0.42 was reversed.

(ii) There are no projects other than above as on each reporting period end where activity has been suspended. Also, there are no projects as on the reporting period end which has exceeded cost as compared to its original plan or where completion is overdue other than above.

(iii) Temporarily suspended projects do not include those projects where temporary suspension is a necessary part of the process of getting an asset ready for its intended use.

4. RIGHT-OF-USE ASSETS (REFER NOTE 38)

Amounts recognised in consolidated balance sheet

The balance sheet shows the following amounts relating to leases:

Particulars	As at 31 March 2026	As at 31 March 2025
Right-of-use assets*		
Leasehold property **	31,158.65	26,493.63
Accumulated depreciation	(10,629.28)	(7,474.35)
Accumulated impairment	(223.79)	(220.73)
Net carrying amount	**20,305.58**	**18,798.55**

* Refer note 53 (Right of use of assets acquired through business combination)

** Includes the addition of ₹ 5,072.81 (31 March 2025 : ₹ 4,486.82)

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5. INVESTMENT PROPERTIES (REFER NOTE 39)

Particulars	Leasehold investment property#	Owned investment property	Total
Gross carrying amount			
As at 1 April 2024	295.72	169.63	465.35
Additions	51.44	-	51.44
Disposals	(63.47)	-	(63.47)
As at 31 March 2025	**283.69**	**169.63**	**453.32**
Additions	6.31	-	6.31
Disposals	(108.31)	-	(108.31)
As at 31 March 2026	**181.69**	**169.63**	**351.32**
Accumulated depreciation			
As at 1 April 2024	139.01	18.36	157.37
Depreciation	23.42	5.65	29.07
Disposals	(32.26)	-	(32.26)
As at 31 March 2025	**130.17**	**24.01**	**154.18**
Depreciation	16.12	5.65	21.77
Disposals	(44.14)	-	(44.14)
As at 31 March 2026	**102.15**	**29.66**	**131.81**
Accumulated impairment			
As at 1 April 2024	39.90	-	39.90
Disposals	-	-	-
As at 31 March 2025	**39.90**	**-**	**39.90**
Disposals	-	-	-
As at 31 March 2026	**39.90**	**-**	**39.90**
Net carrying amount as at 31 March 2025	**113.62**	**145.62**	**259.24**
Net carrying amount as at 31 March 2026	**39.64**	**139.97**	**179.61**

Portion of leased properties which are subleased/ available for subleasing to other parties.

6. GOODWILL

Particulars	Goodwill on consolidation	Goodwill on business combination	Total
Gross carrying amount			
As at 1 April 2024	206.17	4,287.00	4,493.17
Exchange differences on translation of foreign operations	-	293.52	293.52
As at 31 March 2025	**206.17**	**4,580.52**	**4,786.69**
Acquisition of subsidiary (refer note 53)	-	1,705.41	1,705.41
Exchange differences on translation of foreign operations	-	548.12	548.12
As at 31 March 2026	**206.17**	**6,834.05**	**7,040.22**
Accumulated impairment			
As at 1 April 2024	206.17	-	206.17
Impairment loss#	-	-	-
As at 31 March 2025	**206.17**	**-**	**206.17**
Impairment loss#	-	-	-
As at 31 March 2026	**206.17**	**-**	**206.17**
Net carrying amount			
As at 31 March 2025	**-**	**4,580.52**	**4,580.52**
As at 31 March 2026	**-**	**6,834.05**	**6,834.05**

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#Impairment assessment for goodwill

Goodwill arising on consolidation

The Group tests goodwill arising on consolidation for impairment annually. For the purposes of impairment assessment, goodwill on consolidation is allocated to respective subsidiary entity "CGU" within.

The carrying amount of goodwill is attributable to the following CGU/group of CGUs:

Particulars	As at 31 March 2026	As at 31 March 2025
Devyani Food Street Private Limited - (merged with the Company w.e.f 1 April 2022)	139.88	139.88
Devyani Airport Services (Mumbai) Private Limited (merged with the Company w.e.f 1 April 2022)	54.63	54.63
RV Enterprizes Pte. Limited	11.66	11.66
Less: Impairment	(206.17)	(206.17)
Total	**-**	**-**

For CGUs containing goodwill, management conducts impairment assessment and compares the carrying amount of such CGU with its recoverable amount. Recoverable amount is value in use of the CGU computed based upon discounted cash flow projections. The key assumptions used for computation of value in use are the sales growth rate, gross margins and discount rate which involve inherent uncertainty since they are based on management's calculations after considering, past experiences and other available internal information and are consistent with external sources of information to the extent applicable. The post-tax discount rate is applied to cash flow projections.

Goodwill on business combination

Particulars	As at 31 March 2026	As at 31 March 2025
Goodwill on acquisition of KFC stores on 01 October 2018 (refer note A)	9.49	9.49
Goodwill on acquisition of KFC stores on 11 December 2019 (refer note B)	495.08	495.08
Goodwill on acquisition of KFC stores on 18 January 2024 (refer note C)	4,624.07	4,075.95
Goodwill on acquisition on 10 June 2025 (refer note D)	1,705.41	-
	6,834.05	**4,580.52**

Note A: Impairment Testing was performed by management on goodwill arising from acquisition of stores from YUM. The assessment was carried out using the assumption outlined below (refer note B). Based on the impairment test performed by management, the recoverable amount of CGU exceeds the carrying value of the CGUs, including the associated goodwill. Accordingly, no impairment is required to be recorded.

Note B: During earlier years, the Group had acquired 60 stores from Yum Restaurants (India) Private Limited (“Yum”) in the States of Karnataka, Andhra Pradesh and Telangana (except in the city of Hyderabad) through a business purchase agreement. Goodwill and other intangible assets (representing non exclusive franchisee rights) generated/acquired through the said acquisition are mentioned below :

Particulars	As at 31 March 2026	As at 31 March 2025
Franchisee rights acquired (net carrying value) (A)	700.37	700.37
Goodwill (B)	495.08	495.08
Total (A+B)	**1,195.45**	**1,195.45**

In accordance with the requirements of Ind AS 36, Impairment of Assets (Ind AS 36), the Group has performed an annual impairment assessment of such franchisee rights and goodwill, which is mandatory as per Ind AS 36 for assets with indefinite life. Till previous year, franchisee rights were being amortised by the management (refer note 7), hence the same were tested for impairment, if any indicator existed till previous years along with the specific stores to which these were allocated to.

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Each store is considered to be an independent cash generating unit (CGU) by the Group as each store has capability to generate independent cash flows and fulfils the requirements of Ind AS 36 also for reporting purposes.

The goodwill and franchisee rights are allocated to the three territories in whole, acquired by the Group under the said acquisition as the Group has rights to operate the acquired stores and expand within the acquired territories with non-exclusive rights. Hence, the recoverability of the goodwill and franchisee rights is monitored by the management of the Group basis the stores (CGUs) operating in the territories (aggregating CGUs operating with in the territories) and plans to open new stores with in the territories.

The recoverable value used in impairment assessment of goodwill and franchisee rights is determined based on cash flow projections for next five years approved by the management of the Group with certain key assumptions as mentioned below :

Key assumptions	As at 31 March 2026	As at 31 March 2025	Basis for key assumptions
Sales growth rate %	2% to 3%	3.00%	Historical trends, stores expansion, brand efforts, etc
Gross margins %	70.00%	69.30%	Historical trends and management forecasts including certain cost saving measures
Discount rates %	13.96%	14.70%	Reflecting country and industry specific risks
Terminal growth rate or long term growth rate %	2.00%	2.00%	Industry and country specific forecasts

Based on the above assumptions, recoverable value against assets mentioned above, exceeds carrying value of assets of CGUs in the territories acquired by ₹ 4,251.18 (31 March 2025: ₹ 3,421.99) as at 31 March 2026. Hence, no impairment is required to be recorded.

Further, as there is significant headroom between carrying values of CGUs and recoverable value determined, the recoverable values, after reasonable changes below, continue to be higher than the carrying value of CGUs.

Reasonable changes in key assumptions	As at 31 March 2026		As at 31 March 2025	
	From	To	From	To
Sales growth rate %	3.00%	2.00%	3.00%	2.00%
Gross margins %	70.00%	69.00%	69.30%	68.80%
Discount rates %	14.02%	15.02%	14.70%	15.70%
Terminal growth rate %	2.00%	1.00%	2.00%	1.00%

The management of the Group has assessed and considered reasonable changes in the key assumptions as disclosed above and concluded that these reasonable possible changes in inputs used for calculating recoverable values will not lead carrying values to exceed recoverable values in any instance.

Note C: Goodwill and intangible assets arising on business combination-Thailand

Goodwill and intangible assets (representing non exclusive franchisee rights and territory rights) generated/acquired through the said acquisition were as mentioned below :

Particulars	As at 31 March 2026	As at 31 March 2025
Franchisee rights acquired (A)	599.43	518.87
Territory rights acquired (B)	4,130.12	3,640.55
Goodwill recognised (C)	4,624.07	4,075.95
Total (A+B+C)	**9,353.62**	**8,235.37**

In accordance with the requirements of Ind AS 36, Impairment of Assets (Ind AS 36), the Group has performed an annual impairment assessment of goodwill and such intangible assets, which is mandatory as per Ind AS 36 for assets with indefinite life. Each store

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(KFC Restaurant) is considered to be an independent cash generating unit (CGU) by the Group as each store has capability to generate independent cash flows and fulfils the requirements of Ind AS 36 also for reporting purposes.

The goodwill and intangible assets are allocated to the Thailand business acquired by the Group in earlier years. Through the acquisition, the Group acquired rights to operate KFC Restaurants and to expand within the acquired territory, i.e., Thailand. Hence, the recoverability of the goodwill and intangible assets is monitored by the management of the Group basis the stores operating with in the territory (aggregating stores operating with in the territory) and committed plans to open new stores with in the territory.

The recoverable value used in impairment assessment of goodwill and intangible assets is determined based on cash flow projections for next five years approved by the management of the Group with certain key assumptions as mentioned below :

Key assumptions	As at 31 March 2026	As at 31 March 2025	Basis for key assumptions
Sales growth rate %	4.22% to 7.23%	9.64% to 12.54%	Historical trends, stores expansion, brand efforts, etc.
Gross margins %	64.43% to 65.23%	61.28% to 62.08%	Historical trends and management forecasts including certain cost saving measures
Discount rates %	12.00%	13.50%	Reflecting country and industry specific risks
Terminal growth rate or long term growth rate %	3.00%	3.00%	Industry and country specific forecasts

Based on the above assumptions, recoverable value exceeds the carrying value of CGU which includes the above mentioned assets by ₹ 2,155.79 (31 March 2025: ₹ 1,287.20) as at 31 March 2026. Hence, no impairment is required to be recorded.

Further, as there is significant headroom between carrying values of CGUs and recoverable value determined, the recoverable values, after reasonable changes below, continue to be higher than the carrying value of CGUs.

Reasonable changes in key assumptions based on expectation of business	As at 31 March 2026			As at 31 March 2025		
	From	To	Impact on recoverable value Amount in ₹	From	To	Impact on recoverable value Amount in ₹
Sales growth rate %	4% to 7%	3% to 6%	1,175.02	9.64% to 12.54%	8.64% to 11.54%	590.90
Gross margins %	11% to 13%	10% to 12%	(11.19)	61.28% to 62.08%	60.28% to 61.08%	773.30
Discount rates %	12.00%	13.00%	488.23	13.50%	14.00%	526.62
Terminal growth rate %	3.00%	2.00%	871.52	3.00%	2.50%	571.60

The management of the Group has assessed and considered reasonable changes in the key assumptions as disclosed above and concluded that these reasonable possible changes in inputs used for calculating recoverable values will not lead carrying values to exceed recoverable values in any instance.

Note D: Goodwill and intangible assets arising on business combination- Sky Gate Hospitality Private Limited (refer note 53)

Goodwill and intangible assets (representing non exclusive franchisee rights and territory rights) generated/acquired through the said acquisition were as mentioned below :

Particulars	As at 31 March 2026
Brands acquired (A)	4,946.70
Goodwill recognised (B)	1,705.41
Total (A+B)	**6,652.11**

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In accordance with the requirements of Ind AS 36, Impairment of Assets (Ind AS 36), the Group has performed an annual impairment assessment of goodwill and such intangible assets, which is mandatory as per Ind AS 36 for assets with indefinite life. Each store is considered to be an independent cash generating unit (CGU) by the Group as each store has capability to generate independent cash flows and fulfils the requirements of Ind AS 36 also for reporting purposes. The recoverable value used in impairment assessment of goodwill and intangible assets is determined based on cash flow projections for next five years approved by the management of the Group with certain key assumptions as mentioned below :

Key assumptions	As at 31 March 2026	Basis for key assumptions
Sales growth rate %	5% to 68%	Historical trends, stores expansion, brand efforts, etc
EBITDA %	14% to 17%	Historical trends and management forecasts including certain cost saving measures
Discount rates %	12.99%	Reflecting country and industry specific risks
Terminal growth rate or long term growth rate %	3.00%	Industry and country specific forecasts

Based on the above assumptions, recoverable value exceeds the carrying value of CGU which includes the above mentioned assets by ₹ 2,949.50 as at 31 March 2026. Hence, no impairment is required to be recorded.

Further, as there is significant headroom between carrying values of CGUs and recoverable value determined, the recoverable values, after reasonable changes below, continue to be higher than the carrying value of CGUs.

Reasonable changes in key assumptions	As at 31 March 2026		
	From	To	Impact on recoverable value
Sales growth rate %	5% to 68%	4% to 67%	254.30
EBITDA %	14% to 17%	13% to 16%	465.70
Discount rates %	12.99%	13.99%	664.70
Terminal growth rate %	3.00%	2.50%	257.10

7. OTHER INTANGIBLE ASSETS

Particulars	Territory rights	Franchisee rights	Leasehold rights	License fee	Computer software	Brands	Total
Gross carrying amount							
As at 1 April 2024	3,302.62	2,859.16	252.70	1,828.22	230.96	-	8,473.66
Additions	-	-	-	365.29	68.00	-	433.29
Disposals/adjustments	-	-	-	76.72	2.57	-	79.29
Exchange differences on translation of foreign operations	337.93	184.12	25.86	59.48	(0.08)	-	607.31
As at 31 March 2025	**3,640.55**	**3,043.28**	**278.56**	**2,176.27**	**296.31**	**-**	**9,434.97**
Acquisition of subsidiary (refer note 53)	-	-	-	8.54	10.16	4,946.70	4,965.40
Additions	-	14.81	-	372.54	71.13	-	458.48
Disposals/adjustments	-	-	-	104.32	9.62	-	113.94
Exchange differences on translation of foreign operations	489.57	267.39	37.46	113.47	0.16	-	908.05
As at 31 March 2026	**4,130.12**	**3,325.48**	**316.02**	**2,566.50**	**368.14**	**4,946.70**	**15,652.96**
Accumulated amortisation							
As at 1 April 2024	-	1,686.35	247.37	674.68	123.54	-	2,731.94
Amortisation	-	-	7.53	217.07	46.57	-	271.17
Disposals/adjustments	-	-	-	69.80	2.43	-	72.23
Exchange differences on translation of foreign operations	-	144.19	17.19	21.60	(0.02)	-	182.96
As at 31 March 2025	**-**	**1,830.54**	**272.09**	**843.55**	**167.66**	**-**	**3,113.84**
Acquisition of subsidiary (refer note 53)	-	-	-	7.59	7.87	-	15.46
Amortisation	-	-	4.47	277.87	39.43	-	321.77

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Particulars	Territory rights	Franchisee rights	Leasehold rights	License fee	Computer software	Brands	Total
Disposals/adjustments	-	-	-	104.32	9.32	-	113.64
Exchange differences on translation of foreign operations	-	197.83	36.79	44.14	0.09	-	278.85
As at 31 March 2026	**-**	**2,028.37**	**313.35**	**1,068.83**	**205.73**	**-**	**3,616.28**
Accumulated impairment							
As at 1 April 2024	-	-	-	29.61	3.34	-	32.95
Impairment loss (Refer Note 44)	-	-	-	33.88	-	-	33.88
As at 31 March 2025	**-**	**-**	**-**	**63.49**	**3.34**	**-**	**66.83**
Impairment loss (Refer Note 44)	-	-	-	11.32	-	-	11.32
As at 31 March 2026	**-**	**-**	**-**	**74.81**	**3.34**	**-**	**78.15**
Net carrying amount							
As at 31 March 2025	**3,640.55**	**1,212.74**	**6.47**	**1,269.23**	**125.31**	**-**	**6,254.30**
As at 31 March 2026	**4,130.12**	**1,297.11**	**2.67**	**1,422.86**	**159.07**	**4,946.70**	**11,958.53**

Notes:

i) There are no internally generated/developed intangible assets.

ii) For details regarding impairment of license fee- refer note 44.

iii) For details regarding impairment of assets with indefinite life (Territory rights and Franchisee rights)- refer note 6.

8. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

Particulars	As at 31 March 2026	As at 31 March 2025
Investment in joint ventures (At carrying amount determined using the equity method of accounting)		
Investment in Devyani RK Private Limited, a joint venture		
Principal place of business-India (refer note 47)		
(accounted using equity method per Ind AS 28, Investments in Associates and Joint Ventures)		
5,100 (31 March 2025: 5,100) fully paid equity shares of ₹ 10 each in Devyani RK Private Limited ~	0.05	0.05
Add: Group's share of loss of joint venture	(0.05)	(0.05)
	-	**-**
Investment in Devyani PVR INOX Private Limited, a joint venture		
Principal place of business-India (refer note 47)		
5,100 (31 March 2025: 5,100) fully paid equity shares of ₹ 10 each in Devyani PVR INOX Private Limited ~	0.05	0.05
5,049,000 (31 March 2025: 5,049,000) partly paid up equity shares of ₹ 6.5 each (31 March 2025: ₹ 3 each) in Devyani PVR INOX Private Limited ~	32.82	15.15
Add: Group's share of loss of joint venture	(8.31)	(3.19)
Aggregate value of unquoted non-current investment	**24.56**	**12.01**

The above investment is for business purposes.

9. LOANS

Particulars	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
- Loan to employee (at amortised cost)	37.37	-	-	-
	37.37	**-**	**-**	**-**

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10. OTHER FINANCIAL ASSETS

Particulars	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Unsecured, considered good				
Security deposits***	1,299.31	1,166.52	313.70	202.58
Bank deposits * #	164.68	129.79	0.99	2.37
Lease rental receivables	24.04	7.67	2.07	2.15
Finance lease receivables	183.87	216.72	56.63	47.68
Other receivables**	-	-	235.85	206.03
	1,671.90	**1,520.70**	**609.24**	**460.81**
Other receivables and security deposits (credit impaired)	-	-	42.12	44.11
Less: loss allowance	-	-	(42.12)	(44.11)
	1,671.90	**1,520.70**	**609.24**	**460.81**

* Non Current bank deposits include ₹ 164.68 (31 March 2025 : ₹ 40.94) as deposits with banks under lien. These deposits are used for issuing letter of credit/standby letter of credit/ bank guarantees.

** Includes receivables under arrangements with trade parties and amounts paid on behalf of related parties (refer note 40).

Includes interest accrued but not due on bank deposits amounting to ₹ 2.06 (31 March 2025: ₹ 2.13)

*** Includes deposits from related parties (refer note 40)

11. OTHER ASSETS

Particulars	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Capital advances	105.63	159.73	-	-
Other advances:				
- Prepaid expenses	120.30	91.04	248.58	205.03
- Balance with statutory/government authorities	-	-	345.80	282.17
- Amount paid under protest	23.34	30.86	-	-
- Advances to employees (refer note 40 for related party)	-	-	25.27	22.08
- Advances to suppliers	-	-	123.26	72.98
	249.27	**281.63**	**742.91**	**582.26**
Less: loss allowance	(10.66)	(6.69)	(63.05)	(21.64)
	238.61	**274.94**	**679.86**	**560.62**

12. INVENTORIES

Particulars	As at 31 March 2026	As at 31 March 2025
Raw materials including packaging materials (refer note below)	1,586.66	1,418.12
Stores and spares	59.70	64.14
	1,646.36	**1,482.26**

Note:

(i) This includes provision for obsolete inventory amounting to ₹ 34.78 (31 March 2025: ₹ Nil). These were recognised as an expense during the respective financial years under head 'Cost of materials consumed'.

(ii) The above inventories are being valued at cost.

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13. TRADE RECEIVABLES

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables		
- Considered good- unsecured	640.78	413.10
- Credit impaired	84.61	39.47
	725.39	**452.57**
Less: loss allowance (refer note 37)	(84.61)	(39.47)
	640.78	**413.10**

Sub notes:

- Trade receivables includes receivables from amounting to related parties ₹ 25.26 (31 March 2025: 16.86) (refer note 40).
- The carrying amount of trade receivables approximates their fair values, is included in note 37.
- The Group's exposure to credit and currency risks, and impairment allowances related to trade receivables is disclosed in note 37.
- The Group has also performed credit risk assessment of their trade receivables as on the reporting dates on individual level.
- Trade receivables includes unbilled due amounting ₹ 36.95 (31 March 2025: 35.59)
- Includes amounts due, in the ordinary course of business, from companies in which directors of the Holding Company are also directors, (refer note 40):

  RJ Corp Limited

  Devyani Food Industries Limited

  Lineage Healthcare Limited

  Global Health Limited

  Modern Montessori International (India) Private Limited

  Cryoviva Life Sciences Pvt. Ltd.

  Cryoviva Biotech Pvt. Ltd.

  Devyani PVR INOX Private Limited

Trade receivables ageing schedule as at 31 March 2026

Particulars		Outstanding for following periods from due dates						Total
		Not Due*	Less than 6 months	6 months -1 year	1 -2 year	2-3 years	More than 3 years	
(i)	Undisputed trade receivables-considered good	408.60	225.03	0.97	1.77	-	4.41	640.78
(ii)	Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed trade receivables – credit impaired	-	5.04	30.02	2.85	0.15	-	38.06
(iv)	Disputed trade receivables considered good	-	-	-	-	-	-	-
(v)	Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed trade receivables-credit impaired	-	-	14.50	0.48	25.52	6.05	46.55
Total		**408.60**	**230.07**	**45.49**	**5.10**	**25.67**	**10.46**	**725.39**

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Trade receivables ageing schedule as at 31 March 2025

Particulars	Outstanding for following periods from due dates						Total
	Not Due*	Less than 6 months	6 months -1 year	1 -2 year	2-3 years	More than 3 years	
(i) Undisputed trade receivables-considered good	349.96	56.49	2.04	-	0.05	4.56	413.10
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	0.21	0.16	0.33	-	0.70
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables-credit impaired	-	-	-	28.00	1.92	8.85	38.77
Total	**349.96**	**56.49**	**2.25**	**28.16**	**2.30**	**13.41**	**452.57**

*Includes unbilled due amounting ₹ 36.95 (31 March 2025: 35.59)

Opening balances of trade receivable as at 1 April 2024: 526.91

14. CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2026	As at 31 March 2025
Balance with banks :		
- On current accounts	240.14	391.52
- Saving accounts	4,304.76	784.97
- Deposit with original maturity of less than three months	222.09	510.35
Cash in hand	83.53	110.60
Cash in transit	61.98	16.28
	4,912.50	**1,813.72**

There is no restriction for utilisation of cash and cash equivalents held by the Group as at 31 March 2026 and 31 March 2025.

Includes interest accrued but not due on bank deposits amounting to ₹ 0.50 (31 March 2025: ₹ NIL)

15. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2026	As at 31 March 2025
Other bank balances		
- On deposit accounts^	35.52	-
	35.52	**-**

^ Includes interest accrued but not due on bank deposits amounting to ₹ Nil (31 March 2025: ₹ NIL)

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16. EQUITY SHARE CAPITAL

Particulars	As at 31 March 2026	As at 31 March 2025
Authorised capital		
4,675,000,000 (31 March 2025: 5,645,000,000) equity shares of ₹ 1/- each	4,675.00	5,645.00
1,000,000 (31 March 2025: 3,000,000 0.10% Redeemable, Non-Cumulative, Non-Convertible Preference Share of ₹ 10/- each) Preference Share of ₹ 1,000/- each	1,000.00	30.00
	5,675.00	**5,675.00**
Issued, subscribed and fully paid -up		
1,232,939,791 (31 March 2025: 1,206,266,378) equity shares of ₹ 1/- each	1,232.94	1,206.27
	1,232.94	**1,206.27**

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the year:

	As at 31 March 2026		As at 31 March 2025	
	No. of shares	Amount	No. of shares	Amount
Equity shares issued, subscribed and paid up				
At the beginning of the year	1,206,266,378	1,206.27	1,205,858,878	1,205.86
Issued during the year	26,673,413	26.67	407,500	0.41
At the end of the year	**1,232,939,791**	**1,232.94**	**1,206,266,378**	**1,206.27**

b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity share having a par value of ₹ 1.00/- per share. Each holder of the equity share is entitled to one vote per share and is entitled to dividend declared, if any. The paid up equity shares of the Company rank pari-passu in all respects, including dividend. The final dividend is proposed by the Board of Directors which is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholder.

c) Shares reserved for issue under options and contracts:

For terms and other details of shares reserved for issue and options exercised during the year under Employee Stock Option Scheme ("ESOS") of the Company- refer note 42.

d) Shares held by holding/ultimate holding company and/or their subsidiaries/associates

	As at 31 March 2026		As at 31 March 2025	
	No. of shares	% holding	No. of shares	% holding
-RJ Corp Limited, India, holding and ultimate holding company				
Equity shares of ₹ 1/- each fully paid-up	714,821,970	57.98	714,821,970	59.26
	714,821,970	**57.98**	**714,821,970**	**59.26**

e) Particulars of shareholders holding more than 5% shares in the Company

	As at 31 March 2026		As at 31 March 2025	
	No. of shares	% holding	No. of shares	% holding
-Nippon Life India Trustee Limited				
Equity shares of ₹ 1/- each	78,338,950	6.35	55,963,635	4.64
-RJ Corp Limited, India, holding company				
Equity shares of ₹ 1/- each	714,821,970	57.98	714,821,970	59.26

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f) Shareholding of Promoters*

Promoter name	As at 31 March 2026			As at 31 March 2025		
	No. of shares	% holding	% Change During the year	No. of shares	% holding	% Change During the year
-RJ Corp Limited, India, holding company						
Equity shares of ₹ 1/- each	714,821,970	57.98	(1.28)	714,821,970	59.26	(0.02)
-Mr. Varun Jaipuria						
Equity shares of ₹ 1/- each	39,625,617	3.21	(0.07)	39,625,617	3.28	(0.01)
-Mr. Ravi Jaipuria						
Equity shares of ₹ 1/- each	2,114,103	0.17	(0.01)	2,114,103	0.18	-

* Promoters for the purpose of this disclosure means promoters as defined under Section 2(69) of the Act.

g) During the year ended 31 March 2026 23,718,413 equity shares of Rs 1/- each has been issued for consideration other than cash and for the period of four years immediately preceding the reporting date, there was no share allotment made for consideration other than cash. Further, no bonus shares have been issued and there has been no buy back of shares during the period of five years immediately preceding 31 March 2026 and 31 March 2025.

17. OTHER EQUITY (REFER CONSOLIDATED STATEMENT OF CHANGES IN EQUITY)

a) Reserve and Surplus (attributable to owners of the Company)

Particulars	As at 31 March 2026	As at 31 March 2025
Share application money pending for allotment	-	3.03
Securities premium	16,885.29	12,525.05
Employee share options outstanding account (refer note 42)	31.05	78.19
General reserve	5.47	5.47
Retained earnings	(4,708.89)	(4,418.20)
Foreign currency translation reserve	1,972.36	1,544.25
Total	**14,185.28**	**9,737.79**

i) Share application pending allotment represents the amount received on the share application on which allotment is not yet made.

ii) Securities premium is used to record the premium on issue of shares. It will be utilised in accordance with the provisions of the Companies Act, 2013.

iii) Employee stock option outstanding account is used to record the impact of employee stock option schemes. Refer note 42 for further details of these plans.

iv) General reserve are free reserves of the Group which are kept aside out of the Company's profit to meet the future requirements as and when they arise. The Group had, in the previous years, transferred a portion of profit after tax to general reserve pursuant to the provisions of the erstwhile Companies Act, 1956.

v) Retained earnings are the accumulated losses earned by the Group till date, as adjusted for distribution to owners.

vi) Foreign currency translation reserve are exchange differences due to foreign currency translation which are recognised in other comprehensive income.

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18. LEASE LIABILITIES

Particulars	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Lease liabilities	22,567.24	20,787.30	2,160.28	1,771.06
	22,567.24	**20,787.30**	**2,160.28**	**1,771.06**

Note :

- Refer note 19 (reconciliation of financing activities)
- Refer note 38 (for details of leases)
- Refer note 53 (lease liability acquired through business combination)

19. BORROWINGS

Particulars	Non-Current		Current portion*	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Term loans (secured) from banks:				
Indian rupee loans	3,709.59	2,645.07	1,047.04	764.30
Local currency loans	3,642.74	4,055.45	3,365.66	753.16
Term loans (unsecured) from others:				
Foreign currency loans from related party (refer note 40)	-	-	834.63	754.64
Local currency loans from related party (refer note 40)	-	-	15.93	12.99
Redeemable, non-cumulative, non-convertible preference shares#	504.00	-	-	-
	7,856.33	**6,700.52**	**5,263.26**	**2,285.09**

Particulars	As at 31 March 2026	As at 31 March 2025
Total non-current borrowing (gross)	7,856.33	6,700.52
Current portion of non-current borrowings(refer note 20)	5,263.26	2,285.09

During the year, the Company has issued 300,000 Redeemable, Non-Cumulative, Non-Convertible Preference shares having face value of ₹ 1,000 each for consideration against the purchase of equity shares from a shareholder of Sky Gate Hospitality Private Limited. The instrument has been recorded as fair value through profit & loss (FVTPL). Refer note 37.

The information about the Group's exposure to interest rate, foreign currency and liquidity risks is included in note 37.

*Current portion of non-current borrowings includes interest accrued of ₹ 49.69 (31 March 2025: ₹ 19.87). The same has been included in 'Current borrowings' (refer note 20).

Changes in liabilities arising from financing activities

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Opening balance of borrowings and lease liabilities:		
Indian rupee term loans (secured)	3,409.37	3,421.82
Other currency loan from related party- unsecured (refer note 40)	767.63	749.79
Other currency term loans (secured)	4,808.61	4,639.44
Lease liabilities	22,558.36	19,955.29
Cash credit facilities from banks	332.03	240.04
Short term loans (secured) from Bank	-	50.43

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Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Cash flows		
Proceeds from borrowings	2,200.00	513.79
Repayment of borrowings	(1,699.85)	(801.91)
Proceeds from short term borrowings (net)	2,545.99	41.56
Finance cost paid	(522.77)	(544.57)
Payment of lease liabilities- principal	(1,804.44)	(1,415.42)
Payment of lease liabilities- interest	(2,234.32)	(2,059.57)
Non-cash changes		
Foreign currency exchange fluctuations due to reinstatement	30.52	12.38
Exchange difference of translation of foreign operations	978.08	630.36
Finance cost expense	2,752.28	2,602.79
Redeemable, non-cumulative, non-convertible preference shares	504.00	-
Acquisition of subsidiary (refer note 53)	665.61	-
Additions/remeasurement/(termination) of lease liabilities	3,040.34	3,839.78
Closing balance of borrowings and lease liabilities:		
Indian rupee term loans (secured)	4,756.63	3,409.37
Other currency loan from related party- unsecured (refer note 40)	850.56	767.63
Other currency term loans (secured)	7,008.40	4,808.61
Redeemable, non-cumulative, non-convertible preference shares	504.00	-
Lease liabilities	24,727.52	22,558.36
Cash credit facilities from banks (current)	484.35	332.03

Terms of borrowings and security from banks/others

Sl. No	Bank/Party	Description	31 March 2026		31 March 2025		Terms of repayment		
			Non-current	Current	Non-current	Current	Repayment schedule	Instalments frequency	Interest rates range (p.a.)
1	HDFC Bank Limited	INR term loan - I	787.50	356.86	1,137.50	360.76	The original repayment schedule is given below: - 4 instalments during FY 2024-25 - ₹ 65.60 each - 4 instalments during FY 2025-26 - ₹ 87.50 each - 4 instalments during FY 2026-27 - ₹ 87.50 each - 4 instalments during FY 2027-28 - ₹ 87.50 each - 4 instalments during FY 2028-29 - ₹ 109.38 each	Quarterly	6.31% to 7.59% (previous year: 7.42% to 7.82%)
2	Axis Bank Limited	INR term loan - II	747.00	332.00	1,079.00	332.00	The original repayment schedule is given below: - 4 instalments during FY 2024-25 - ₹ 62.25 each - 4 instalments during FY 2025-26 - ₹ 83.00 each - 4 instalments during FY 2026-27 - ₹ 83.00 each - 4 instalments during FY 2027-28 - ₹ 83.00 each - 4 instalments during FY 2028-29 - ₹ 103.75 each	Quarterly	6.74% -7.99% (previous year: 7.99%)
3	RBL Bank Limited	INR term loan - III	1,035.09	295.99	428.57	71.54	The original repayment schedule is given below: - 2 instalments during FY 2025-26 - ₹ 47.62 each - 1 instalments during FY 2025-26 - ₹ 73.93 each - 4 instalments during FY 2026-27 - ₹ 73.93 each - 4 instalments during FY 2027-28 - ₹ 73.93 each - 4 instalments during FY 2028-29 - ₹ 73.93 each - 4 instalments during FY 2029-30 - ₹ 73.93 each - 2 instalments during FY 2030-31 - ₹ 73.93 each	Quarterly	7.00% to 8.00% (previous year-8.00%)
4	HDFC Bank Limited	INR Term loan - IV	1,140.00	62.19	-	-	The original repayment schedule is given below: - 4 instalments during FY 2026-27 - ₹ 15.0 each - 4 instalments during FY 2027-28 - ₹ 47.5 each - 4 instalments during FY 2028-29 - ₹ 47.5 each - 4 instalments during FY 2029-30 - ₹ 47.5 each - 4 instalments during FY 2030-31 - ₹ 47.5 each - 4 instalments during FY 2031-32 - ₹ 47.5 each - 4 instalments during FY 2032-33 - ₹ 47.5 each	Quarterly	7.40%

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Sl. No	Bank/Party	Description			31 March 2025		Terms of repayment		
					Non-current	Current	Repayment schedule	Instalments frequency	Interest rates range (p.a.)
5	Bangkok Bank Public Company Limited	THB term loan	3,642.74	918.54	4,013.68	711.39	The loans shall be repayable in 27 instalments on a quarterly basis: - 3 instalments during FY 2024-25 - ₹ 100.34 each - 1 instalments during FY 2025-26 - ₹ 100.34 each - 3 instalments during FY 2025-26 - ₹ 200.68 each - 4 instalments during FY 2026-27 - ₹ 227.67 each - 4 instalments during FY 2027-28 - ₹ 227.67 each - 4 instalments during FY 2028-29 - ₹ 227.67 each - 4 instalments during FY 2029-30 - ₹ 227.67 each - 4 instalments during FY 2030-31 - ₹ 227.67 each	Quarterly	4.50% (previous year: 5.25% to 4.98%)
6	Standard Chartered Bank Nigeria Limited	NGN term loan	-	51.19	41.77	41.77	The loan is repayable in 8 equal instalment from 28th May 2025. The loan has a tenure of 3 years with 1 years moratorium - 4 instalments during FY 2025-26 - ₹ 12.80 each - 4 instalments during FY 2026-27 - ₹ 12.80 each	Quarterly	24% (previous year: 29%)
7	Axis Bank Limited	USD loan	-	2,395.93	-	-	The loan in repayable in 90 days. Subsequent to balance sheet date, loan has been repaid in full.	90 days	4.88%
8	Chellarams Plc	NGN unsecured loan	-	15.92	-	12.99	The term loan has been repayable on demand.	NA	5% (previous year: 5%)
9	Chellarams Plc	USD unsecured loan	-	834.63	-	754.64	The term loan has been repayable on demand.	NA	5% (previous year: 5%)

a. INR term loans (I, II, III and IV) is secured by first pari passu charge by way of hypothecation of the Company's entire moveable property, plant and equipment both present and future and equitable mortgage on the immovable property, plant and equipment of the Company and second pari pasu charge on entire current assets of the Company.

b. THB term loan is secured by corporate guarantee by the Company and sponsors undertaking and is further secured by charge on furniture, fixtures and machinery equipment of Restaurants Development Co., Ltd as business collateral.

c. NGN term loan is secured by deed of mortgage debenture on assets of Devyani International (Nigeria) Limited and corporate guarantee given by the Company.

d. The Group has honoured its covenants obligations relating to INR term loans I, II, III and IV from banks during the current year and previous year.

The Group has obtained one time waiver of covenants relating to THB term loan from bank before the reporting date, hence considered as non-current term loan.

e. USD term loan is secured by corporate guarantee given by the Company.

Note :

- The Company has used the Term Loan I & Term Loan II from banks for the purpose of investment in overseas company for onward acquisition of overseas operating entity and Term Loan III & Term Loan IV has been utilized for meeting the capital expenditures done by the Company during the current year.
- NGN Term loan has been utilized for meeting the capital expenditures requirements.
- The Group has used the borrowings from banks for the specific purpose for which it was taken.
- The charge has been created on the Company's property, plant and equipment as at 31 March 2026 and 31 March 2025 is for undrawn/utilised facilities.

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20. CURRENT BORROWINGS

Particulars	As at 31 March 2026	As at 31 March 2025
Cash credit facilities from banks (secured)	484.35	332.03
Current portion of non-current borrowings (refer note 19)	5,263.26	2,285.09
	5,747.61	**2,617.12**

Details for Cash credit facilities from banks:

Terms of loan	As at 31 March 2026	As at 31 March 2025
The credit facility taken from Zenith Bank Plc carries interest rate of 20.50% p.a. This rate is subject to upward or downward review in line with money market realities.	0.94	-
The credit facility taken from Zenith Bank Plc carries interest rate of 30% p.a. This rate is subject to upward or downward review in line with money market realities.	-	21.36
The credit facility taken from HDFC Bank Limited [(₹ 179.48) (31 March 2025: ₹ 310.67)] carries interest rate, currently 7.00% p.a. (31 March 2025: 8.25% p.a.). (interest payable on monthly rests). The credit facility taken from ICICI Bank Limited [(₹ 303.93) (31 March 2025: Nil)] carries interest rate, currently 8.30% p.a and 7.50% p.a. (31 March 2025: NA). (interest payable on monthly rests). The credit facility is secured by: - First pari passu charge on entire current assets of the Company. - Subservient charge on all movable fixed assets of the Company.	483.41	310.67

Note:

The Company has been sanctioned a working capital limit in excess of ₹ 50.00 by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods. Refer below table for previous year:

As at 31 March 2025

Name of the Bank	Nature of current assets offered as security	Information disclosed as per return	Information as per books of accounts	Variance	Remarks
Axis Bank, HDFC Bank, IndusInd, ICICI Bank, RBL Bank, SBM Bank	Trade receivables	439.21	622.95	(183.74)	Variance is mainly on account of receivable from related parties as accepted by Banks
		444.02	613.37	(169.35)	
		420.82	704.46	(283.64)	

21. OTHER FINANCIAL LIABILITIES

Particulars	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Security deposits payable	62.75	39.17	35.99	40.67
Employee related payables (refer note 42)	54.41	23.75	798.64	712.03
Capital creditors*	-	-	875.51	813.40
Other payables	-	-	14.75	53.50
	117.16	**62.92**	**1,724.89**	**1,619.60**

*includes dues of micro and small enterprises ₹ 43.17 (31 March 2025: 71.79)

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22. PROVISIONS

Particulars	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits				
Gratuity and severance pay (refer note 48)	445.05	304.64	144.12	85.03
Compensated absences (refer note 48)	181.60	97.96	94.19	50.74
Provision for contingent consideration (refer note 53)	-	-	11.10	-
Provision for site restoration	313.44	260.23	-	-
	940.09	**662.83**	**249.41**	**135.77**

Movement of provision for site restoration cost

As at 1 April 2024	**228.97**
Add: Additional Provisions recognised	15.35
Less: Unused Amount reversed	(7.52)
Add: Exchange differences on translation	23.43
As at 31 March 2025/ 01 April 2025	**260.23**
Add: Additional Provisions recognised	28.57
Less: Unused Amount reversed	(11.13)
Add: Exchange differences on translation	35.77
As at 31 March 2026	**313.44**

23. OTHER LIABILITIES

Particulars	Non-Current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Deferred income/incentives	23.13	20.92	136.86	138.07
Income received in advance from customer*	-	-	59.96	48.61
Statutory dues payable	-	-	475.87	381.41
	23.13	**20.92**	**672.69**	**568.09**

*Contract balances

The following table provides information about contractual liability (advance from customers) from contract with customers:

Contract liabilities (revenue received in advance)	As at 31 March 2026	As at 31 March 2025
Opening balance	48.61	65.68
Revenue recognized that was included in the contract liability balance at the beginning of the year	(48.61)	(65.68)
Closing balance	59.96	48.61

24. TRADE PAYABLES

Particulars	As at 31 March 2026	As at 31 March 2025
Micro and small enterprises (refer note below)	221.21	163.01
Other than micro and small enterprises*	5,929.34	4,248.36
	6,150.55	**4,411.37**

* Includes payable to related parties (refer note 40).

The Group's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note 37.

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Trade payable ageing schedule at 31 March 2026

Particulars	Outstanding for following periods from due dates						Total
	Unbilled	Not due	Less than 1 year	1 -2 year	2-3 years	More than 3 years	
(i) MSME	21.69	121.90	73.05	2.62	1.88	0.07	221.21
(ii) Others	2,121.26	1,819.05	1,767.16	158.17	39.24	25.44	5,930.32
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed others dues	-	-	-	-	-	-	-
Total	**2,142.95**	**1,940.95**	**1,840.21**	**160.79**	**41.12**	**25.51**	**6,151.53**

Trade payable ageing schedule at 31 March 2025

Particulars	Outstanding for following periods from due dates						Total
	Unbilled	Not due	Less than 1 year	1 -2 year	2-3 years	More than 3 years	
(i) MSME	-	130.22	20.52	7.59	4.68	-	163.01
(ii) Others	1,540.45	1,069.37	1,387.33	105.44	67.54	78.23	4,248.36
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed others dues	-	-	-	-	-	-	-
Total	**1,540.45**	**1,199.59**	**1,407.85**	**113.03**	**72.22**	**78.23**	**4,411.37**

25. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of products		
Restaurant sales	55,666.43	49,162.30
Traded goods	47.20	44.08
Other operating revenues		
Marketing and other services	115.32	83.70
Rental and maintenance income	174.99	134.95
Scrap sales	110.85	85.49
	56,114.79	**49,510.52**
Set out below is the disaggregation of the Group's revenue from contracts with customers:		
Revenue recognised at the point of time	55,824.48	49,291.87
Revenue recognised over the period of time	290.31	218.65
Total revenue from contracts with customers^	**56,114.79**	**49,510.52**

^ Refer note 13 for opening and closing balance of trade receivables

Revenue disaggregation as per geography has been included in segment information (refer note 49).

Contract liabilities

The Group has recognised the following revenue-related contract liabilities:

Contract liabilities (refer note 23)	59.96	48.61

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26. OTHER INCOME

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest income under effective interest method from:		
-bank deposits	28.99	27.47
-others	1.13	14.15
Interest income from financial assets at amortized cost	126.95	110.36
Liabilities no longer required written back	42.40	0.86
Gain on termination/modification of lease liabilities	237.53	204.73
Gain on sale of current investments	4.63	0.92
Others	9.49	11.40
	451.12	**369.89**

27. COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Raw material and packing material consumed		
Inventories at the beginning of the year	1,418.12	1,252.65
Add: Purchases during the year	17,843.24	15,514.45
Less: Inventories at the end of the year	(1,586.66)	(1,418.12)
	17,674.70	**15,348.98**

28. PURCHASES OF STOCK-IN-TRADE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Purchases of stock-in-trade	44.53	39.10
	44.53	**39.10**

29. EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Salaries, wages and bonus #	7,439.01	6,409.31
Contribution to provident and other funds	465.77	388.17
Gratuity and severance pay (refer note 48)	109.14	69.94
Staff welfare expenses	281.66	236.94
	8,295.58	**7,104.36**

The amount includes "Employee stock option expenses" for ₹ 24.32 (31 March 2025: ₹ (92.11)) (refer note 42).

30. FINANCE COSTS

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest expenses*	2,757.36	2,648.30
	2,757.36	**2,648.30**

*includes interest on lease liabilities of ₹ 2,234.32 (31 March 2025: ₹ 2,059.57) (refer note 38)

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31. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation on property, plant and equipment (refer note 3A)	3,489.32	3,047.81
Depreciation on right-of-use asset	2,706.95	2,350.70
Depreciation on investment properties (refer note 5)	21.77	29.07
Amortisation of other intangible assets (refer note 7)	321.77	271.17
	6,539.81	**5,698.75**

32. IMPAIRMENT OF NON-CURRENT ASSETS

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Impairment on property, plant and equipment (refer note 3A)	157.60	189.12
(Reversal) on capital work in progress (refer note 3B)	-	(0.42)
Impairment on right-of-use assets	0.41	1.96
Reversal of impairment on investment	(10.95)	-
Impairment on other intangible assets (refer note 7)	11.32	33.88
	158.38	**224.54**

33. OTHER EXPENSES

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Stores and spares consumed	244.96	183.79
Power and fuel	3,500.09	3,162.04
Rent	2,597.07	2,358.86
Repairs and maintenance		
- Plant and equipment	499.45	362.32
- Buildings	758.80	668.51
- Others	586.34	514.97
Rates and taxes	200.74	167.08
Travelling and conveyance	260.67	194.99
Legal and professional	149.29	96.61
Auditor's remuneration	34.99	29.96
Water	150.35	134.51
Insurance	29.54	29.82
Printing and stationery	27.65	24.75
Communication	218.97	193.25
Sitting fee [refer note 40(III)]	9.17	5.27
Security and service	228.09	193.75
Bank charges	24.62	25.21
Advertisement and sales promotion	2,803.59	2,457.80
Commission and brokerage	3,929.83	2,998.27
Royalty and continuing fees	3,634.49	3,349.24
Freight including delivery charges	1,168.65	1,013.80
Loss on sale of property, plant and equipment (net)	25.91	39.60
Bad debts and advances written off	2.09	-
Loss allowance	54.40	16.28
Corporate social responsibility expenditure	17.71	23.31
General office and other miscellaneous	388.46	352.11
	21,545.92	**18,596.10**

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34. EXCEPTIONAL ITEMS

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Retiral Benefits (refer note 48 IV)	122.13	-
Expenses under protest#	92.90	-
	215.03	**-**

Resolution proceedings relating to a lease dispute were concluded during the year without any results. To ensure continuity of operations, the Group paid ₹ 92.09 million under protest. As this payment is material and has resulted from unusual incidence, it has been presented as Exceptional items.

35. TAX EXPENSE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
The tax expense comprises of :		
Current tax	90.25	237.49
Adjustment of taxes relating to earlier years	(3.79)	(9.34)
Deferred tax	(229.84)	(31.27)
	(143.38)	**196.88**
Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
Profit before tax	**(568.73)**	**127.88**
Tax using the Company's domestic tax rate [25.168% (31 March 2025: 25.168%)]	(143.14)	32.18
Effect of :		
Difference in tax rate of various entities	(50.25)	(99.44)
Adjustment of taxes relating to earlier years	(3.79)	(9.34)
Deferred tax derecognised during the year on unused losses of subsidiary#	-	166.73
Deferred tax not recognised on permanent differences	9.54	104.78
Others	44.26	1.97
	(143.38)	**196.88**

During the previous year, based on the revised assessment regarding recoverability of deferred tax assets on unused tax losses and other tax credits, the management has derecognized deferred tax assets on projected expiry of unused tax losses amounting to ₹ 833.65 (tax impacts being ₹ 166.73) for Restaurants Development Co., Ltd.

Further, the Group has not recognised deferred tax liability on distributable reserves of the subsidiaries on 31 March 2026 and 31 March 2025.

Income tax assets and liabilities:

Particulars	Non-Current	
	As at 31 March 2026	As at 31 March 2025
Income tax receivable	66.48	8.21
	66.48	**8.21**

Particulars	Current	
	As at 31 March 2026	As at 31 March 2025
Current tax liabilities (net of advance taxes paid)	8.90	5.57
Income tax assets (net)	-	7.13
Current income tax (assets)/liabilities	**8.90**	**(1.56)**

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Deferred taxes (net)

Particulars	Non-Current	
	As at 31 March 2026	As at 31 March 2025
The balance comprises temporary differences attributable to:		
Tax effect of items constituting deferred tax assets:		
Unused losses and unabsorbed depreciation	114.63	128.74
Expenses allowed on payment/actual basis	340.67	271.91
Lease liabilities	6,050.97	5,535.00
Property, plant and equipment exceeds its tax base	161.13	140.94
Financial instruments measured at amortised cost	84.77	93.58
Deferred tax assets	**6,752.17**	**6,170.17**
Tax effect of items constituting deferred tax liabilities:		
Property, plant and equipment, goodwill and other intangible assets fair valuation through business combination	(2,136.39)	(907.41)
Right of use assets	(4,984.37)	(4,635.43)
Financial instruments measured at amortised cost	(0.17)	(0.17)
Deferred tax liabilities	**(7,120.93)**	**(5,543.01)**
Less deferred tax not recognised	**60.60**	**52.82**
Net deferred tax (liabilities)/assets	**(429.36)**	**574.34**

Notes:

(i) Movement in deferred tax assets/(liabilities) for year ended 31 March 2026:

	As at 31 March 2025	Acquired through business combination	Credited/(charged)		As at 31 March 2026
			Profit or Loss	OCI	
Tax effect of items constituting deferred tax assets:					
Unused losses and unabsorbed depreciation	128.74	-	(14.11)	-	114.63
Expenses allowed on payment/actual basis	271.91	-	70.41	(1.65)	340.67
Lease liabilities	5,535.00	-	515.97	-	6,050.97
Property, plant and equipment exceeds its tax base	140.94	-	20.19	-	161.13
Financial instruments measured at amortised cost	93.58	-	(8.81)	-	84.77
Deferred tax assets	**6,170.17**	**-**	**583.65**	**(1.65)**	**6,752.17**
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment, goodwill and other intangible assets fair valuation through business combination (refer note 53)	(907.41)	(1,255.85)	26.87	-	(2,136.39)
Right of use assets	(4,635.43)	-	(348.94)	-	(4,984.37)
Financial instruments measured at amortised cost	(0.17)	-	(0.00)	-	(0.17)
Deferred tax liabilities	**(5,543.01)**	**(1,255.85)**	**(322.07)**	**-**	**(7,120.93)**
Net deferred tax (liabilities)/assets	**627.16**	**(1,255.85)**	**261.58**	**(1.65)**	**(368.76)**
Deferred tax assets/(liabilities) recognised (net)*	**574.34**	**(1,255.85)**	**253.80**	**(1.65)**	**(429.36)**
Deferred tax assets not recognised (net)	**52.82**	**-**	**7.78**	**-**	**60.60**

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Movement in deferred tax assets/(liabilities) for year ended 31 March 2025:

Tax effect of items constituting deferred tax assets:	As at 31 March 2024	Acquired through business combination	Credited/(charged) Profit or Loss	Credited/(charged) OCI	As at 31 March 2025
Unused losses and unabsorbed depreciation	295.47	-	(166.73)	-	128.74
Unused capital losses and unabsorbed depreciation	-	-	-	-	-
Expenses allowed on payment/actual basis	256.07	-	12.18	3.66	271.91
Lease liabilities	4,888.79	-	646.21	-	5,535.00
Property, plant and equipment exceeds its tax base	133.34	-	7.60	-	140.94
Financial instruments measured at amortised cost and others	100.85	-	(7.27)	-	93.58
Total deferred tax assets	**5,674.52**	**-**	**491.99**	**3.66**	**6,170.17**
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment fair valuation through business combination	(937.62)	-	30.21	-	(907.41)
Right of use assets	(4,166.34)	-	(469.09)	-	(4,635.43)
Financial instruments measured at amortised cost	(0.17)	-	-	-	(0.17)
Total deferred tax liabilities	**(5,104.13)**	**-**	**(438.88)**	**-**	**(5,543.01)**
Net deferred tax assets/(liabilities)	**570.39**	**-**	**53.11**	**3.66**	**627.16**
Deferred tax assets recognised (net)*	**512.29**	**-**	**58.39**	**3.66**	**574.34**
Deferred tax assets not recognised (net)	**58.10**	**-**	**(5.28)**	**-**	**52.82**

(ii) Tax losses and tax credits for which no deferred tax asset* was recognised expire as follows:

	As at 31 March 2026		As at 31 March 2025	
	Gross amount	**Unrecognised tax effects**	**Gross amount**	**Unrecognised tax effects**
Unabsorbed depreciation				
Never expire	647.48	176.56	239.23	71.77
Unused tax losses (expiry assessment year wise)				
2026-27	54.08	13.61	-	-
2027-28	211.99	53.35	-	-
2028-29	107.70	27.10	-	-
2029-30	307.52	77.40	-	-
2030-31	786.99	198.07	-	-
2031-32	389.66	98.07	-	-
2032-33	554.76	139.62	-	-

*Deferred tax assets on available tax losses/credits have not been recognised due to uncertainly of taxable earning in near future.

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36. EARNINGS/(LOSS) PER SHARE (EPS)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
(Loss)/profit attributable to equity shareholders for calculation of basic and diluted EPS	(386.31)	91.49
Weighted average number of equity shares for the calculation of basic EPS	1,227,644,020	1,206,200,892
Effect of dilutive potential equity shares		
– Employee stock options *	-	2,207,912
Weighted average number of equity shares for calculation of diluted EPS	1,227,644,020	1,208,408,804
(Loss)/earnings per equity share (₹) (basic)	(0.31)	0.08
(Loss)/earnings per equity share (₹) (diluted)	(0.31)	0.08
Nominal value per shares (₹)	1.00	1.00

* Employee Options granted to employees under the Employee Share Option Schemes are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Refer note 42.

37. FAIR VALUE MEASUREMENT AND FINANCIAL INSTRUMENTS

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

Particulars	As at 31 March 2026 Carrying value Mandatory at FVTPL	As at 31 March 2026 Carrying value Amortised cost	As at 31 March 2025 Carrying value Amortised cost
Financial assets			
Non-current			
(i) Loan*	-	37.37	-
(ii) Other financial assets*	-	1,671.90	1,520.70
Current**			
(i) Trade receivables*	-	640.78	413.10
(ii) Cash and cash equivalents*	-	4,912.50	1,813.72
(iii) Bank balances other than cash and cash equivalents, above *	-	35.52	-
(iv) Other financial assets*	-	609.24	460.81
Total	**-**	**7,907.31**	**4,208.33**
Financial liabilities			
Non-current			
(i) Borrowings#	-	7,856.33	6,700.52
(ii) Lease liabilities#	-	22,567.24	20,787.30
(iii) Non-convertible redeemable preference share@	504.00	-	-
(iv) Other financial liabilities*	-	117.16	62.92
Current			
(i) Borrowings#	-	5,747.61	2,617.12
(ii) Lease liabilities#	-	2,160.28	1,771.06
(iii) Trade payables*	-	6,150.55	4,411.37
(iv) Other financial liabilities*	-	1,724.89	1,619.60
Total	**504.00**	**46,324.06**	**37,969.89**

* The carrying amounts of loan, trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, other current financial assets, trade payables, other financial liabilities represents employee related payables, capital creditors approximates the fair values, due to their short-term nature. The other non-current financial assets represents bank deposits (due for maturity after twelve months from the reporting date) and interest accrued but not due on bank deposits, the carrying value of which approximates the fair values as on the reporting date.

** For details regarding charge on such current financial assets - refer note 19

The Group's borrowings and lease liabilities have fair values that approximate to their carrying amounts as they are based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

@ Measured using level 3 inputs.

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Significant inputs

Significant unobservable input used in Level 3 fair values of Redeemable Non Convertible Preference issued has been derived using the Monte Carlo simulation framework under which :

1. Future revenue, EBITDA and related performance metrics of the Brands are simulated across a large number of scenarios
2. Brand Value and redemption amounts are determined contractually for each simulated outcome
3. Redemption values are discounted to present value
4. For each eligible redemption year, the expected present value of redemption has been computed by aggregating simulated outcomes for that year.
5. The valuation considers contractual exercise rights and assumes that market participants would assess redemption timing based on a comparison of expected present values by year, rather than exercising redemption differently under individual extreme scenarios. Below are the key inputs used in calculations of present value as on 31 March 2026:
   (a) Discount Rate: 8.02 % Comprising Risk free Rate 7.02% plus additional credit spread 1.00%
   (b) Volatility: 106.3%
   (c) Revenue Growth: 176.00% to 5.80%

Reconciliation of Level 3 recurring fair value measurement is as follows:

The following table provides the details as to changes in value of financial instruments categorised within level 3 of the fair value hierarchy:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Investments in preference shares and Non-Convertible Redeemable Preference shares		
Additions during the year (Non-Convertible Redeemable Preference shares	504.00	-
Balance at the end of the year	**504.00**	**-**

Sensitivity analysis of significant unobservable inputs

The carrying values of investments measured through at fair value through profit and loss are not material. Hence the management believes, changes in significant observable inputs will not have a material impact of financial position of the Company.

b. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk;
- Market Risk - Foreign Currency; and
- Market Risk - Interest Rate

Risk Management Framework

The Board of Directors of the holding Company is responsible for reviewing the risk management policies and ensuring its effectiveness.

The Group's risk management policies are established to identify and analyse the risks faced by the Group to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in the market conditions and the Group's activities.

The Board of Directors of the holding Company oversee, how the management monitors compliance with Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risk faced by the Group.

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(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the consolidated balance Sheet

Particulars		As at 31 March 2026	As at 31 March 2025
(i)	Trade receivables	640.78	413.10
(ii)	Cash and cash equivalents	4,912.50	1,813.72
(iii)	Bank balances other than cash and cash equivalents, above	35.52	-
(iv)	Other financial assets (current and non-current)	2,281.14	1,981.51
(v)	Loan	37.37	-

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The expected credit loss for trade receivables is adjusted for historical default rates and adjusted for forward-looking estimates. For provision, cases where there is a significant increase in credit risk are provided for. Further, the Company usually does assessment at individual level for trade debtors and the facts are taken into consideration while assessing provision for trade receivables at reporting date.

Credit risk on cash and cash equivalents and bank deposits (shown under bank balances other than cash and cash equivalents above) and other financial assets is limited as the Group generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. The other financial assets includes security deposits given to lessors for premises taken on lease. Such deposits will be returned to the Group on vacation of the premises or termination of the agreement whichever is earlier.

The exposure to the credit risk at the reporting date is primarily from loan, security deposit receivables and trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in India,Nepal,Nigeria and Thailand. Trade receivables also includes receivables from credit card companies and online aggregator platforms, which are generally realisable on fortnightly basis. The Group does monitor the economic environment in which it operates. The Group manages its credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Group grants credit terms in the normal course of business.

The Group recognises loss allowances using the Expected Credit Loss ('ECL') model for trade receivables. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the Statement of profit and loss.

For Group's exposure to credit risk for trade receivables is as follows:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Balance at the beginning of the year	39.47	46.90
Bad debts written off	(2.09)	-
Impairment (reversal)/allowances for doubtful receivables	47.23	(7.43)
Balance at the end of the year	**84.61**	**39.47**

- For trade receivables ageing refer note 13. Also, the management of the Group has preferred credit risk assessment on individual basis for trade receivables.

- For security deposits and other receivables also management has preferred credit risk assessment at category level and individual level. Based on this, the management has concluded that there are no significant Impact other than already provided for, in the consolidated financial statements (refer note 10).

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(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. The Group's approach to manage liquidity is to have sufficient liquidity to meet it's liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.

- Maintaining rolling forecasts of the Group’s liquidity position on the basis of expected cash flows.

- It maintains adequate source of financing through the use of short term bank deposits and cash credit facility.

-The Group assessed the concentration of risk with respect to its financial liabilities and concluded it to be low.

As on 31 March 2026, the Group has undrawn credit facility for ₹ 3,304.22 (31 March 2025: ₹ 3,100.86)

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted.

As at 31 March 2026

Financial liabilities	Contractual cash flows				
	Carrying amount	Within 1 year	1 to 5 years	More than 5 years	Total
Borrowings	12,615.59	5,070.44	7,287.52	380.00	12,737.96
Non Convertible Redeemable Preference Share	504.00	-	-	504.00	-
Lease liabilities	24,727.52	4,216.60	17,689.54	3,066.22	24,972.36
Trade Payables	6,150.55	6,150.55	-	-	6,150.55
Security deposits payable	98.74	34.38	19.51	58.53	112.42
Current borrowings	484.35	484.35	-	-	484.35
Capital creditors	875.51	875.51	-	-	875.51
Others	867.80	813.39	54.41	-	867.80
	46,324.06	**17,645.22**	**25,050.98**	**4,008.75**	**46,200.95**

As at 31 March 2025

Financial liabilities	Contractual cash flows				
	Carrying amount	Within 1 year	1 to 5 years	More than 5 years	Total
Borrowings	8,985.61	3,082.15	6,446.41	867.26	10,395.82
Lease liabilities	22,558.36	3,773.25	13,896.35	19,415.60	37,085.20
Trade payables	4,411.37	4,411.37	-	-	4,411.37
Security deposits payable	79.84	40.80	40.98	11.56	93.34
Current borrowings	332.03	332.03	-	-	332.03
Capital creditors	813.40	813.40	-	-	813.40
Others	789.28	789.28	-	-	789.28
	37,969.89	**13,242.28**	**20,383.74**	**20,294.42**	**53,920.44**

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(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates.

A. Exposure to interest rate risk

The exposure of the Group's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Fixed-rate instruments	As at 31 March 2026	As at 31 March 2025
Local currency term loans	885.82	838.18
Foreign currency term loans	15.93	12.99
	901.75	**851.17**

Variable - rate instruments	As at 31 March 2026	As at 31 March 2025
Local currency term loans	6,957.21	4,725.07
Indian rupee term loans	4,756.63	3,409.37
Short term borrowings and cash credit facilities	484.35	332.03
Non Convertible Redeemable Preference Share	504.00	-
	12,702.19	**8,466.47**

Interest rate sensitivity analysis

The following table illustrates the sensitivity of consolidated profit or loss and other equity to a reasonably possible change in interest rates of +/- 1%. All other variables are held constant.

Change in interest rate on loans from banks (Variable - rate instruments)	Increase by 1%	Decrease by 1%
Increase/(decrease) in consolidated profit or loss and other equity* for the year ended 31 March 2026	(127.02)	127.02
Increase/(decrease) in consolidated profit or loss and other equity* for the year ended 31 March 2025	(84.66)	84.66

*The above impact of interest rate sensitivity on other equity will be net of tax impact at applicable statutory tax rate.

The Group is exposed to interest rate risk on account of variable rate borrowings. The Group's risk management policy is to mitigate its interest rate exposure in accordance with the exposure limits advised from time to time.

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B. Currency risk

Exposure to Foreign currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Group's operating, investing and financing activities. The Investment and Borrowing Committee of the Company evaluates foreign exchange rate exposure arising from foreign currency transactions on periodic basis and follows appropriate risk management policies.

Exposure to Foreign currency risk

The summary of quantitative data about the Group's exposure to currency risk, as expressed in Indian Rupees, as at 31 March 2026 and 31 March 2025 are as below:

Particulars	Currency	As at 31 March 2026		As at 31 March 2025	
		Amount (in foreign currency)	Amount (in ₹)	Amount (in foreign currency)	Amount (in ₹)
Financial assets					
Other receivables	USD	0.05	4.86	0.01	1.25
Total financial assets			**4.86**		**1.25**
Financial liabilities					
Trade payables	GBP	0.37	47.04	0.46	50.30
Trade payables	USD	0.47	44.53	0.58	48.94
Trade payables	THB	0.34	0.96	0.34	0.85
Capital creditors	USD	-	-	0.12	10.29
Borrowings	USD	34.34	3,230.56	8.82	754.64
Total financial liabilities			**3,323.09**		**865.02**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupees against below currencies as at the year end would have affected the measurement of financial instruments denominated in foreign currency and affected profit or loss and other equity by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Consolidated profit/ (loss) for the year ended 31 March 2026		Consolidated profit/ (loss) for the year ended 31 March 2025	
	Gain on appreciation	Loss on depreciation	Gain on appreciation	Loss on depreciation
5% depreciation/appreciation in Indian Rupees against following foreign currencies:				
USD	163.51	(163.51)	40.63	(40.63)
THB	0.05	(0.05)	0.04	(0.04)
GBP	2.35	(2.35)	2.52	(2.52)

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Particulars	Other equity As at 31 March 2026		Other equity As at 31 March 2025	
	Gain on appreciation	Loss on depreciation	Gain on appreciation	Loss on depreciation
5% depreciation/appreciation in Indian Rupees against following foreign currencies:				
USD	163.51	(163.51)	40.63	(40.63)
THB	0.05	(0.05)	0.04	(0.04)
GBP	2.35	(2.35)	2.52	(2.52)

USD: United States Dollar, GBP: Great British Pound, THB: Thai baht

c. Offsetting financial assets and financial liabilities

The following table represents recognised financial instruments that are subject to enforceable master netting arrangements and similar agreements but not set off as at 31 March 2026 and 31 March 2025.

Variable - rate instruments	As at 31 March 2026	As at 31 March 2025
Amounts subject to master netting arrangements		
Borrowings (non-current and current)	12,753.38	8,550.01
Lease liabilities (non-current and current)	24,727.52	22,558.36
	37,480.90	**31,108.37**
Financial instruments collateral		
Trade receivables	543.50	314.04
Cash and cash equivalents	4,506.36	242.22
Other financial assets	1,658.37	1,062.45
	6,708.23	**1,618.71**
Net amount *	**30,772.67**	**29,489.66**

* Net amount shows the impact on the Group's balance sheet, if all rights were exercised.

d. Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry. Based upon the Group's evaluation, there is no excessive risk concentration.

38. LEASES

A. Leases where the Group is a lessee

The Group leases several assets including buildings for food outlets and warehouse. Lease payments are generally fixed or are linked to revenue with or without minimum guarantee and lease term ranges 0.1 to 30 years..

The Group has limited number of leases where rentals are linked to annual changes in an index (either RPI or CPI).

i. Lease liabilities

Lease liability included in consolidated balance sheet	As at 31 March 2026	As at 31 March 2025
Current	2,160.28	1,771.06
Non-current	22,567.24	20,787.30

Note: Refer note 37 for maturity analysis of lease liabilities.

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ii. Amounts recognised in the consolidated statement of profit and loss

	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Gain on termination/ modification of lease liabilities	26	237.53	204.73
Depreciation on right-of-use assets	31	2,706.95	2,350.70
Impairment of right-of-use assets	32	0.41	1.96
Interest on lease liabilities	30	2,234.32	2,059.57
Expenses relating to short-term leases	33	24.64	97.88
Expense relating to variable lease payments and low value assets not included in the measurement of the lease liability	33	2,572.43	2,260.98
Net impact on consolidated statement of profit and loss		**7,301.22**	**6,566.36**

iii. Amounts recognised in the Consolidated statement of cash flows

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Payment of lease liabilities- principal	1,804.44	1,415.42
Payment of lease liabilities- interest	2,234.32	2,059.57
Total cash outflows	**4,038.76**	**3,474.99**

iv. Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in Statement of profit and loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

B. Leases where the Group is a lessor

The Group has sub-leased out some of its owned and leased properties primarily in various food courts. All leases are classified as operating leases from a lessor perspective with the exception of certain sub-leases, which the Group has classified as finance subleases, based on reporting requirements.

i. Finance lease (sub leases classified as finance leases)

During the year ended 31 March 2026 and year ended 31 March 2025, the Group has sub-leased some of the portions of leased properties, the Company makes an overall assessment of whether the sublease to be classified as finance lease considering the recognition criteria as per Ind AS 116 - 'Leases'

The following table presents the amounts included in consolidated statement of profit and loss.

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Finance income on net investment in finance leases	26	26.76	23.76
Income relating to variable lease payments not included in the net investment in finance leases	25	8.01	3.47
Finance lease receivables	10	240.50	264.41

The following table sets out a maturity analysis of lease receivables, showing the undiscounted lease payments to be received after the reporting date.

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The maturity analysis of lease receivables, including the undiscounted lease payments to be received are as follows:

Amounts receivable under finance leases:

Particulars	As at 31 March 2026	As at 31 March 2025
Less than one year	78.04	72.47
One to two year	66.23	75.51
Two to three year	26.18	64.19
Three to four year	27.58	24.22
Four to five year	27.57	25.54
More than five years	108.67	101.76
Total undiscounted lease payments receivable	**334.27**	**363.69**
Less: Unearned finance income	(93.77)	(99.29)
Net investment in the lease	**240.50**	**264.40**

The incremental borrowings rate range is between 7.25% p.a. - 11.55% p.a. (31 March 2025: 8% p.a. - 11.55% p.a).

The management of the Group estimates the loss allowance on finance lease receivables at the end of the reporting period at an amount equal to lifetime expected credit loss under simplified approach. None of the finance lease receivables at the end of the reporting period is past due, and taking into account the historical default experience and the future prospects of the industries in which the lessees operate, together with the value of collateral held over these finance lease receivables (see note 10), the management of the Group consider that no finance lease receivable is impaired.

The Group entered into finance leasing arrangements as a lessor for certain leased properties under sub leasing arrangements. The term of finance leases entered into is ranging from 2 - 14.59 years (31 March 2025: 2.92 - 17.77 years years) The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in functional currency of the components. Residual value risk on such right of use assets under lease is not significant.

ii. Operating lease (sub leases classified as operating leases)

Operating leases, in which the Group is the lessor, relate to leased properties and owned properties by the Group with lease terms of between 1 to 12 years.

The unguaranteed residual values do not represent a significant risk for the Group, as they relate to leased properties of lessor under sub leasing contracts which are located in a location with active market for lessees. The Group did not identify any indications that this situation will change.

The following table presents the amounts included in consolidated statement of profit or loss.

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Lease income on operating leases	25	70.17	55.43
Therein lease income relating to variable lease payments that do not depend on an index or rate		7.33	13.10

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Amounts receivable under operating leases:

Particulars	As at 31 March 2026	As at 31 March 2025
Less than one year	67.18	28.17
One to two year	66.05	24.29
Two to three year	48.39	19.45
Three to four year	32.82	13.30
Four to five year	21.06	11.81
More than five years	62.52	57.75
	298.02	**154.77**

39. OTHER DISCLOSURES IN REGARD TO INVESTMENT PROPERTIES

The Group sub-leases food courts spaces to other operators. Further, owned properties are maintained for capital appreciation purposes and rented out as necessary.

i. Information regarding income and expenditure of investment properties:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Rental income derived from investment properties	45.20	68.69
Direct operating expenses (including repairs and maintenance) generating rental income	(15.29)	(17.82)
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(4.03)	(9.62)
Profit arising from investment properties before interest and depreciation	**25.88**	**41.25**
Less: finance cost	(10.41)	(19.35)
Less: depreciation	(21.77)	(29.07)
Loss arising from investment properties	**(6.30)**	**(7.17)**

*Includes the Maintenance income ₹ NIL (31 March 2025: 0.16)

ii. Minimum lease payments receivable under operating leases of investment properties are as follows:

	For the year ended 31 March 2026	For the year ended 31 March 2025
Less than one year	67.18	28.17
One to two year	66.05	24.29
Two to three year	48.39	19.45
Three to four year	32.82	13.30
four to five year	21.06	11.81
More than five years	62.52	57.75

iii. Fair value

	As at 31 March 2026	As at 31 March 2025
Leasehold investment properties *	132.28	174.63
Owned investment properties #	170.84	165.50

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Estimation of fair value

* The Group's leasehold investment properties consist of right-of-use assets in leased food courts subleased to other operators, which has been determined based on the nature, characteristics of leases of each property.

The fair value of investment property has been determined by independent registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value measurement has been categorized as level 3 inputs and has been arrived at using discounted cash flow projections based on reliable estimates of future cash flows considering growth in rental income of 8% to 10% (31 March 2025: 8% p.a. to 10% p.a.) and discount rate of 14.02% p.a. (31 March 2025:14.70% p.a.). The impacts of sensitivities of the estimates use while valuation, are not material to the Group.

The fair value of investment property has been determined by independent registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value measurement has been measured using sale comparable method under market approach. This comparative approach considers the sale value of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison.

iv. Presenting cashflows

The Company classifies cash outflows to acquire or to construct the investment properties as investing cash flows and rental inflows as operating cash flows.

Impairment of leasehold and owned investment properties:

In accordance with Ind AS 36 "Impairment of Assets", each leased investment property is considered as a separate cash generating unit (CGU) for the purpose of impairment review. Management periodically assesses whether there is an indication that such investment may be impaired. For investment, where impairment indicators exists, management compares the carrying amount of such investment with its recoverable amount. Recoverable amount is value in use of the investment computed based upon discounted cash flow projections. As on the reporting date for current year and the previous year, the recoverable amount of this cash generating unit is determined at ₹ 132.28 (31 March 2025: ₹ 174.63) through an registered independent valuer, based on the value in use calculation which uses cash flow projections based on the projected business operations. The Company has determined an impairment charge of ₹ Nil (31 March 2025: Nil) based on the discount rate of 14.02% p.a (31 March 2025: 14.70% p.a) and rental income growth rate of 8.00% p.a.to 10.00% p.a.(31 March 2025: 8.00% p.a. to 10.00% p.a.). An analysis of the sensitivity of the computation to a change in key parameters (rental income and discount rates), based on reasonable assumptions, Management is of the view that there would be no material impact to the impairment charge which has already been recognised in the standalone financial statements of the Company in the previous years. Further, there is significant headroom available between carrying values of leasehold investment properties and its recoverable value as at reporting dates.

For owned investment properties also, the recoverable values (fair value) of owned investment properties held by the Company is higher than the carrying value. Therefore, no impairment is required.

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40. RELATED PARTY DISCLOSURES

(I) List of related parties and nature of relationship where control exists:

(a) Parent and ultimate controlling party

RJ Corp Limited

(b) Wholly owned subsidiaries

Devyani International (Nepal) Private Limited

Sky Gate Hospitality Private Limited^

Blackvelvet Hospitality Private Limited^

Say Chefs Eatery Private Limited^

(c) Subsidiaries

RV Enterprizes Pte. Limited

Devyani International (Nigeria) Limited (Subsidiary of RV Enterprizes Pte. Limited)

Devyani International DMCC

Blackbriar Company Limited

Restaurants Development Co., Ltd

White Snow Company Limited

Yellow Palm Company Limited

(d) Joint ventures

Devyani RK Private Limited

Devyani PVR INOX Private Limited (incorporated on 26 July 2024)

(e) Key management personnel#:

Mr. Ravi Jaipuria - Director

Mr. Varun Jaipuria - Director

Mr. Raj Gandhi - Director

Mr. Virag Joshi- Chief Executive Officer and Whole Time Director (upto 31 March 2026), Director (w.e.f. 01 April 2026)

Mr. Manish Dawar- Chief Executive Officer (w.e.f. 01 April 2026), Chief Financial Officer (upto31 March 2026) and Whole Time Director

Mrs. Rashmi Dhariwal- Independent Director

Dr. Ravi Gupta - Independent Director

Dr. Naresh Trehan - Independent Director (till 20 April 2024)

Dr. Girish Kumar Ahuja - Independent Director

Mr. Pradeep Khushalchand Sardana - Independent Director

Mr. Prashant Purker - Independent Director

Mr. Pankaj Virmani - Chief Sustainability Officer and Company Secretary

Mr. Anupam Kumar - Chief Financial Officer (w.e.f. 01 April 2026)

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(II) List of related parties and nature of relationship with whom transactions have taken place during the current/ previous year:

(a) Parent and ultimate controlling party

RJ Corp Limited

(b) Joint ventures

Devyani RK Private Limited

Devyani PVR Inox Private Limited (incorporated on 26 July 2024)

(c) Key management personnel (KMP) # :

Mr. Virag Joshi- Chief Executive Officer and Whole Time Director (upto 31 March 2026), Director (w.e.f. 01 April 2026)

Mr. Manish Dawar- Chief Executive Officer (w.e.f. 01 April 2026), Chief Financial Officer (upto 31 March 2026) and Whole Time Director

Mr. Rahul Suresh Shinde - Whole time Director (till 02 April 2024)

Mrs. Rashmi Dhariwal- Independent Director

Dr. Ravi Gupta - Independent Director

Dr. Naresh Trehan - Independent Director (till 20 April 2024)

Dr. Girish Kumar Ahuja - Independent Director

Mr. Pradeep Khushalchand Sardana - Independent Director

Mr. Pankaj Virmani - Chief Sustainability Officer and Company Secretary

(d) Other related parties - Entities which are joint venture or where control/significant influence exist of parties given in note (I) and (II) above :

S V S India Private Limited

Devyani Food Industries Limited

Lineage Healthcare Limited

Modern Montessori International (India) Private Limited

Varun Beverages Limited

Champa Devi Jaipuria Charitable Trust

Mala Jaipuria Foundation

DIL Employee Gratuity Trust

Global Health Patliputra Private Limited

Global Health Limited

Medanta Holdings Private Limited

Chellarams Plc

Varun Beverages (Nepal) Private Limited

Cryoviva Life Sciences Private Limited

Jai Beverages Pvt Ltd

Cryoviva Biotech Private Limited

^Acquired controlling stake on 10 June 2025. The Company's control has been established basis the ownership interest acquired and power to govern the operations/relevant activities of the acquired entities and wholly owned subsidiaries w.e.f 07 March 2026 (refer note 53).

As per section 203 of the Act, definition of Key Managerial Personnel includes Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary.

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(III) Transactions with related parties during the year ended 31 March 2026 and 31 March 2025:

	Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
(i)	**Sale of products (Finished goods)**		
	Champa Devi Jaipuria Charitable Trust	68.91	65.75
	RJ Corp Limited	-	0.01
	Devyani Food Industries Limited	33.35	53.64
	Varun Beverages Limited	5.31	2.02
	Mala Jaipuria Foundation	2.32	2.45
	Modern Montessori International (India) Private Limited	1.73	1.43
	Global Health Limited	0.31	0.13
	Global Health Patliputra Private Limited	0.05	0.03
	Cryoviva Life Sciences Private Limited	0.74	1.59
	Cryoviva Biotech Private Limited	2.24	0.68
(ii)	**Sale of products (Traded goods)**		
	RJ Corp Limited	0.14	0.16
	Devyani Food Industries Limited	0.09	-
	Varun Beverages Limited	2.03	3.14
	Lineage Healthcare Limited	0.08	0.05
	Devyani PVR Inox Private Limited	19.88	3.19
(iii)	**Marketing and other services**		
	Lineage Healthcare Limited	-	0.09
(iv)	**Sale of property, plant and equipment (PPE)**		
	Champa Devi Jaipuria Charitable Trust	-	1.13
	Devyani PVR Inox Private Limited	24.10	13.85
(v)	**Purchase of raw materials and other items**		
	Varun Beverages Limited	195.94	79.20
	Devyani Food Industries Limited	4.29	8.06
	Varun Beverage Nepal Private Limited	15.54	13.21
	Jai Beverages Pvt Ltd	1.14	-
(vi)	**Purchase of property, plant and equipment (PPE)**		
	Varun Beverages Limited	3.71	-
(vii)	**Payment to gratuity trust**		
	DIL Employee Gratuity Trust	10.00	46.37
(viii)	**Expenses incurred by other company on behalf of the Group**		
	RJ Corp Limited	1.66	1.24
	Varun Beverages Limited	11.60	12.08
	Lineage Healthcare Limited	0.05	-
	Devyani PVR Inox Private Limited	-	0.35
(ix)	**Expenses incurred on behalf of other company**		
	Devyani RK Private Limited	0.06	0.16
	Devyani PVR Inox Private Limited	0.03	0.24
(x)	**Franchise Fee**		
	Devyani PVR Inox Private Limited	0.42	0.03

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Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
(xi) Rent expense		
S V S India Private Limited	0.06	0.07
Lineage Healthcare Limited	0.18	-
Global Health Limited	57.67	39.32
Global Health Patliputra Private Limited	6.21	5.26
(xii) Rental income		
RJ Corp Limited	0.24	0.24
(xiii) Power and fuel		
Global Health Ltd	0.96	-
Medanta Holdings Private Limited	-	0.83
(xiv) Staff welfare expenses		
Global Health Patliputra Private Limited	0.02	0.03
(xv) Repair & maintenance		
Varun Beverages Limited	0.41	0.35
(xvi) Commission income		
Varun Beverages (Nepal) Private Limited	0.01	1.04
(xvii) Compensation to KMPs#		
Short-term employment benefits		
Mr. Virag Joshi	58.15	46.44
Mr. Manish Dawar	58.15	45.55
Mr. Pankaj Virmani	9.99	7.22
Defined contribution plan @		
Mr. Virag Joshi	2.75	2.05
Mr. Manish Dawar	2.75	2.01
Mr. Pankaj Virmani	0.51	0.02
@ Does not include gratuity and compensated absence expense as the same is provided in the books on the basis of actuarial valuation for the Company as a whole and hence individual figures cannot be determined.		
Share based payments		
Mr. Manish Dawar	-	5.17
Mr. Pankaj Virmani	0.78	-
(xviii) Director's Sitting Fees*		
Dr. Ravi Gupta	2.20	1.50
Mrs. Rashmi Dhariwal	1.60	1.50
Dr. Girish Ahuja	1.40	0.80
Mr. Pradeep Khushalchand Sardana	0.70	0.40
Mr. Prashant Purker	0.50	0.40
*Excludes applicable taxes.		
(xix) Investment in equity shares		
Devyani PVR Inox Private Limited	17.67	15.20
(xx) Advance to key managerial personnel		
Mr. Manish Dawar	14.28	-
Mr. Pankaj Virmani	1.00	-

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(IV) Balances as at 31 March 2026 and 31 March 2025:

	Particulars	As at 31 March 2026	As at 31 March 2025
(i)	**Trade payables/other payable**		
	Varun Beverages Limited	75.50	45.57
	Global Health Patliputra Private Limited	-	0.04
	Global Health Limited	-	0.70
	Lineage Healthcare Limited	0.03	-
	Chellarams Plc	3.76	2.60
	Varun Beverages (Nepal) Private Limited	0.25	0.40
	Jai Beverages Pvt. Ltd.	0.28	-
(ii)	**Employee stock options outstanding account #**		
	Mr. Manish Dawar	-	59.89
	Mr. Pankaj Virmani	2.14	-
(iii)	**Trade receivables**		
	Champa Devi Jaipuria Charitable Trust	3.79	9.25
	Mala Jaipuria Foundation	0.19	0.61
	Devyani Food Industries Limited	8.96	5.33
	Global Health Patliputra Private Limited	0.05	-
	Global Health Limited	0.18	-
	Modern Montessori International (India) Private Limited	-	0.14
	Cryoviva Life Sciences Private Limited	0.26	-
	Cryoviva Biotech Private Limited	0.25	0.23
	Devyani PVR Inox Private Limited	11.78	1.30
(iv)	**Other financial assets - Other receivables/security deposit**		
	RJ Corp Limited	7.84	7.73
	Global Health Limited	-	0.50
	Medanta Holdings Private Limited	-	0.50
	Global Health Patliputra Private Limited	-	0.50
	Devyani RK Private Limited	0.22	0.16
(v)	**Other assets (advances)**		
	Mr. Manish Dawar	1.13	0.02
	Mr. Virag Joshi	-	0.11
	Mr. Pankaj Virmani	0.75	-
(vi)	**Borrowings**		
	Chellarams Plc	850.56	767.63

(V) Terms and Conditions

All transactions with related parties are made on the terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business. Outstanding balances at respective year ends are unsecured and settlement is generally done in cash.

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41. CONTINGENT LIABILITIES, COMMITMENTS AND OTHER CLAIMS

Contingent liabilities and other claims:

(a) Claims against the Group not acknowledged as debts:

Particulars	As at 31 March 2026	As at 31 March 2025
(i) Claims made by Sales tax authorities, Service tax authorities and Income tax authorities*		
- Goods and service tax (on account of input credit mismatches)	34.11	38.45
- Value added tax	8.18	8.18
- Service tax	4.01	4.01
- Income tax (on account of expense disallowances and certain additions made by tax authorities)**	314.76	292.48
	361.06	**343.12**
(ii) Others (miscellaneous claims in relation to the Group's operations)#	**4.03**	**4.57**

*Against the total tax demands stated above, the Group has filed appeals before various tax authorities. Based on management internal assessment the management believes that the Group has reasonable chances of succeeding before the tax authorities and does not foresee any material liability. Pending the final decision on this matter, no adjustment has been made in the financial statements.

#The Group is party to various legal proceedings in the normal course of business and does not expect the outcome of these proceedings to have any adverse effect on the consolidated financial statements and hence no provision has been recorded against these legal proceedings at this stage. Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. Accordingly, the above mentioned contingent liabilities are disclosed at an undiscounted amount.

**Includes interest upto 31 March 2026

(b) Others

Particulars	As at 31 March 2026	As at 31 March 2025
Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for [(net of advances of ₹ 105.63 (31 March 2025: ₹ 159.73)]	866.08	62.26

Note:

(i) Also, the Company has executed Development Agreements with Yum Restaurant (India) Private Limited and Costa International Limited. Based on such agreements, the Company has commitments to open specified number of restaurants under respective agreements from time to time. The amount of such commitments is not quantifiable as of now.

(ii) As per the Investment Agreement (agreement) entered between the Company and other parties, including Camas, an affiliate of Temasek, the Company on completion of the time period and after serving a notice in the manner as provided in the agreement, has an option to purchase the shares held by Camas in DMCC at an exit consideration defined in the agreement. The management of the Company believes, that to exercise the said option, there are uncertainties around availability of free cash flows to exercise such option and hence basis this evaluation, the Company had not accounted for such option in the consolidated financial statements.

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42. SHARE BASED PAYMENTS

a. Description of share based payment arrangements

i. Share Options Schemes (equity settled)

ESOS - 2021

On 17 March 2021, the Board of Directors approved the Employees Stock Option Scheme 2021 ("ESOS 2021") in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, which was approved by the shareholders on 17 March 2021.

ESOS 2021 provides that Options so granted, shall not represent more than 5% of the fully diluted share capital of the Company at any given point of time ("Ceiling Limit") and no Grantee shall be granted Options during any one year, equal to or exceeding 1% of the issued capital of the Company except with the specific approval of the members accorded in a general body meeting by way of a special resolution. As per ESOS 2021 Grant letters, holders of vested Options are entitled to purchase one equity share for every Option at an exercise price.

Note: The aforementioned scheme have been defined prior to giving effect to stock split from ₹ 10/- to ₹ 1/- dated 25 March 2021.

The Options were granted on the dates as mentioned in the table below:

Scheme	Grant Date	Number of Options granted	Exercise Price (₹) (Post split)	Vesting Condition	Remaining vesting period	Remaining contractual period
ESOS - 2021	17 March 2021	7,200,000	43.33	Graded vesting over 4 years being first vesting due on 17 March 2022	-	Nil (Previous year: 0 year to 6 years)
ESOS -2021	31 August 2022	2,140,000	159.00	Graded vesting over 4 years being first vesting due on 31 August 2023	- @	Nil (Previous year: Nil)
ESOS -2021	09 February 2023	250,000	177.00	Graded vesting over 4 years being first vesting due on 09 February 2024	- @	Nil (Previous year: Nil)
ESOS -2021	07 November 2023	70,000	202.00	Graded vesting over 4 years being first vesting due on 07 November 2024	- @	Nil (Previous year: Nil)
ESOS -2021	18 December 2023	40,000	199.00	Graded vesting over 4 years being first vesting due on 18 December 2024	- @	Nil (Previous year: Nil)
ESOS -2021	11 November 2024	1,030,400	162.90	Graded vesting over 4 years being first vesting due on 11 November 2025	11 November 2025 to 11 November 2028	1 year to 8 years (previous year: 1 year to 9 years)
ESOS -2021	23 May 2025	390,200	147.60	Graded vesting over 4 years being first vesting due on 23 May 2026	23 May 2025 to 23 May 2029	1 year to 9 years (previous year: NA)
ESOS -2021	06 November 2025	159,800	151.20	Graded vesting over 4 years being first vesting due on 11 November 2026	06 November 2025 to 06 November 2029	1 year to 9 years (previous year: NA)
ESOS -2021	04 February 2026	143,100	122.40	Graded vesting over 4 years being first vesting due on 04 February 2027	04 February 2026 to 04 February 2030	1 year to 9 years (previous year: NA)

@ As on 31 March 2026 Nil number of options outstanding since all the options has been either surrender or lapsed

Note -

1. Exercise period in the scheme is maximum five years from the date of vesting of shares.
2. All the options plans are equally settled

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b. Measurement of fair values

The fair values are measured based on the Black-Scholes-Merton model. The fair value of the options and inputs used in the measurement of the grant date fair values of the equity -settled share based payments are as follows:

Particulars	Options granted on 04 February 2026	Options granted on 06 November 2025	Options granted on 23 May 2025	Options granted on 11 November 2024	Options granted on 18 December 2023	Options granted on 07 November 2023	Options granted on 09 February 2023	Options granted on 31 August 2022	Options granted on 17 March 2021
Fair value per Option at grant date (in ₹)	37.75-52.74	58.69-78.06	56.40-75.00	64.38-85.61	92.03-116.19	95.38 - 120.18	82.46 - 100.65	106.39 - 125.17	18.35 - 23.94
Share price at grant date (in ₹)	123.26	169.1	165.33	181.29	184.9	189.85	159.95	184.05	43.30
Exercise price (in ₹)	122.40	151.20	147.60	162.90	199.00	202.00	177.00	159.00	43.33
Expected volatility	36.60%	38.31%	37.50%	39.77%	58.84%-64.35%	58.84%-64.35%	62.40%- 68.60%	59.90%- 69.00%	45.60% - 50.50%
Expected life (in years)	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50
Expected dividends	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	6.70%	6.50%	6.24%	6.77%	6.78%-6.83%	6.95%-6.99%	6.91% - 7.02%	6.62% - 6.88%	5.39% - 6.31%

The risk free interest rates are determined based on current yield to maturity of 10 years Government Bonds with similar residual maturity equal to expected life of the Options. Expected volatility calculation is based on historical daily closing stock prices of competitors using standard deviation of daily change in stock price. The minimum life of the stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which options cannot be exercised. The expected life has been considered based on average of maximum life and minimum life and may not necessarily be indicative of exercise patterns that may occur.

c. Effect of employee stock option schemes on the consolidated statement of profit and loss

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Employee stock options reserve transferred within standalone statement of changes in equity*	(5.52)	(58.07)
Employee stock option scheme expense#	24.32	(92.11)
	18.80	**(150.18)**

*represents amount transferred within other equity from employee stock options outstanding account to retained earnings due to forfeiture of vested options.

#included in Salaries, wages and bonus (refer note 29)

d. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option schemes are as follows:

Particulars	As at 31 March 2026		As at 31 March 2025	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Number of Options granted, exercised and forfeited				
Options outstanding as at the beginning of the year	3,739,200	70.65	5,472,500	91.73
Add: Options granted during the year	693,100	143.23	1,030,400	162.90
Less: Options exercised during the year*	2,885,000	43.33	290,000	43.33
Less: Options forfeited/ lapsed during the year	489,600	160.97	2,473,700	158.92
Options outstanding as at the end of the year	**1,057,700**	**150.91**	**3,739,200**	**70.65**
Options exercisable at the end of the year	106,600	162.90	2,850,000	43.33
Weighted average share price at exercise date (₹)		174.27		162.43

* ₹ 3.03 has been received for 70,000 options as share application money for which allotment was pending as on 31 March 2025 and subsequent to reporting period the Company has allotted these shares to employees.

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Particulars	As at 31 March 2026	As at 31 March 2025
Weighted average remaining life of options outstanding at the end of year (in years)	6.64	6.10

Incentive Policy for Middle and Senior Management

On 11 November 2024, the Nomination and Remuneration Committee adopted the "Incentive Policy for Middle and Senior Management" ("incentive policy"). As per the policy, the difference between the maturity value and the exercise price is the "gain" for a Grantee. The Company assures the gain equal to 100% of the annual salary of the respective Grantee. In case, the aggregate gain on all the vested options of the respective Grantee is less than his/ her annual salary, then the shortfall, if any, shall be paid by the Company by way of performance award to the Grantee, provided the Grantee remains on the pay-roll of the Company as on the date of settlement of performance award. The Company shall not be liable to pay the performance award in case the Grantee has exercised and sold any share arising out of the options until the date of settlement of performance award.

The Company has recognised liability of ₹ 39.46 (March 25: ₹ 9.01) for the same refer note 19. The liability will be due for payment after the period of 4 years and 3 months from the grant date of the options covered in the incentive policy.

The measurement of liability is arrived through report of a registered valuer using Monte Carlo model. Key inputs used in the estimation of value of liability are:

-risk-free rate of 6.24% to 6.77% (March 2025: 6.65%)

-volatility of 36.60% to 39.77% (March 2025: 37.29%)

-exercise price of the option of ₹ 122.40 to 162.90 (March 2025: 162.90)

-annual salary on the date of grant

The number of options covered under the incentive policy are 1,057,700 (Previous year 1,030,400)

43. CAPITALISATION OF EXPENDITURE INCURRED DURING CONSTRUCTION PERIOD (REFER NOTE 3A & 3B)

The Group has commenced operations of certain quick service restaurants (stores) during the year ended 31 March 2026 and 31 March 2025. Certain directly attributable costs are incurred on commissioning of the quick service restaurants up to the date of commercial operations. This cost has been apportioned to certain property, plant and equipment on reasonable basis. Details of such costs capitalised is as under :-

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Employee benefits expense	260.32	413.12
Other expenses (includes rent, freight and architect fees etc.)	117.08	163.09
	377.40	**576.21**

44. IMPAIRMENT OF NON-CURRENT ASSETS

Impairment assessment of non current assets (other than goodwill and franchisee rights)

In accordance with Ind AS 36 "Impairment of Assets", the Group has identified individual quick service restaurant (store) as a separate cash generating unit (CGU) for the purpose of impairment assessment. Carrying value of a store includes property, plant and equipment, intangible assets used at a store, right-of-use assets and allocated corporate assets. Further carrying value and recoverable value of each store is calculated net of lease liabilities, because these specific cash store are separately identifiable.

Management periodically assesses whether there is an indication that a CGU may be impaired using a benchmark of two-year's history of operating losses or marginal profits for a store, which is even used by the management for the purpose of there internal reviews. Due to higher operating costs or decline in projected sales growth, certain stores have been impaired in the current and previous years for which impairment losses have been recognized and impairment reversals have occurred for certain stores where operational performance has been better than the anticipated one.

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Results of impairment testing during current and previous year :

Particulars	For the year ended 31 March 2026			For the year ended 31 March 2025		
	Impairment loss recognized	Impairment loss reversed	Net impairment loss / (reversal)	Impairment loss recognized	Impairment loss reversed	Net impairment loss / (reversal)
Property, plant and equipment	260.74	91.84	157.60	264.83	76.13	188.70
Right-of-use assets	0.41	-	0.41	1.96	-	1.96
Investment	-	10.95	(10.95)	-	-	-
Other intangible assets	11.32	-	11.32	33.88	-	33.88
	272.47	**102.79**	**158.38**	**300.67**	**76.13**	**224.54**

The Company operates as a single segment and hence disclosures related to segment reporting are not applicable to the Company. There are no changes in the aggregation of assets used for identification of CGU in the current year from the previous year.

Details of recoverable and carrying values of CGUs where impairment has been recorded or reversed.

	As at 31 March 2026	As at 31 March 2025
Where impairment loss is recorded		
Recoverable value	3,292.17	2,073.81
carrying value - net of opening impairment loss	3,461.50	2,374.47
Where impairment reversal is recorded		
Recoverable value	2,798.92	5,366.41
carrying value - net of opening impairment loss	1,662.35	2,500.88

The recoverable values above are calculated based on value in use methodology as per Ind AS 36. key assumptions used in the methodology are as follows:

Key assumptions	As at 31 March 2026	As at 31 March 2025
Sales growth rate %	0.00% to 5.00%	5.00%
Gross margins %	70.00% to 80.00%	70.00% to 80.00%
Discount rates %	23.90% - 14.02%	22.40% - 14.70%

Impact of reasonable change in assumptions on net impairment loss recorded:

Reasonable changes in key assumptions	As at 31 March 2026			As at 31 March 2025		
	From	To		From	To	
Sales growth rate %	0.00% to 5.00%	4.00%	Impact of reasonable changes in key assumptions are not material	5.00%	4.00%	Impact of reasonable changes in key assumptions are not material
Gross margins %	70.00% to 80.00%	69.50% to 79.50%		70.00% to 80.00%	69.50% to 79.50%	
Discount rates %	23.90% - 14.02%	15.02%		22.40-14.70%	15.70%	

Note: Period of projections is considered to be balance lease term of respective stores.

45. TRANSFER PRICING

The Company has established a comprehensive system of maintenance of information and documents that are required by the transfer pricing legislation under Section 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group is in the process of updating the documentation for the international transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by due date as required under the law. The management is of the opinion that its international transactions with the associated enterprises are at arm's length so that the aforesaid legislation will not have any impact on the consolidated financial statements, particularly on the amount of tax expense and that of provision for taxation.

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46. CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, all other equity reserves attributable to the equity holders of the Company and combination of both long-term and short-term borrowings. The Group's objective for capital management is to maximize shareholder's value, safeguard business continuity and support the growth of the Group. The Group determines the capital requirement based on annual operating plan and other strategic investment plans. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group's funding requirements are met through equity infusions, internal accruals and a combination of both long-term and short-term borrowings. The Group raises long term loans mostly for its expansion requirements and based on the working capital requirement utilise the working capital facilities. The Group monitors capital on the basis of consolidated total debt to consolidated total equity on a periodic basis. As a part of its capital management policy the Group ensures compliance with all covenants and other capital requirements related to its contractual obligations. For calculating debt equity ratio below, debt is considered on a net basis, i.e., after deducting cash and cash equivalents. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2026 and 31 March 2025.

Particulars	As at 31 March 2026	As at 31 March 2025
Borrowings (non-current and current)	13,603.94	9,317.64
Cash and cash equivalents	(4,912.50)	(1,813.72)
Net debt (a)	**8,691.44**	**7,503.92**
Equity share capital	1,232.94	1,206.27
Other equity	14,185.28	9,737.79
Non-controlling interests	3,433.87	3,078.58
Total equity (b)	**18,852.09**	**14,022.64**
Debt equity ratio (c=a/b)	0.46	0.54

47. INVESTMENT IN JOINT VENTURES

Investment in Devyani PVR INOX Private Limited, a joint venture

During the year ended 31 March 2025, the Company has executed an agreement with PVR INOX Limited ("PIL") and jointly incorporated an entity, namely 'Devyani PVR INOX Private Limited' ("DPIPL") on 26 July 2024 to open, design, develop, operate and maintain food courts, food plaza, fast food units, food retail outlets, refreshment rooms, food & beverage outlets and other similar establishments exclusively within shopping malls in India. Further, the arrangement has been considered as a joint venture basis on the jointly controlled matters agreed with parties under the arrangement. However the Company holds 51% economic interest within the joint venture.

Investment in Devyani RK Private Limited, a joint venture

During the year ended 31 March 2024, the Company has executed an agreement with R.K. Associates & Hoteliers Private Limited ("RKAHPL") and jointly incorporated an entity, namely 'Devyani RK Private Limited' ("DRKPL") on 30 January 2024 to undertake business relating to development, operation and maintenance of Food Courts, standalone Food and Beverage outlets, and Lounges within the existing or future territories of railway stations. Further, the arrangement has been considered as a joint venture, basis on the jointly controlled matters agreed with parties under the arrangement. However, the Company holds 51% economic interest within the joint venture. The joint venture has not started its business operations as of the reporting date. During the current year, the Company has impaired this investment amounting to ₹ 0.05 (31 March 2025: Nil) as the Company does not intend to start business operations.

Both the above joint ventures are not material to the Group as on reporting dates and hence related financial information is not material for disclosure.

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48. EMPLOYEE BENEFITS AND SEVERANCE PAY

I. Defined contribution plans

An amount of ₹ 465.77 (31 March 2025: ₹ 388.17) has been recognised as an expense in respect of the Group's contribution to the Employees' Provident Fund and other fund deposited with the relevant authorities and has been charged to the Consolidated Statement of Profit and Loss.

II. Defined benefit plans*

The Company operates a gratuity plan wherein certain employees are entitled to the benefit. Gratuity is payable to all eligible employees (who have completed 5 years or more of service) of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payments of Gratuity Act, 1972. Gratuity liability is partially funded by the Company through contribution to DIL Employees Gratuity Trust (the 'Trust') against ascertained gratuity liability. Trustees administer contributions made to the Trust and contributions are invested in a scheme with the Life Insurance Corporation of India as permitted by law of India.

The subsidiary companies also have defined benefit gratuity plan as per the applicable laws of their respective countries.

In case of companies incorporated in Thailand a severance pay plan is present, wherein every employee is entitled to the benefit, which depends on length of employment and is based on employee's current wage. The severance pay is payable as per The Labour Protection Act in Thailand.

The funding requirements of the plan are based on the gratuity fund's actuarial measurement framework set out in the funding policies of the plan. The funding of the plan is based on a separate actuarial valuation for funding purpose for which assumptions may differ from the assumptions set out in (iii) below. Employees do not contribute to the plan.

The Group has defined that, in accordance with the terms and conditions of the aforesaid plans and in accordance with statutory requirements (including minimum funding requirements) of the plan of relevant jurisdiction, the present value of refund or reduction in future contributions is not lower than the balance of the total fair value of the plan assets less than total present value of obligations.

The following table sets out the status of the defined benefit plan as required under Ind AS 19 - 'Employee Benefits'

i. Changes in present value of defined benefit obligation:

Particulars	As at 31 March 2026	As at 31 March 2025
Present value of obligation as at beginning of year	447.53	373.45
Present value of obligation through acquisition of subsidiary	40.46	-
Interest cost	22.74	19.86
Current service cost	86.73	52.42
Benefits paid	(60.89)	(34.11)
Past Service Cost including curtailment Gains/Losses	85.45	-
-changes in financial assumption	(18.29)	16.21
-experience adjustment	3.50	3.40
Exchange differences on translation	28.68	16.30
Present value of obligation as at end of year*	**635.91**	**447.53**

*Includes defined benefit obligation relating to severance pay ₹ 218.45 (31 March 2025: 202.68) pertaining to entity in Thailand

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ii. Reconciliation of the present value of plan assets** :

Particulars	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	57.86	33.29
Return on plan assets recognised in other comprehensive income	4.08	3.24
Contribution paid into the plan	9.99	46.37
Benefits paid	(25.19)	(25.04)
Balance at the end of the year	**46.74**	**57.86**
Net defined benefit liability	**589.17**	**389.67**

** The plan assets pertains to the Company

iii. Actuarial assumptions

A. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes into account inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows:

Particulars	31 March 2026	31 March 2025
Discounting rate	1.52% - 13%	1.81% - 13%
Future salary increase	3.75% - 11%	3.30% - 11%

B. Demographic assumptions

(a) Gratuity Plan

Particulars		31 March 2026	31 March 2025
(i)	Retirement age (years)	58-60	58-60
(ii)	Ages	**Withdrawal rate per annum(%)**	**Withdrawal rate per annum(%)**
	Up to 30 years	50	50
	From 31 to 44 years	37	37
	Above 44 years	30	30
(iii)	Average duration of defined benefit obligation (years)	1.70-5.16	1.70-5.16
(iv)	Assumptions regarding future mortality are not based on actuarial advice in accordance with published statistics and experience in each territory. These assumptions translate into an average life expectancy in years for a retiring employee.		

(b) Severance Pay

Particulars		31 March 2026	31 March 2025
(i)	Retirement age (years)	60	60
(ii)	Ages	**Withdrawal rate per annum(%)**	**Withdrawal rate per annum(%)**
	For RST (Restaurant support staff)	6.92	6.89
	For FT (Full time)	20.06	14.67
	For PT (Part time)	88	88
(iii)	Assumptions regarding future mortality are not based on actuarial advice in accordance with published statistics and experience in each territory. These assumptions translate into an average life expectancy in years for a retiring employee.		

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iv. Information for funded/unfunded plans with a defined benefit obligation:

Particulars	As at 31 March 2026	As at 31 March 2025
Defined benefit obligations#	635.91	447.53
Fair value of plan assets	46.74	57.86
	589.17	**389.67**

Includes ₹ 362.89 (31 March 2025: 234.79) pertaining to the Company which is funded through plan assets amounting to ₹ 46.74 (31 March 2025: 57.83)

v. (a). Expense recognised in consolidated profit or loss:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Employee benefit expenses:		
(a) Current service cost	86.72	52.42
(b) Interest cost	22.74	19.86
(c) Past Service Cost including curtailment gains/losses	85.45	-
(d) Interest income on plan assets	(3.77)	(2.34)
Total (a)	**191.14**	**69.94**

v. (b) Remeasurement recognised in other comprehensive income:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Actuarial gain/(loss) on defined benefit obligation	14.79	(19.61)
Actuarial gain/(loss) on plan assets	0.30	0.90
Total (b)	**15.09**	**(18.71)**
Expenses recognised in Consolidated Statement of profit and loss (a-b)	**176.05**	**88.65**

vi. Reconciliation statement of expense in consolidated statement of profit and loss and other comprehensive income:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Present value of obligation as at the end of the year	635.91	447.53
Present value of obligation as at the beginning of the year	(447.53)	(373.45)
Present value of obligation through business combination	(40.46)	-
Benefits paid	60.89	34.11
Actual return on plan assets	(4.08)	(3.24)
Exchange differences on translation	(28.68)	(16.30)
Expenses recognised in the Consolidated Statement of Profit and Loss	**176.05**	**88.65**

The Company expects to contribute ₹ 67.56 (31 March 2025: ₹ 42.54) to gratuity in the next year.

vii. Change in fair value of plan assets:@

Particulars	As at 31 March 2026	As at 31 March 2025
Opening fair value of plan assets	57.86	33.29
Actual return on plan assets	4.08	3.24
Fund charges	-	-
Contribution by employer	9.99	46.37
Benefits paid	(25.19)	(25.04)
Fair value of plan assets as at year end	**46.74**	**57.86**

@ The plan assets pertains to the Company

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viii. The Group's expected maturity analysis of undiscounted defined benefit liability is as follows:

Particulars	Less than a year	Between one to two years	Between two to five years	Over five years
31 March 2026	160.14	77.16	209.02	189.59
31 March 2025	101.09	53.95	114.40	178.09

ix. Bifurcation of closing net liability at the end of year

Particulars	As at 31 March 2026	As at 31 March 2025
Current liability (amount due within one year)	144.12	85.03
Non-current liability (amount due over one year)	445.05	304.64
	589.17	**389.67**

x. Sensitivity analysis

A quantitative sensitivity analysis for significant assumption is as shown below:

Particulars	As at 31 March 2026	As at 31 March 2025
Impact of the change in discount rate on defined benefit obligation		
a) Impact due to increase of 1%	(33.71)	(16.99)
b) Impact due to decrease of 1%	34.73	18.32

Impact of the change in Salary on defined benefit obligation

Particulars	As at 31 March 2026	As at 31 March 2025
a) Impact due to increase of 1%	35.44	19.06
b) Impact due to decrease of 1%	(34.47)	(17.25)

The sensitivity analysis is based on a change in above assumption while holding all other assumptions constant. The changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied when calculating the provision for defined benefit plan recognised in the consolidated balance sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it provides an approximation of the sensitivity of the assumptions shown.

Risk exposure:

The defined benefit plan is exposed to a number of risks, the most significant of which are detailed below:

Change in discount rates: A decrease is discount yield will increase plan liabilities.

Mortality table: The gratuity plan obligations are to provide benefits for the life of the member, so increase in life expectancy will result in a increase in plan liabilities.

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III. Compensated absences

Expense recognised in the consolidated statement of profit and loss:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Employee benefit expenses:		
(a) Current service cost	82.02	37.09
(b) Past Service Cost including curtailment Gains/Losses	39.47	-
(c) Interest cost	9.70	9.37
(d) Net actuarial (gain)/loss recognized in the year	16.06	(5.70)
	147.25	**40.76**

IV. Code of Social Security

On 21 November 2025, the Government notified certain provisions of the Labour Codes, including a uniform definition of wages. This amendment resulted into incremental defined benefit obligations pertaining to the services rendered for the period prior to such amendment and the Company has treated such incremental impact as past service cost. Based on the actuarial valuation as at 31 March 2026, the Group has recognised an increase in post-employment defined benefit obligations (gratuity) and other long-term employee benefit obligations (compensated absences) of ₹ 82.66 million and ₹ 39.47 million respectively, arising from this legislative change as past service cost. As this is a material, non-recurring impact of enactment, the related expense has been presented as Exceptional items for the year ended 31 March 2026.

49. SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM is considered to be the Board of Directors who make strategic decisions and is responsible for allocating resources and assessing the financial performance of the operating segments.

The Group's business activity falls within a single business i.e. Food and Beverages in terms of Ind AS 108 "Operating Segments". Information about secondary segment (Consolidated basis) The geographical segments considered are "India", "Thailand" and "Rest of the world". The relevant disclosure are as follows:

Information about geographical area

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
a. Revenue from operations (food and beverage segment) #		
(i) India	37,520.96	33,174.59
(ii) Thailand	16,919.13	14,881.01
(iii) Rest of the world	1,674.70	1,454.92
Total	**56,114.79**	**49,510.52**

Particulars	As at 31 March 2026	As at 31 March 2025
Non-current assets ^		
(i) India	47,837.78	38,469.76
(ii) Thailand	8,222.83	7,156.46
(iii) Rest of the world	1,114.54	906.59
Total	**57,175.15**	**46,532.81**

No single external customer amounts to 10% or more of the Group's revenue.

Revenue from food and beverage segment is directly attributed to within India and outside India operations.

@ Other income is not allocated as the underlying assets/ liabilities/income are used interchangeably.

^ Non-current assets, other than financial instruments and income tax assets (net)/deferred tax asset (net), primarily comprises property, plant and equipment and right of use assets.

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50. LOAN TO STEP-DOWN SUBSIDIARY TREATED AS NET INVESTMENT

(i) Pursuant to the loan arrangement executed between RV Enterprises Pte Limited (Singapore subsidiary) and Devyani International (Nigeria) Limited (step down subsidiary) in January 2023, the loan given to Nigerian step down subsidiary by Singapore subsidiary has been treated as net investment in the Nigerian operations and accordingly, exchange difference gain/(loss) amounting to ₹ 157.51 [31 March 2025: (₹ 200.31)] arising in relation to these loans have been recognized in 'Other comprehensive Income' in the consolidated financials statements.

(ii) Pursuant to the loan arrangements executed between Devyani International DMCC (Dubai subsidiary) and Blackbriar Company Limited, (Thailand step down subsidiary), Yellow Palm Company Limited (Thailand step down subsidiary), White Snow Company Limited (Thailand step down subsidiary), Restaurants Development Co., Ltd. (Thailand step down subsidiary) during the previous years, the loan given to Thailand step down subsidiaries by Dubai subsidiary has been treated as net investment in the Thailand operations and accordingly, exchange difference gain amounting to ₹ 78.81 [31 March 2025: ₹ 209.60] arising in relation to these loans have been recognized in 'Other comprehensive Income' in the consolidated financials statements.

The total currency gain amounting to ₹ 236.32 {31 March 2025: ₹ (9.29)} have been recognized in 'Other comprehensive Income' in the consolidated financials statements.

51. NON-CONTROLLING INTERESTS ("NCI")

The following table summarises the financial information relating to each of the Group's subsidiaries that has material NCI, before any intra-group eliminations:

Particulars	RV Enterprises Pte. Limited*		Devyani International DMCC#		Sky Gate Hospitality Private Limited## (Refer note 53)
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026
NCI Percentage	**12.69%**	**12.81%**	**52.45%**	**52.45%**	**0%**
Summary of balance sheet					
Non-current assets	352.08	275.02	13,048.67	11,456.95	2,404.12
Current assets	97.76	100.58	5,434.95	2,005.25	394.18
Non-current liabilities	(183.55)	(1,701.20)	(7,788.84)	(6,281.02)	(453.94)
Current liabilities	(3,640.86)	(1,485.44)	(6,194.75)	(3,174.48)	(502.63)
Net assets	**(3,374.57)**	**(2,811.04)**	**4,500.03**	**4,006.70**	**1,841.73**
Accumulated NCI	(532.04)	(438.79)	3,965.91	3,517.37	-
Summary of statement of profit and loss					
Total revenue	878.49	808.26	16,919.13	14,881.01	2,205.54
(Loss)/profit for the year	(6.21)	(350.24)	125.21	77.78	(234.06)
Other comprehensive income for the year	(562.15)	227.37	(120.90)	(229.07)	7.46
Total comprehensive income for the year	**(568.36)**	**(122.87)**	**4.31**	**(151.29)**	**(226.60)**
(Loss)/profit allocated to NCI	23.70	(41.54)	(35.43)	(118.95)	(27.31)
Other comprehensive income allocated to NCI	(116.95)	10.72	483.97	300.14	0.44
Total comprehensive income allocated to NCI	**(93.25)**	**(30.82)**	**448.54**	**181.19**	**(26.87)**
Summary of cash flow statement					
Cash flows generated from operating activities	184.83	101.62	2,026.63	2,132.80	(300.63)
Cash flows used in investing activities	(39.50)	(11.85)	(3,019.34)	(1,357.63)	(85.54)
Cash flows generated used in financing activities	(124.51)	(93.16)	3,968.37	(826.19)	337.07
Net decrease in cash and cash equivalents	**20.82**	**(3.39)**	**2,975.66**	**(51.02)**	**(49.10)**

* Post consolidation of Devyani International (Nigeria) Limited (Subsidiary of RV Enterprizes Pte. Limited)

Post consolidation of Devyani International DMCC, White Snow Company Limited, Blackbriar Company Limited, Yellow Palm Company Limited and Restaurants Development Co., Ltd

Post consolidation of Sky Gate Hospitality Private Limited, Blackvelvet Hospitality Private Limited, and Say Chefs Private Limited

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52. ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III TO THE ACT:

As at 31 March 2026

Name of the entity in the group	Net assets (Total assets - Total liabilities)		Share in profit/(loss)		Share in other comprehensive income/ (loss)		Share in total comprehensive income/ (loss)	
	As % of consolidated Net assets	Amount	As % of consolidated profit	Amount	As % of consolidated other comprehensive income/(loss)	Amount	As % of consolidated total comprehensive Income/(loss)	Amount
Parent								
Devyani International Limited (DIL)	79.82%	15,048.05	77.93%	(331.49)	-0.30%	(2.39)	-87.12%	(333.88)
Subsidiaries								
(Parent's share)								
Subsidiaries incorporated in India								
Sky Gate Hospitality Private Limited	3.41%	643.17	53.24%	(226.47)	0.83%	6.72	-57.34%	(219.75)
Blackvelvet Hospitality Private Limited	-0.41%	(76.99)	1.95%	(8.31)	0.09%	0.74	-1.98%	(7.57)
Say Chefs Eatery Private Limited	0.00%	(0.01)	-0.16%	0.70	0.00%	-	0.18%	0.70
Subsidiaries incorporated outside India								
Devyani International (Nepal) Private Limited	1.70%	321.81	-16.45%	70.00	0.00%	-	18.27%	70.00
RV Enterprizes Pte. Limited	-14.51%	(2,736.29)	7.03%	(29.90)	-114.91%	(929.17)	-250.27%	(959.07)
Devyani International DMCC (Presented as consolidation of the below entities:	24.97%	4,707.51	-37.77%	160.64	-74.81%	(604.88)	-115.92%	(444.24)
White Snow Company Limited								
Blackbriar Company Limited								
Yellow Palm Company Limited								
Restaurants Development Co., Ltd)								
Joint venture incorporated in India (accounted using equity method)								
Devyani PVR INOX Private Limited (refer note 47)	0.00%	-	1.20%	(5.12)	0.00%	-	-1.34%	(5.12)
Devyani RK Private Limited (refer note 47)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Non controlling interest								
RV Enterprizes Pte. Limited	-2.82%	(532.04)	-5.57%	23.70	45.39%	367.02	101.96%	390.72
Sky Gate Hospitality Private Limited (Presented as consolidation of the below entities:		-	6.42%	(27.31)	0.05%	0.44	-7.01%	(26.87)
Sky Gate Hospitality Private Limited								
Blackvelvet Hospitality Private Limited								-
Say Chefs Eatery Private Limited								-

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Name of the entity in the group	Net assets (Total assets - Total liabilities)		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As % of consolidated Net assets	Amount	As % of consolidated profit	Amount	As % of consolidated other comprehensive income/(loss)	Amount	As % of consolidated total comprehensive Income/(loss)	Amount
Devyani International DMCC (Presented as consolidation of the below entities:	21.04%	3,965.91	8.33%	(35.43)	59.86%	483.97	117.04%	448.54
Blackbriar Company Limited								
White Snow Company Limited								
Yellow Palm Company Limited								
Restaurants Development Co., Ltd)								
Inter group eliminations	-13.20%	(2,489.03)	3.85%	(16.36)	183.80%	1,486.12	383.53%	1,469.76
As at 31 March 2026	**100.00%**	**18,852.09**	**100.00%**	**(425.35)**	**100.00%**	**808.57**	**100.00%**	**383.22**

As at 31 March 2025

Name of the entity in the group	Net assets (Total assets - Total liabilities)		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As % of consolidated Net assets	Amount	As % of consolidated profit	Amount	As % of consolidated other comprehensive income/(loss)	Amount	As % of consolidated total comprehensive Income/(loss)	Amount
Parent								
Devyani International Limited (DIL)	78.73%	11,039.67	-343.75%	237.19	-0.58%	(4.00)	37.84%	233.19
Subsidiaries								
(Parent's share)								
Subsidiaries incorporated outside India								
Devyani International (Nepal) Private Limited	1.80%	251.81	-61.90%	42.71	0.00%	-	6.92%	42.71
RV Enterprizes Pte. Limited	-16.13%	(2,261.19)	447.38%	(308.69)	-12.18%	(83.49)	-63.63%	(392.18)
Devyani International DMCC (Presented as consolidation of the below entities:	12.00%	1,682.78	-285.12%	196.73	-77.22%	(529.20)	-53.94%	(332.47)
White Snow Company Limited								
Blackbriar Company Limited								
Yellow Palm Company Limited								
Restaurants Development Co., Ltd)								
Joint venture incorporated in India (accounted using equity method)								
Devyani PVR INOX Private Limited (refer note 47)	0.00%	-	4.62%	(3.19)	0.00%	-	-0.52%	(3.19)
Devyani RK Private Limited (refer note 47)	0.00%	-	0.07%	(0.05)	0.00%	-	-0.01%	(0.05)
Non controlling interest								

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Name of the entity in the group	Net assets (Total assets - Total liabilities)		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As % of consolidated Net assets	Amount	As % of consolidated profit	Amount	As % of consolidated other comprehensive income/(loss)	Amount	As % of consolidated total comprehensive Income/(loss)	Amount
RV Enterprizes Pte. Limited	-3.13%	(438.79)	60.20%	(41.54)	45.36%	310.86	43.70%	269.32
Devyani International DMCC (Presented as consolidation of the below entities:	25.08%	3,517.37	172.39%	(118.95)	43.79%	300.14	29.40%	181.19
Blackbriar Company Limited								
White Snow Company Limited								
Yellow Palm Company Limited								
Restaurants Development Co., Ltd)								
Inter group eliminations	1.65%	230.98	106.10%	(73.21)	100.83%	691.02	100.24%	617.81
As at 31 March 2025	**100.00%**	**14,022.64**	**100.00%**	**(69.00)**	**100.00%**	**685.33**	**100.00%**	**616.33**

53. BUSINESS COMBINATION

On 10 June 2025, the Company acquired an 80.72% equity stake (on a fully diluted basis) in Sky Gate Hospitality Private Limited (“Sky Gate”), for an aggregate consideration of ~₹ 4,196 million, discharged through a preferential issue of equity shares. Accordingly, Sky Gate and its subsidiaries became subsidiaries of the Company with effect from 10 June 2025. Subsequently, the Company increased its equity stake in Sky Gate to ~86.13% on a fully diluted basis. Further, on 07 March 2026, the Company acquired the remaining equity stake in Sky Gate from its Founders, consequent to which, Sky Gate has become a wholly-owned subsidiary of the Company. The acquisition is accounted for using the acquisition method of accounting as per Ind AS 103 “Business Combinations’, based on fair values of assets and liabilities acquired, as determined by the management. The allocation of purchase price, identification of intangible assets and the resultant goodwill is summarised below:

Details of assets and liabilities acquired	Amount
Property, plant and equipment	347.54
Other intangible assets	3.25
Brand (newly identified)	4,946.70
Right-of-use assets	516.90
Lease liabilities	(612.30)
Borrowings	(53.31)
Other assets/(liabilities) acquired (net)	(201.25)
Deferred tax liability on newly identified intangibles	(1,255.85)
Total (A)	**3,691.68**
Purchase consideration	
Payment to shareholders	4,195.92
Non controlling interest	1,190.07
Contingent consideration*	11.10
Total (B)	**5,397.09**
Goodwill (C=B-A)	**1,705.41**

*Pursuant to the Share purchase Agreement (“SPA”) dated 24 April 2025, Sky Gate is required to divest the brands Krazy Kebab Co. ("KKC") (via asset sale) and Get-A-Way ("GAW") (via sale of 51% stake in Peanutbutter and Jelly Private Limited) within 6 months from Closing Date, extendable by 3 months at the discretion of the Company.

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The consideration from such divestments is contingent upon successful sale and is subject to adjustment for accumulated operating losses incurred from the agreed date as per the share purchase agreement until realization, as well as applicable taxes. If either brand remains unsold within the stipulated timeline, contingent consideration shall be limited to proceeds from the brand(s) actually sold, net of such adjustments.

The Group has recognised non-controlling interests Sky Gate at fair value, consistent with the methodology described below.

The range of contingent consideration payable is between Nil and ₹ 11.10. The undiscounted fair value of contingent consideration is ₹ 11.10 as at the date of acquisition.

The determination of fair value is based on discounted cash flow method. Key assumptions on which management has based fair valuation includes estimated revenue growth rate of 14% p.a.and terminal growth rate of 3% p.a., weighted average cost of capital of 13.20% p.a. and weighted average rate of return of 14.20% .The cash flow projections take into account past experience and represent the management's best estimate about future developments. There are no significant contingent liabilities that have been acquired by the Company as a part of this acquisition. There are no significant transaction costs incurred in relation to this acquisition.

Valuation Methodology used in calculations of fair values of various assets

Area	Valuation Methodology used
Property, plant and equipment	Reproduction Cost Method (indexation method) under Cost Approach
Brand (newly identified)	Multi Period Excess Earning Method (“MEEM”), under the Income Approach
Lease liabilities	Present value of market benchmarked market lease rentals

The goodwill is attributable to Sky Gate Hospitality Private Limited (CGU) and is not expected to be deductible for tax purposes.

Furthermore, through the acquisition the Group aims to strengthen its position in the Indian quick service restaurant market as part of its broader expansion strategy.

From the year ended 31 March 2026, this business contributed revenue from operations amounting to ₹ 2,151.60 and loss after tax of ₹ 197.88 from continuing operations of the Group, if considered from the date of acquisition. If the business combination had taken place at the beginning of the year, it would have contributed revenue from operations of ₹ 2,672.72 and loss after tax of ₹ 543.52.

Acquired receivables

The fair value of the trade receivables acquired as part of the business combination amounted to ₹ 150.18, with a gross contractual amount of ₹ 154.09. As of the acquisition date, the Group’s best estimate of the contractual cash flow not expected to be collected amounted to ₹ 3.91.

Particulars of cash consideration/cash acquired	Amount
Cash consideration paid	-
Cash balances acquired	73.14

Sky Gate’s investment in Peanutbutter and Jelly Private Limited (“Peanutbutter”) and the business of Krazy Kebab Co. were held for sale. Accordingly, their financial performance has been presented as discontinued operations in the consolidated financial statements, net of recoveries made. During the year, Sky Gate executed a Share Purchase Agreement with Heritage Foods Limited for sale of its entire 51% equity stake in Peanutbutter. Upon completion of the transaction in January 2026, Peanutbutter ceased to be a subsidiary of Sky Gate and a step-down subsidiary of the Company.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

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54. ADDITIONAL REGULATORY INFORMATION

(a) During the current and previous year, the Company and its joint ventures do not have any Benami property and no proceedings have been initiated or pending against the Company for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.

(b) The Company and its joint ventures do not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956, except for balances carried forward from earlier years for the parties mentioned below:

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding as at 31 March 2026	Relationship with the struck off company	Balance outstanding as at 31 March 2025	Relationship with the struck off company
Potency Retails Private Limited	Trade payables	0.18	Not Applicable	0.18	Not Applicable
Sunrise Electronic Solutions Private Limited	Trade payables	0.00	Not Applicable	0.00	Not Applicable
Sakha Services Private Limited	Trade payables	0.01	Not Applicable	0.01	Not Applicable
Santosh Provisions Private Limited	Trade payables	0.03	Not Applicable	0.03	Not Applicable
Naman Buildcon Limited	Trade receivables	0.11	Not Applicable	0.11	Not Applicable
Radical Infraone Private Limited	Capital creditors	0.20	Not Applicable	0.20	Not Applicable

(c) During the current year and previous year, the Company and its joint ventures do not have any charge which is yet to be registered with ROC beyond the statutory period for the financial year ended 31 March 2026.

(d) The Group has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(e) The Group has not received any fund during the year ended 31 March 2026 (31 March 2025: Nil) from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party(Ultimate Beneficiaries) or

- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(f) The Company and its joint ventures have not undertaken any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended 31 March 2026 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) (31 March 2025: Nil).

(g) The Group has not traded or invested in Crypto currency or Virtual Currency during the current or previous year.

(h) The Company and its joint ventures have not been declared a 'Wilful Defaulter' by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. (31 March 2025: Nil)

(i) The Company and its joint ventures have complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 during the year ended 31 March 2026 (31 March 2025: Nil).

(j) During the year ended 31 March 2026 and 31 March 2025, the Group has followed cost model while valuing its property, plant & equipments. The same is in accordance with the reporting standard.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

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55. AUDIT TRAIL

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies covered under the Act, which uses accounting software for maintaining its books of accounts, shall only use such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company and its subsidiary incorporated in India uses accounting softwares for maintaining its accounting records, sales invoicing & inventory management . During the year, the audit trail (edit log) feature at the application level was operating for all relevant transactions recorded in such software. However, the audit trail (edit log) feature for any direct changes made at the database level was not enabled for the such accounting softwares.

The Company uses another accounting software for maintenance of payroll records which is operated by a third-party software service provider. As per the 'Independent Service Auditor's Report on a Description of the Service Organization's System and the Suitability of the Design and Operating Effectiveness of Controls' (based on the criteria for a description of a service organization's system as set forth in DC Section 200, 2018 Description Criteria for a Description of a Service Organization's System in a SOC 2 Report, in AICPA Description criteria), the audit trail (edit log) feature for any direct changes made at the database level and changes made at application level was operating throughout the period for all relevant transactions recorded in the software.

Further, for all the accounting softwares, the audit trail has been preserved by the Company as per the statutory requirements for record retention as applicable, except for database level for accounting software used for maintaining its accounting records, sales invoicing and inventory management.

56. DISCLOSURE PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

Nature of the transaction (loans given/investments made/guarantees given)		As at 31 March 2026	As at 31 March 2025
(A)	**Loans**		
	RV Enterprizes Pte. Limited (refer note 50):		
	Balance as at the beginning of the year	433.30	433.30
	Add: Loan given during the year	-	-
	Add: Interest accrued during the year	-	-
	Less: Loan repaid during the year	-	-
	Balance as at the end of the year	**433.30**	**433.30**
	Maximum amount outstanding at any time during the year	**433.30**	**433.30**
	Devyani International DMCC (refer note 57):		
	Balance as at the beginning of the year	-	-
	Add: Loan given during the year	1,178.06	-
	Add: Interest accrued during the year	2.41	-
	Less: Loan repaid during the year	-	-
	Less: Foreign exchange loss	(2.30)	-
	Balance as at the end of the year	**1,178.17**	**-**
	Maximum amount outstanding at any time during the year	**1,178.17**	**-**
(B)	**Investments**		
	Investments in equity shares ##		
	RV Enterprizes Pte. Limited **	113.21	111.49
	Devyani International (Nepal) Private Limited	94.07	94.07
	Devyani RK Private Limited (refer note 8 and 47)**	0.05	0.05
	Devyani PVR Inox Private Limited (refer note 8 and 47)	32.87	15.20
	Devyani International DMCC (refer note 50)	3,427.07	3,427.07

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853 (₹ in millions, except for share data or if otherwise stated)

Nature of the transaction (loans given/investments made/guarantees given)	As at 31 March 2026	As at 31 March 2025
Sky Gate Hospitality Private Limited	5,658.94	-
Investments in preference shares ##		
RV Enterprizes Pte. Limited **	615.30	615.30
Devyani International (Nepal) Private Limited	-	25.11
Equity share application pending allotment		
Corporate guarantee		
RV Enterprizes Pte. Limited **	-	1.72

(C) Guarantees

(i) The Company has given a corporate guarantee of THB 2,500 million to Bangkok Bank Public Company Limited (Thailand) in respect of term loan and other credit facilities availed by Restaurants Development Co., Ltd (subsidiary company). The amount outstanding as on 31 March 2026 amounts to ₹ 7,114.73 (31 March 2025: 6,271.37).

(ii) The Group has given a corporate guarantee of USD 0.5 million and NGN 1,500 million to Standard Chartered Bank (Nigeria) in respect of term loan and other credit facilities availed by Devyani International (Nigeria) Ltd. (subsidiary company). The amount outstanding as on 31 March 2026 amounts to ₹ 149.71 (31 March 2025: 126.32).

(iii) The Company has given a corporate guarantee of USD 26.00 million to Axis Bank (Dubai) in respect of term loan and other credit facilities availed by Devyani International DMCC (subsidiary company). The amount outstanding as on 31 March 2026 amounts to ₹ 2,461.01.

the above investments are shown at cost as per financial reporting requirements.

** The investments and loans have been impaired during the current and previous year

Note: The above loans, guarantees and investments have been given/made for the general purposes.

57. THE GROUP HAS INVESTED (FROM BORROWED FUNDS) IN ENTITY (SUBSIDIARY), FOR FURTHER INVESTMENT IN STEP DOWN SUBSIDIARIES OF THE GROUP, IN THE ORDINARY COURSE OF BUSINESS. THE DETAILS ARE AS FOLLOWS:

Name of intermediary	Date	Amount	Nature	Details of funds further invested/ provided loan to intermediary	Date of investment
Devyani International DMCC*	25 March 2026	1,756.20	Loan	Loan of ₹ 1,756.20 Mn given to Yellow Palm Company Limited	25 March 2026
Yellow Palm Company Limited*	25 March 2026	1,769.17	Investment	Investment of ₹ 1,769.17 Mn made in Restaurants Development Co., Ltd	25 March 2026
Devyani International DMCC*	25 March 2026	1,715.35	Investment	Investment of ₹ 1,715.35 Mn made in Restaurants Development Co., Ltd	25 March 2026

* During the year ended 31 March 2026, the Group infused a total of ₹ 3,573.50 into Restaurants Development Co., Ltd, Thailand ("RDCL"). The transaction was structured by the Company providing a loan of ₹ 1,178.06 to Devyani International DMCC, Dubai ("DMCC") out of its internal accruals. Simultaneously, DMCC obtained a short-term borrowing of ₹ 2,395.46 from a bank, supported by a corporate guarantee of the Company. Thereafter, DMCC has directly and indirectly (via Yellow Palm Company Limited) invested in equity stake of RDCL amounting to ₹ 3,573.50.

The above transactions are not in violation of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853 (₹ in millions, except for share data or if otherwise stated)

58. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
a) Gross amount required to be spent during the year	17.71	23.31
b) Detail of amount spent in Corporate Social Responsibility		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above*	17.71	23.31
Total	**17.71**	**23.31**
Amount of shortfall at the end of the year	Nil	Nil

*As per section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The CSR activities and spend are as per the CSR Policy recommended by the CSR Committee and approved by the Board. The same has also been uploaded on the Company's website https://dil-rjcorp.com

59. The Board of Directors of the Company ("Board") at its meeting dated 10 March 2026, had approved the Scheme of Amalgamation (the 'Scheme') for amalgamation of SKY Gate Hospitality Private Limited, Blackvelvet Hospitality Private Limited and Say Chefs Eatery Private Limited , (wholly owned subsidiaries companies) with the Company. The Scheme was filed with the Hon'ble National Company Law Tribunal (NCLT), Chandigarh on 31 March 2026. The appointed date of the Scheme is 1st April 2025. The matter was listed on 8 May 2026 before the Hon'ble NCLT and the order has been reserved.

60. The Board approved a Scheme of Arrangement under Sections 230-232 of the Companies Act, 2013, for the amalgamation of Sapphire Foods India Limited with the Company, with an Appointed Date of 01 April 2026. Under the Scheme, the Company will issue 177 equity shares of Re. 1 each for every 100 equity shares of ₹ 2 each held in Sapphire Foods India Limited. The Company is in the process of obtaining necessary regulatory and other approvals.

61. There are no material adjusting or non adjusting subsequent events, except as already disclosed.

62. The previous year numbers have been regrouped/ reclassified wherever necessary to conform to current year presentation. The impact of such reclassification/regrouping is not material.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

Place: Gurugram
Date: 15 May 2026

For and on behalf of the **Board of Directors of Devyani International Limited**

Manish Dawar
Whole-time Director (President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer and Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part "A": Subsidiaries

(₹ in million, except as stated otherwise)

S.No.	Particulars	Details	Details	Details	Details	Details	Details	Details	Details	Details	Details	Details
1	Name of the subsidiary	Devyani International (Nepal) Private Limited*	RV Enterprizes Pte. Ltd.	Devyani International (Nigeria) Limited	Devyani International DMCC	White Snow Company Limited	Blackbriar Co., Ltd.	Yellow Palm Co., Ltd.	Restaurants Development Co., Ltd	Sky Gate Hospitality Private Limited	Blackvelvet Hospitality Private Limited	Say Chefs Eatery Private Limited
2	The date since when subsidiary was acquired	02.07.2008	31.01.2011	31.01.2011	17.05.2023	17.01.2024	17.01.2024	17.01.2024	17.01.2024	11.06.2025	11.06.2025	11.06.2025
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026	From 01.04.2025 to 31.03.2026
4	Reporting Currency	NPR	USD	NGN	AED	THB	THB	THB	THB	INR	INR	INR
5	Exchange rate on the last day of financial year	0.624	94.65	0.07	25.56	2.85	2.85	2.85	2.85	NA	NA	NA
6	Share capital	288.02	930.75	127.96	6,719.84	233.09	9.32	233.09	1,505.75	2.33	14.86	0.10
7	Reserves & Surplus	33.79	(1,493.82)	(2,833.22)	929.41	(120.51)	(93.22)	(182.40)	(560.95)	640.85	(91.85)	(0.11)
8	Total assets	820.10	0.12	577.68	11,224.46	591.99	122.58	2,284.74	13,923.69	1,411.81	86.39	1.09
9	Total Equity & Liabilities	820.10	0.12	577.68	11,224.46	591.99	122.58	2,284.74	13,923.69	1,411.81	86.39	1.09
10	Investments	-	-	-	5,511.34	553.49	118.88	2244.68	-	429.85	-	-
11	Turnover (Revenue from operations)	796.21	-	878.49	-	-	-	-	16,919.13	1,962.87	241.60	1.07
12	Profit/(Loss) before taxation	94.92	(26.62)	26.04	237.21	(20.58)	(8.97)	(21.95)	(43.00)	(194.23)	(5.04)	0.70
13	Tax expense	24.92	-	5.62	-	-	-	-	17.50	-	-	
14	Provision for taxation	-	-	-	-	-	-	-	-	-	-	
15	Profit/(Loss) after Taxation	70.00	(26.62)	20.42	237.21	(20.58)	(8.97)	(21.95)	(60.50)	(226.47)	(8.31)	0.70
16	Proposed Dividend	-	-	-	-	-	-	-	-			
17	% of shareholding**	100%	87.31%	68.75%	51%	24.99%	37.73%	44.23%	47.55%	100%	100%	100%

* The financial year of the Subsidiary is different as per local laws applicable in the Country in which the subsidiary is incorporated

**The above figures represents effective shareholding of Devyani International Limited

1. Names of subsidiaries which are yet to commence operations: Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Nil

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part "B": Associates and Joint Ventures (₹ in million, except as stated otherwise)

Name of Associates or Joint Ventures	Devyani RK Private Limited	Devyani PVR INOX Private Limited
1. Latest audited Balance Sheet Date	31 March 2026	31 March 2026
2. Date on which the Associates or Joint Ventures were associated or acquired	30 January 2024	26 July 2024
3. Shares of Associates or Joint Ventures held by the company on the year end		
Number of shares	5,100	5,054,100
Amount of Investment in Associates or Joint Ventures	0.05	32.87
Extent of Holding (in percentage)	51%	51%
4. Description of how there is significant influence	Joint Venture	Joint Venture
5. Reason why the Associates or Joint Ventures is not consolidated	NA	NA
6. Net worth attributable to shareholding as per latest audited Balance Sheet	NA	NA
7. Profit/ (Loss) for the period	0.09	(10.04)
i. Considered in consolidation	-	(5.12)
ii. Not considered in consolidation	-	-

Notes:

1. Names of Associates or Joint Ventures which are yet to commence operations: Nil
2. Names of Associates or Joint Ventures which have been liquidated or sold during the year: Nil

For and on behalf of the **Board of Directors of**
Devyani International Limited

Manish Dawar
Whole-time Director
(President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer
and Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of Devyani International Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

1. We have audited the accompanying standalone financial statements of **Devyani International Limited** ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matters
Impairment assessment of franchisee rights, goodwill and other non-current assets Refer note 2 (f) for material accounting policy information and the note 29 and 44 for financial disclosures in the standalone financial statements of the Company for the year ended 31 March 2026. As at 31 March 2026, the Company is carrying following balances in its standalone financial statements: - franchisee rights of ₹ 700.37 million and goodwill of ₹ 504.57 million arising on account of business combination and - other non-current assets of all the stores across various geographies (representing property, plant and equipment, intangible assets, right-of-use assets net of lease liabilities and allocated corporate assets) having aggregate carrying value of ₹ 12,738.72 million representing identifiable group of assets pertaining to cash generating units ("CGUs") (refer note 44), in its standalone financial statements.	Our audit procedures for impairment assessment of franchisee rights, goodwill and other non-current assets included, but were not limited to the following: a) Obtained an understanding from the management with respect to process and internal financial controls implemented by the Company to identify CGU, impairment indicators, allocation of goodwill and franchisee rights to related group of CGUs and determine recoverable value of CGU/ group of CGUs (as applicable) and evaluated the design implementation and tested the operating effectiveness of key internal financial controls; b) Assessed the professional competence and objectivity of the external valuation experts engaged by the management for performing the required valuations to estimate the recoverable value of CGUs; c) With the help of auditor's valuation experts, as applicable, performed the following procedures:

Key audit matters	How our audit addressed the key audit matters
In accordance with the requirements of Ind AS 36, Impairment of Assets (Ind AS 36), the Company has performed an annual impairment assessment of such franchisee rights and goodwill, and other non-current assets (where impairment indicators have been identified), in order to determine whether the carrying value exceeds recoverable value as at 31 March 2026. The management has determined that investment in each store as indicated by other non- current assets constitutes a separate CGU which is tested for impairment as above. For this purpose, the Company, with the help of external valuation experts, as applicable, has determined recoverable value of CGUs and also allocated franchisee rights and goodwill to group of CGUs to which they relate. Recoverable value is determined using Discounted Cash Flow Model (DCF Model) which required consideration of certain assumptions and estimates of future performance, gross margins, growth rates, discount rates, material price inflation, rent expense, salary and wages and royalty and marketing fees. Consequent to such impairment assessment, the Company has recorded an impairment charge of ₹ Nil against franchisee rights and goodwill and an impairment charge of ₹ 168.78 million against other non-current assets. Due to the materiality of the amounts, significance of these management estimates and judgements to the Company's standalone financial statements, which are inherently subjective, we have identified this area as a key audit matter for current year's audit.	o Evaluated appropriateness of identification of CGUs basis our understanding of the business and the valuation model used by the Company for determining the recoverable value of the CGUs; o Assessed the reasonableness of the key assumptions used in the DCF Model for computation of business projections and recoverable value as at 31 March 2026 such as growth rates, discount rates etc. o Performed sensitivity analysis in respect of such key assumptions to verify its appropriateness and impact on the recoverable value; o Tested the arithmetical accuracy of the computation of recoverable value of the CGUs; d) Analysed the performance of the CGUs basis our evaluation of the key assumptions and understanding of the business including current and expected market and economic conditions, and benchmarked growth rates for projections used in approved business plans and; e) Assessed the adequacy and appropriateness of the accounting policy used and disclosures made by the management included in note 29 and note 44 in respect of impairment of franchisee rights, goodwill and other non- current assets, in accordance with the applicable accounting standards respectively.
Impairment assessment of carrying values of investments in and loan given to subsidiaries Refer note 2 (q) for material accounting policy information and the note 48 and 50 for financial disclosures in the standalone financial statements of the Company for the year ended 31 March 2026. The Company has investment of ₹ 3,427.07 million in Devyani International DMCC, Dubai and ₹ 5,658.94 million in Sky Gate Hospitality Private Limited (both entities hereinafter referred to as "subsidiaries") and also has outstanding balance of loan receivable from Devyani International DMCC, Dubai amounting to ₹ 1,178.17 million as at 31 March 2026. At end of each reporting period, the management reviews whether any impairment indicators exist in the carrying value of investments, in accordance with the requirements of Ind AS 36, "Impairment of Assets" ('Ind AS 36'), and whether there is any significant increase in credit risk in loan receivable from subsidiary in accordance with the requirements of Ind AS 109, "Financial instruments" ('Ind AS 109'). In respect of investments and loan where impairment indicators are identified or significant increase in credit risk is noted, the management performs a detailed impairment test by determining the recoverable value of such balances.	Our audit procedures relating to assessment of the carrying values of investment in and loan given to subsidiaries included, but were not limited to the following: a) Obtained an understanding from the management with respect to process and controls implemented by the Company to identify CGU, impairment indicators, significant increase in credit risk relating to loan receivable and determine recoverability of the amounts from its subsidiaries and evaluated the design implementation and tested the operative effectiveness of key internal financial controls; b) Assessed the professional competence and objectivity of the external valuation experts engaged by the management for performing the required valuations to estimate the recoverable value of its subsidiaries; c) With the help of auditor's valuation experts, performed the following procedures: o Evaluated appropriateness of the valuation model used by the Company for determining the recoverable value of such subsidiaries;

Key audit matters	How our audit addressed the key audit matters
The recoverability of the aforesaid amounts is dependent on the operational performance of aforesaid subsidiaries including its step-down subsidiaries. The actual business performance of these subsidiaries/step-down subsidiaries has been lower than the anticipated performance which has been identified by the management as possible impairment indicators under the principles of Ind AS 36. The recoverable value has been determined by carrying out valuation of underlying business of subsidiaries with the help of an external valuation experts using the DCF Model, which requires management to make significant estimates and assumptions related to forecast of future revenue, gross margins, growth rate, expansion plans and selection of the discount rates to determine the recoverable value to be considered for impairment testing of the carrying value of the aforesaid balances. Due to the materiality of the amounts, significance of these management estimates and judgements involved, which are inherently subjective, to the Company's financial position, we have identified this area as a key audit matter for current year's audit.	o Assessed the reasonableness of the key assumptions used in the DCF Model for computation of business projections and recoverable value as at 31 March 2026 such as growth rates and discount rates; o Performed sensitivity analysis in respect of such key assumptions to verify its appropriateness and impact on the recoverable value; and o Tested the arithmetical accuracy of the computation of recoverable value of its subsidiaries; d) Analysed the performance of its subsidiaries basis our evaluation of the key assumptions and understanding of the business including current and expected market and economic conditions, and benchmarked growth rates for projections used in approved business plans and committed expansion plans; and e) Assessed the adequacy and appropriateness of the accounting policy used and disclosures made by the management included in note 48 and note 50 in respect of impairment of its subsidiaries and assessment of credit risk on loan receivable respectively, in accordance with the requirement of the applicable accounting standards.

Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report, is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in

the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
    - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

17. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;

    b) Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) The standalone financial statements dealt with by this report are in agreement with the books of account;

    d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act;

    f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in, paragraph 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)];

    g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

   i. the Company, as detailed in note 38 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2026.;

   ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026.;

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2026.;

   iv. a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 54 (e) and 56 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entities ('the Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 54 (f) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

   v. The Company has not declared or paid any dividend during the year ended 31 March 2026.

   vi. As stated in Note 57 to the standalone financial statements and based on our examination which included test checks, except for matters mentioned below, the Company, in respect of financial year commencing on 1 April 2025, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below. Furthermore, except for matters mentioned below the audit trail have been preserved by the Company as per the statutory requirements for record retention.

Nature of exception noted	Details of Exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of accounting records, sales invoicing and inventory management records by the Company.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

UDIN: 26095256FTSBEZ3554
Place: Gurugram
Date: 15 May 2026

For O P Bagla & Co LLP
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

UDIN: 26094155QJNTAW8122
Place: Gurugram
Date: 15 May 2026

Annexure A referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Devyani International Limited on the standalone financial statements for the year ended 31 March 2026

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress, investment property and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress, investment property and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work-in-progress, investment property and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (including investment properties) held by the Company (other than properties where the Company is a lessee), disclosed in Note 3A to the standalone financial statements, are held in the name of the Company. For properties where the Company is a lessee, the lease arrangements have been duly executed in favour of the Company except in following cases:

Description of property	Gross carrying value (₹ million)	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of company
Leasehold improvements	42.01	NA	NA	Between 3-39 months	The Company has 17 retail outlets wherein the original lease agreements have expired and the leases are under the process of renewal. (refer Note 3A to standalone financial statements)
Right-of-use assets	84.70				

For title deeds of immovable properties in the nature of land and buildings thereon, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the lender:

Description of properties	Gross Carrying Value (₹ million)
Plot No.18, Sector-35, Industrial Estate Gurgaon, Haryana-122004	622.95
Unit No. 401, Fourth Floor, Bestech Square Mall, Plot No.1, Industrial Area, Focal Point, Phase-IX, Sector -66, SAS Nagar, Mohali, Punjab -160062	145.73
Unit No. G-15, Ground Floor, Bestech Square Mall, Plot No.1,	
Industrial Area, Focal Point, Phase-IX, Sector-66, SAS Nagar, Mohali, Punjab – 160062	47.29
Land situated at Plot no. 161P, Sector-44, Urban Estate Gurgaon, Haryana-122002	612.63

Note: Refer Note 3A to standalone financial statements.

(d) The Company has adopted cost model for its Property, Plant and Equipment including right-of-use assets and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties.

(b) As disclosed in Note 17 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 50 million by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were subject to audit/review.

(iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans to firms and limited liability partnerships during the year. Further, the Company has made investments in, provided guarantee and granted unsecured loans to companies during the year, in respect of which:

(a) The Company has provided loans and guarantee to Subsidiaries during the year as per details given below:

Particulars	Guarantees (₹ million)	Loans (₹ million)
Aggregate amount provided/granted during the year (₹ in million): - Subsidiaries	2,427.10	1175.76
Balance outstanding as at balance sheet date (₹ in million): - Subsidiaries	2,461.01	1,178.17

(b) The Company has not given any security or advances in the nature of loans during the year. However, the Company has made investment in two entities amounting to ₹. 5,676.61 million (year-end balance ₹ 5,676.61 million), granted loans to one entity amounting to ₹ 1,175.76 million during the year (year-end balance ₹ 1,178.17 million) and has provided guarantees to one entity, aggregating to ₹ 2,427.10 million during the year (year-end balance ₹ 2,461.01 million) in our opinion, and according to the information and explanations given to us, such investments made are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and principal and interest amount is not due for repayment/ receipt currently.

(d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.

(e) The Company has granted loan which had fallen due during the year and such loan was extended during the year. The details of the same has been given below:

Name of the party	Total loan amount granted during the year* (₹ million)	Aggregate amount of overdue of existing loan extended (₹ million)	Nature of extension	Percentage of the aggregate to the total loans granted during the year
RV Enterprizes Pte Limited	433.30	433.30	Extended	26.89%

**Loans extended have been considered as "loans granted during the year" for the purpose of reporting under this clause.*

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Undisputed amounts payables in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Due date	Date of payment
Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976	Professional Tax – Gujarat	0.22	Prior to FY 2024-25	15-Apr-25	Unpaid
	Professional Tax – Gujarat	0.01	Apr-25	15-May-25	Unpaid
	Professional Tax – Gujarat	0.01	May-25	15-Jun-25	Unpaid
	Professional Tax – Gujarat	0.01	Jun-25	15-Jul-25	Unpaid
	Professional Tax – Gujarat	0.01	Jul-25	15-Aug-25	Unpaid
	Professional Tax – Gujarat	0.01	Aug-25	15-Sep-25	Unpaid
Mizoram State Tax on Professions, Trades, Callings and Employment Act, 1995	Professional Tax - Mizoram	0.34	Prior to FY 2024-25	30-Jun-25	Unpaid
The Jharkhand Professional Tax Act	Professional Tax -Jharkhand	0.09	Prior to FY 2024-25	15-May-25	Unpaid
Manipur State Tax on Professions, Trades, Callings and Employment Act, 1979	Professional Tax - Manipur	0.14	Prior to FY 2024-25	30-Mar-25	Unpaid
Sikkim Tax on Professions, Trades, Callings, and Employments Act, 2006	Professional Tax - Sikkim	0.03	Prior to FY 2024-25	30-Jun-25	Unpaid
Kerala State Tax on Professions, Trades, Callings and Employment Act, 1996	Professional Tax - Kerala	1.73	Prior to FY 2024-25	30-Apr-25	Unpaid

(b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross amount (₹ in million)	Amount paid under protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending
Gujarat Value Added Tax	Value Added Tax	2.79	0.17	F.Y. 2014-15 to F.Y. 2017-18	Dy. Commissioner Appeals (First Appellate Authority), Gujarat
Service Tax (Finance Act 1994)	Service Tax	4.01	-	F.Y. 2012-13 to F.Y. 2013-14	Commissioner of CGST, Central Excise & Service Tax, Delhi South Commissionerate, Bhikaji Cama Place, New Delhi.

Name of the statute	Nature of dues	Gross amount (₹ in million)	Amount paid under protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income Tax	129.03	15.44	A.Y. 2016-17	Commissioner of Tax (Appeals)
Income-tax Act, 1961	Income Tax	147.56	4.48	A.Y. 2017-18	Commissioner of Tax (Appeals)
Goods and Service Tax Act, 2017	Goods and Services Tax	1.16	0.11	F.Y. 2017-18	First Appellate Authority (Commissioner Appeals), West Bengal
Goods and Service Tax Act, 2017	Goods and Services Tax	17.93	0.90	F.Y. 2017-18	First Appellate Authority (Commissioner Appeals), Delhi
Goods and Service Tax Act, 2017	Goods and Services Tax	0.54	0.03	F.Y. 2017-18	First Appellate Authority (Commissioner Appeals), Delhi
Goods and Service Tax Act, 2017	Goods and Services Tax	1.02	0.76	F.Y. 2018-19	First Appellate Authority (Commissioner Appeals), West Bengal
Goods and Service Tax Act, 2017	Goods and Services Tax	0.08	-	F.Y. 2020-21	First Appellate Authority (Commissioner Appeals), Delhi
Goods and Service Tax Act, 2017	Goods and Services Tax	2.99	0.15	F.Y. 2019-20	First Appellate Authority (Commissioner Appeals), Haryana
Goods and Service Tax Act, 2017	Goods and Services Tax	1.64	0.09	F.Y. 2021-22	First Appellate Authority (Commissioner Appeals), Chhattisgarh
Goods and Service Tax Act, 2017	Goods and Services Tax	3.34	0.18	F.Y.2021-22	First Appellate Authority (Commissioner Appeals), Maharashtra
Goods and Service Tax Act, 2017	Goods and Services Tax	5.42	0.15	F.Y. 2018-19 to F.Y. 2022-23	First Appellate Authority (Commissioner Appeals), Karnataka

(viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, or joint ventures.

(f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or joint ventures .

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has made preferential allotment of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the rules framed thereunder with respect to the same. No amounts have been raised from the preferential allotment of shares as the allotment was in lieu of acquisition of Sky Gate Hospitality Private Limited and its related entities as further explained in Note 50 and Note 16 to the standalone financial statements and hence, the reporting on utilisation of funds is not applicable. Further, the Company has not made any preferential allotment or private placement of fully or partially or optionally convertible debentures during the year.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(a) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has only one CIC as part of the Group.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions , nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

UDIN: 26095256FTSBEZ3554
Place: Gurugram
Date: 15 May 2026

For O P Bagla & Co LLP
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

UDIN: 26094155QJNTAW8122
Place: Gurugram
Date: 15 May 2026

ANNEXURE B

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Devyani International Limited ('the Company') as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

UDIN: 26095256FTSBEZ3554
Place: Gurugram
Date: 15 May 2026

For O P Bagla & Co LLP
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

UDIN: 26094155QJNTAW8122
Place: Gurugram
Date: 15 May 2026

STANDALONE BALANCE SHEET

as at 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

Particulars	Note	As at 31 March 2026	As at 31 March 2025
Assets			
Non-current assets			
Property, plant and equipment	3A	12,574.69	11,921.37
Capital work-in-progress	3B	77.79	34.57
Right-of-use assets	3C	16,851.67	16,403.97
Investment properties	3D	179.61	259.24
Goodwill	4	504.57	504.57
Other intangible assets	5	1,665.04	1,596.20
Financial assets			
(i) Investments	6A	9,212.95	3,536.39
(ii) Loans	7	1,178.17	-
(iii) Other financial assets	8	1,223.76	1,144.94
Deferred tax assets (net)	32	1,501.11	1,277.98
Income tax assets (net)	32	39.68	8.21
Other non-current assets	9	168.30	117.90
Total non-current assets		**45,177.34**	**36,805.34**
Current assets			
Inventories	10	1,069.46	1,068.84
Financial assets			
(i) Investment	6B	-	25.11
(ii) Trade receivables	11	516.02	585.30
(iii) Cash and cash equivalents	12	173.98	234.57
(iv) Loans	7	-	-
(v) Other financial assets	8	510.95	483.62
Other current assets	9	470.37	440.21
Total current assets		**2,740.78**	**2,837.65**
Total assets		**47,918.12**	**39,642.99**
Equity and liabilities			
Equity			
Equity share capital	13	1,232.94	1,206.27
Other equity	14	13,815.11	9,833.40
Total equity		**15,048.05**	**11,039.67**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	16	4,213.59	2,645.07
(ii) Lease liabilities	15	19,182.74	18,500.27
(iii) Other financial liabilities	18	102.21	48.18
Provisions	19	376.03	212.50
Other non-current liabilities	20	23.13	20.92
Total non-current liabilities		**23,897.70**	**21,426.94**
Current liabilities			
Financial liabilities			
(i) Borrowings	17	1,530.45	1,074.97
(ii) Lease liabilities	15	1,737.08	1,507.89
(iii) Trade payables	21		
(a) total outstanding dues of micro and small enterprises		196.47	163.01
(b) total outstanding dues of creditors other than micro and small enterprises		3,585.27	2,761.54
(iv) Other financial liabilities	18	1,211.92	1,099.61
Other current liabilities	20	511.69	459.63
Provisions	19	199.49	109.73
Total current liabilities		**8,972.37**	**7,176.38**
Total liabilities		**32,870.07**	**28,603.32**
Total equity and liabilities		**47,918.12**	**39,642.99**

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

Place: Gurugram
Date: 15 May 2026

For and on behalf of the **Board of Directors of Devyani International Limited**

Manish Dawar
Whole-time Director
(President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer and Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Income			
Revenue from operations	22	35,726.42	33,493.33
Other income	23	575.03	498.83
Total income		**36,301.45**	**33,992.16**
Expenses			
Cost of materials consumed	24	10,307.90	9,509.04
Purchases of stock-in-trade	25	61.44	56.60
Employee benefits expense	26	5,015.26	4,549.54
Finance costs	27	2,262.36	2,214.10
Depreciation and amortisation expense	28	4,446.02	4,036.11
Impairment of non-current assets	29	168.83	223.03
Other expenses	30	14,327.05	13,133.41
Total expenses		**36,588.86**	**33,721.83**
(Loss)/profit before exceptional items and tax		**(287.41)**	**270.33**
Exceptional items	31	208.62	-
(Loss)/profit before tax		**(496.03)**	**270.33**
Tax (credit)/expense	32		
Current tax		62.48	212.75
Adjustment of taxes relating to earlier years		(4.67)	(11.29)
Deferred tax		(222.35)	(168.32)
Total tax (credit)/expense		**(164.54)**	**33.14**
(Loss)/profit for the year		**(331.49)**	**237.19**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plans		(3.19)	(5.34)
Income tax relating to above mentioned item	.	0.80	1.34
Other comprehensive income for the year		**(2.39)**	**(4.00)**
Total comprehensive income for the year		**(333.88)**	**233.19**
(Loss)/earnings per share	33		
Basic (₹)		(0.27)	0.20
Diluted (₹)		(0.27)	0.20

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

Place: Gurugram
Date: 15 May 2026

For and on behalf of the **Board of Directors of**
Devyani International Limited

Manish Dawar
Whole-time Director
(President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer and
Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853 (₹ in millions, except for share data or if otherwise stated)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
A. Cash flows from operating activities		
(Loss)/profit before tax	(496.03)	270.33
Adjustments for:		
Depreciation and amortisation expense	**4,446.02**	**4,036.11**
Impairment of non-current assets	168.83	223.03
Liabilities no longer required written back	(35.00)	-
Loss/(gain) on disposal of property, plant and equipment	2.78	22.10
Loss allowance	25.65	7.82
Unrealised foreign exchange loss/(gain) (net)	1.98	(9.96)
Finance costs	2,262.36	2,214.10
Employee stock options expense/(reversal) (refer note 41)	24.32	(92.11)
Interest income	(130.72)	(124.51)
Gain on sale of current investment	(4.10)	(0.92)
Loss on investments carried at fair value through profit or loss	0.12	0.06
Gain on termination/modification of lease liabilities	(222.34)	(182.23)
Dividend income	(0.45)	(26.44)
Operating profit before working capital changes	**6,043.42**	**6,337.38**
Adjustments for changes in:		
- trade receivables	43.63	(139.97)
- inventories	(0.62)	(231.73)
- loans, other financial assets and other assets	(101.55)	23.90
- trade payables, other financial liabilities and other liabilities	1,176.29	591.38
Cash generated from operating activities	**7,161.17**	**6,580.96**
Income tax refund/(paid) (net)	(89.26)	43.83
Net cash generated from operating activities	**7,071.91**	**6,624.79**
B. Cash flows from investing activities		
Payment for purchase of property, plant and equipment, other intangible assets	(3,067.51)	(3,505.76)
Proceeds from sale of property, plant and equipment	69.43	86.10
Proceeds from term deposits	310.40	638.72
Term deposits made with banks	(312.65)	(439.25)
Interest received	9.78	6.99
Investment made in subsidiaries and joint ventures	(979.62)	(16.92)
Proceeds from disposal of current investment (net)	4.10	0.92
Proceeds from redemption of preference shares (gross)	25.17	-
Loans given to subsidiary	(1,178.06)	-
Dividend received	23.92	-
Net cash used in investing activities	**(5,095.04)**	**(3,229.20)**

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
C. Cash flows from financing activities		
Proceeds from issue of equity share capital	128.03	9.55
Share application money received pending allotment	-	3.03
Proceeds from non-current borrowings	2,200.00	500.00
Repayment of non-current borrowings	(851.17)	(511.50)
Proceeds from short-term borrowing (net)	172.74	70.68
Payment of lease liabilities- principal	(1,430.11)	(1,173.46)
Payment of lease liabilities- interest	(1,987.91)	(1,896.18)
Interest paid	(269.04)	(272.97)
Net cash used in financing activities	**(2,037.46)**	**(3,270.85)**
Net (decrease)/increase in cash and cash equivalents during the year (A+B+C)	**(60.59)**	**124.74**
D. Cash and cash equivalents at the beginning of the year	**234.57**	**109.83**
E. Cash and cash equivalents at the end of the year (refer note 12)	**173.98**	**234.57**

Notes:

1. The Standalone Statement of Cash Flows has been prepared in accordance with 'Indirect method' as set out in the Ind AS - 7 on 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules thereunder.
2. Significant non-cash transactions: acquisition of Subsidiary, right-of-use assets and investment properties (refer note 6, 13, 16, 3C and 3D).

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

Place: Gurugram
Date: 15 May 2026

For and on behalf of the **Board of Directors of Devyani International Limited**

Manish Dawar
Whole-time Director
(President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer and Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

A. EQUITY SHARE CAPITAL

	Note	As at 31 March 2026		As at 31 March 2025	
		Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year		1,206,266,378	1,206.27	1,205,858,878	1,205.86
Issue of equity share capital	13	26,673,413	26.67	407,500	0.41
Balance at the end of the year		**1,232,939,791**	**1,232.94**	**1,206,266,378**	**1,206.27**

B. OTHER EQUITY

	Share application money pending allotment	Reserves and surplus					Other comprehensive income*	Total
		Securities premium	Employee stock options outstanding account	General reserve	Retained earnings	Capital Reserve		
Balance as at 1 April 2024	**8.12**	**12,498.72**	**237.44**	**5.47**	**(3,725.22)**	**655.63**	**-**	**9,680.15**
Profit/(loss) for the year		-	-	-	237.19	-	-	**237.19**
Other comprehensive income for the year	-	-	-	-	-	-	(4.00)	**(4.00)**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**237.19**	**-**	**(4.00)**	**233.19**
Transferred to retained earnings	-	-	-	-	(4.00)	-	4.00	**-**
Securities premium received during the year	-	17.25	-	-	-	-	-	**17.25**
Share application money received	3.03	-	-	-	-	-	-	**3.03**
Shares allotted during the year	(8.12)	-	-	-	-	-	-	**(8.12)**
Employee stock options reserve transferred (refer note 41)	-	-	(58.07)	-	58.07	-	-	**-**
Employee stock options expense (refer note 41)	-	-	(92.11)	-	-	-	-	**(92.11)**
Transferred to securities premium on exercise of stock options	-	9.07	(9.07)	-	-	-	-	**-**
Balance as at 31 March 2025	**3.03**	**12,525.04**	**78.19**	**5.47**	**(3,433.96)**	**655.63**	**-**	**9,833.40**
Balance as at 1 April 2025	3.03	12,525.04	78.19	5.47	(3,433.96)	655.63	-	9,833.40
(Loss)/profit for the year	-	-	-	-	(331.49)	-	-	**(331.49)**
Other comprehensive income for the year	-	-	-	-	-	-	(2.39)	**(2.39)**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**(331.49)**	**-**	**(2.39)**	**(333.88)**

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

	Share application money pending allotment	Reserves and surplus					Other comprehensive income*	Total
		Securities premium	Employee stock options outstanding account	General reserve	Retained earnings	Capital Reserve		
Transferred to retained earnings	-	-	-	-	(2.39)	-	2.39	-
Securities premium received during the year	-	4,294.30	-	-	-	-	-	**4,294.30**
Shares allotted during the year	(3.03)	-	-	-	-	-	-	**(3.03)**
Employee stock options reserve transferred (refer note 41)	-	-	(5.52)	-	5.52	-	-	-
Employee stock options expense (refer note 41)	-	-	24.32	-	-	-	-	**24.32**
Transferred to securities premium on exercise of stock options	-	65.94	(65.94)	-	-	-	-	-
Balance as at 31 March 2026	**-**	**16,885.28**	**31.05**	**5.47**	**(3,762.32)**	**655.63**	**-**	**13,815.11**

*Other comprehensive income represents remeasurement of defined benefit plans.

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

For and on behalf of the **Board of Directors of Devyani International Limited**

Manish Dawar
Whole-time Director
(President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer and Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

Place: Gurugram
Date: 15 May 2026

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

1. COMPANY INFORMATION/OVERVIEW

Devyani International Limited (the 'Company') is a public limited company domiciled in India having Corporate Identification Number L15135DL1991PLC046758 and its corporate office is at Plot No. 18, Sector 35, Gurugram - 122001. Subsequent to the year end, the Company changed its registered office to Plot No. 18, Sector-35, Gurugram - 122004, Haryana and was allotted a new CIN, i.e., L15135HR1991PLC143853. The Company was incorporated on 13 December 1991 as a private limited company under the provisions of Companies Act applicable in India. Subsequently, the Company changed its legal status from a private company to a public company on 9 May 2005. The shares of the Company got listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 16 August 2021. The Company is primarily engaged in the business of developing, managing, and operating quick service restaurants and food courts for brands such as Pizza Hut, KFC, Costa Coffee, Vaango, etc.

Refer note 48 and 50 for details of investments made by the Company during the current and previous year.

BASIS OF PREPARATION

a. Statement of compliance

The standalone financial statements comply with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 (the "Act"), relevant provisions of the Act and other accounting principles generally accepted in India. The standalone financial statements are prepared on an accrual and going concern basis.

The standalone financial statements for the year ended 31 March 2026 were authorized and approved for issue by the Board of Directors on 15 May 2026.

b. Basis of measurement

The standalone financial statements have been prepared on a historical cost basis except defined benefit obligations, where the fair value for planned assets, present value of defined benefit obligation as explained in (refer note 39), investment measured at Fair value through profit & loss (FVTPL) (refer note 6A and 6B) and share-based payments are measured at fair value (refer note 41).

c. Critical accounting estimates and judgments

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Changes in estimates are reflected in the standalone financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the standalone financial statements. Revisions of estimates are recognised on a prospective basis.

Information about key judgments in applying accounting policies that have the most significant effect on the standalone financial statements are as follows: -

- Note 2 (j) - judgment required to determine probability of recognition of deferred tax assets;
- Note 2 (d) and 35 -judgment required to ascertain lease classification, lease term;
- Note 2 (g) and 38 - judgment is required to ascertain whether it is probable or not that an outflow of resources embodying economic benefits will be required to settle the taxation disputes and legal claim;
- Note 2 (l)- recognition and measurement of deferred incentive.
- Note 2 (f)- identification of impairment indicators.

Information about key areas of estimation /uncertainty in applying accounting policies that have the most significant effect on the standalone financial statements are as follows: -

- Note 2 (h) and 39 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 2 (a) and (b) - useful life and residual values of property, plant and equipment, fair valuation of investment properties and useful life of intangible assets;
- Note 2 (m) and 34 - fair value measurement of financial instruments;
- Note 2 (f), 36 and 44 - impairment assessment of non-current assets (goodwill, property, plant and equipment and investment property) - key assumptions underlying recoverable amount;

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- Note 2 (n) - impairment assessment of financial assets;
- Note 41 - measurement of share based payments;
- Note 2 (d) and 35 - incremental borrowing rate, lease and non-lease component and impairment of ROU;
- Note 2 (c) and 10 - estimation of net realisable value of inventory

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year except for as disclosed in these standalone financial statements.

2. MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the periods presented in these standalone financial statements.

a. Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.

The cost of improvements to leasehold premises, if recognition criteria are met, are capitalised and disclosed separately under leasehold improvement.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment) is included in the Statement of profit and loss when such asset is derecognised.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other subsequent cost are charged to the Statement of profit and loss at the time of incurrence.

Depreciation

Depreciation on PPE is provided on the straight-line method computed on the basis of useful life prescribed in Schedule II to the Companies Act, 2013 ('Schedule II') on a pro-rata basis from the date the asset is available for use. Considering the applicability of Schedule II as mentioned above, in respect of certain class of assets- the Company has assessed the useful lives (as mentioned in the table below) lower than as prescribed in Schedule II, based on the technical assessment.

Asset Category	Useful life estimated by the management based on technical assessment (years)	Useful life as per Schedule II (years)
Building	30	60
Plant and equipment	12	15
Electrical Fitting	10	10
Office equipments	10	5
Computers	4- 6	3-6
Furniture and fixtures	6	10
Vehicles	5	6
Utensil and Kitchen Equipment	4-10	15

Freehold land is not depreciated.

Leasehold improvements are depreciated on a straight-line basis over the period of the initial lease term or 10 years, whichever is lower. Any refurbishment of structure is depreciated over a period of 5 years.

Depreciation is calculated on a pro rata basis for assets purchased/sold during the year.

The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

Capital work-in-progress

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

Investment properties

(Recognition and initial measurement)

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at their cost of acquisition, including transaction costs. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Company. All other repair and maintenance costs are recognized in Statement of profit and loss as incurred.

Properties held under leases are classified as investment properties when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions. In case of subleases, where the Company is immediate lessor, the right of use arising out of related sub leases is assessed for classification as investment property.

Subsequent measurement (depreciation, useful lives and impairment)

Investment properties are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation on leased investment properties is provided on the straight-line method over the lease period of the right-of-use assets, depreciation on owned investment properties is provided on the straight-line method over the useful life of the asset.

Though, the Company measures investment properties using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model acceptable internationally.

Impairment loss is recognised when carrying value exceeds recoverable value as per Ind AS 36.

De-recognition

Investment properties are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds, if any, and the carrying amount of the asset is recognized in the Statement of profit and loss in the period of de-recognition.

b. Business combination and intangible assets

Business combination and goodwill

The Company accounts for the business combinations using the acquisition method when control is transferred to the Company. The consideration transferred in the acquisition is generally measured at fair value as at the date the control is acquired ('acquisition date'), as are the net identifiable assets (tangible and intangible assets) acquired and any non-controlling interest in the acquired business. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in Other Comprehensive Income ('OCI') and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

Any goodwill that arises is tested for impairment at least on an annual basis, based on a number of factors, including operating results, business plans and future cash flows.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships

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with the acquirer. Such amounts are generally recognized in the Statement of profit and loss.

Other intangible assets

Intangible assets that are acquired are recognized only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortization and impairment losses, if any.

Gain or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and are recognised in the Statement of profit and loss when the asset is derecognized.

i. Subsequent cost

Subsequent costs is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All the subsequent expenditure on intangible assets is recognized in Statement of profit and loss, as incurred.

ii. Amortisation

Identified intangible assets with indefinite life are tested for impairment on annual basis and hence not amortised.

Amortisation of intangible assets (with definite life) is calculated over their estimated useful lives as stated below using straight-line method. Amortisation is calculated on a pro-rata basis for assets purchased /disposed during the year. Amortisation has been charged based on the following useful lives:

Asset description	Useful life (in years)
License fee	10
Franchisee rights *	Indefinite
Computer software	6

Amortisation method, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

*During the previous year, basis the state of operations attributable to the operational synergies and expansion in market share in the acquired territories, the management has carried out a reassessment of useful life of such franchisee rights and has concluded it to be an asset with indefinite useful life w.e.f. 1 April 2024.

c. Inventories

Inventories consist of raw materials which are of a perishable nature and traded goods. Inventories for traded goods are valued at lower of cost and net realisable value ('NRV'). Raw materials are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished goods will exceed their NRV. Cost of inventories has been determined using weighted average cost method and comprise all costs of purchase after deducting nonrefundable rebates and discounts and all other costs incurred in bringing the inventories to their present location and condition. Provision is made for items which are not likely to be consumed and other anticipated losses wherever considered necessary. The comparison of cost and NRV is made on at item group level basis at each reporting date.

d. Leases

The Company as a lessee

The Company enters into an arrangement for lease of buildings and office equipments. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 – Leases, at inception of the contract, the Company assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

The Company assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Measurement and recognition of leases as a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses (unless such right of use assets fulfills the requirements of Ind AS 40 - Investment Property and is accounted for as there under), if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Standalone Statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in Statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Company presents right-of-use assets that do not meet the definition of investment property and lease liabilities as a separate line item in the standalone financial statements of the Company.

The Company has elected not to apply the requirements of Ind AS 116 - Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

As a lessee, the Company determines the lease term as the noncancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether

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it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The Company as a lessor

When the Company acts as an intermediate lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

e. Borrowing costs

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs, if any.

f. Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGU'). Goodwill arising from a business combination is allocated to CGU or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognised in the Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, as per management's best estimates and its business plans, are as under

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- Gross Margins
- Discount Rates
- Material Price inflation
- Growth rate
- Rent expense
- Salaries and wages
- Royalty and marketing fees

The management believes that no reasonably possible change in any of the key assumptions used in value in use calculation would cause the carrying value of the CGU to materially exceed its value in use.

Gross Margins - Gross margins are based on average values achieved in the preceding years and is expected to remain constant during the budget period. These have not increased over the budget period for anticipated efficiency improvements as the increase, if any, is expected to be marginal.

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and is derived from its weighted average cost of capital (WACC). The cost of equity is derived from the expected return on investment by the Company's investors.

Materials price inflation - Past actual material price movements are used as an indicator of future price movements.

Growth rate estimates - Rates are based on management's estimate through internal and published industry research.

Rent expense, Salaries and wages, Royalty and Marketing expenses - Past actual rate movements are used as an indicator of future rate movements. Any subsequent changes in the above factors could impact the recoverable value.

g. Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised in standalone financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

h. Employee benefits

Short term employee benefits

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post-employment benefit plans

Defined Contribution Plans

The Company pays provident fund contributions to the appropriate government authorities. The Company has

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no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due.

Defined benefit plans

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs as per relevant laws and regulations.

Gratuity liability is partially funded by the Company through annual contribution to DIL Employees Gratuity Trust (the 'Trust') against ascertained gratuity liability. The Trustees administer contributions made to the Trust and contributions are invested in a scheme with the Life Insurance Corporation of India as permitted by the laws of India.

The liability recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost and other costs are included in employee benefits expense in the Statement of profit and loss.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in other comprehensive income and transferred to retained earnings.

Changes in the present value of the defined benefit obligation resulting from settlement or curtailments are recognised immediately in Statement of profit and loss as past service cost.

The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Other long term employee benefits

Compensated absences

The Company's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognised in Statement of profit and loss in the period in which they arise.

i. Share based payments

The grant-date fair value of equity-settled share-based payment arrangements granted to eligible employees of the Company and its subsidiaries under the Employee Stock Option Scheme ('ESOS') is recognised as an employee stock option scheme expense in the statement of profit and loss, in relation to options granted to employees of the Company (over the vesting period of the awards) and in relation to options granted to employees of subsidiaries, the amount is disclosed under other financial assets (as receivables from subsidiaries), with a corresponding increase in other equity.

The amount recognised as an expense /recoverable from subsidiaries is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. The increase in equity recognised in connection with a share based payment transaction is presented in the "Employee stock options outstanding account", as separate component in other equity. For share-based payment awards with market conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for

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differences between expected and actual outcomes. At the end of each period, the Company revises its estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

In case of forfeiture/lapse of vested options, the reserve amount is transferred within other equity from employee stock options outstanding account to retained earnings.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

j. Income taxes

Income tax expense comprises of current tax and deferred tax. It is recognised in the Standalone Statement of profit and loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted or substantively enacted at the end of the reporting period.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets levied by the same tax authorities.

k. Foreign currency transactions and translations

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions.

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains / (losses) arising on account of realization / settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Statement of profit and loss.

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Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

I. Revenue recognition and other income

Under Ind AS 115 - Revenue from Contracts with Customers, revenue is recognised upon transfer of control of promised goods or services to customers. Revenue is measured at the transaction price agreed with the customers received or receivable, excluding discounts, incentives, performance bonuses, price concessions, amounts collected on behalf of third parties, or other similar items, if any, as specified in the contract with the customer. Revenue is recorded provided the recovery of consideration is probable and determinable.

Sale of products

Revenue from the sale of products is recognised at a point in time, upon transfer of control of products to the customers which coincides with their delivery and is measured at transaction price received/receivable, net of discounts, amount collected on behalf of third parties and applicable taxes.

Revenue from outdoor catering services is recognised on completion of the respective services agreed to be provided, the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

Service income and management fees

Revenue from marketing support services, management fee and auxiliary and business support services are in terms of agreements with the customers and are recognised on the basis of satisfaction of performance obligation over the duration of the contract from the date the contracts are effective or signed provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

Rental income

Revenue from rentals is recognised on straight-line basis over the period of the contract provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

Scrap sale

Sale of scrap is recognised upon transfer of control of products to the customers which coincides with their delivery to customer.

Interest income

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method.

Dividend income

Dividend income is recognised when the Company's right to receive the payment has been established.

Incentives

The Company is eligible for certain benefits based on the number of stores opened under the development agreement entered with the franchisor. The reimbursements (incentives) are recognized only when, it is virtually certain that they will be received and are netted off against related expenses over the period of expected benefits. Unamortized incentives are presented as "deferred incentives' in the standalone financial statements.

Contract assets and contract liabilities

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liabilities are on account of the advance payment received from customer for which performance obligation has not yet been completed.

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially satisfied) performance obligations, along with the broad time band for the expected time to recognise those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts.

m. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to / by the Company.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within fair value hierarchy, described as follows, based on the lowest level of input that is significant to the fair value measurement as a whole.

- Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

n. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

i. Recognition and initial measurement

Debt instruments are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, for an item not at fair value through Statement of profit and loss, transaction costs that are attributable to its acquisition or use.

Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

ii. Classification and subsequent measurement

Classification

For the purpose of initial recognition, the Company classifies its financial assets in following categories:

- Financial assets measured at amortised cost;
- Financial Asset Measured at fair value through other comprehensive income (‘FVTOCI’); or
- Financial asset measured at fair value through Statement of profit and loss (‘FVTPL’).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset being ‘debt instrument’ is measured at the amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows
- The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (‘SPPI’) on the principal amount outstanding.

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A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:

- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

Subsequent measurement

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the Statement of profit and loss.

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the Statement of profit and loss.

iii. Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of profit and loss.

iv. Impairment of financial assets (Other than financial assets measured at fair value)

The Company recognises loss allowances using the Expected Credit Loss ('ECL') model for the financial assets which are not fair valued through Statement of profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the Statement of profit and loss.

Financial liabilities

I. Recognition and initial measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, except for an item not at fair value through Statement of profit and loss, transaction costs that are attributable to the liability.

II. Classification and subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of profit and loss. Financial Liabilities at FVTPL includes non-convertible redeemable Preference shares.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of profit and loss. Any gain or loss

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on derecognition is also recognised in the Statement of profit and loss.

III. Derecognition

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Statement of profit and loss.

IV. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

o. Earnings per share

The Company presents basic and diluted earnings per share ('EPS') data for its equity shares. Basic EPS is calculated by dividing the Statement of profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting Statement of profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares, which comprise share options granted to employees.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

p. Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or

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cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

q. Investment in subsidiaries

Investment in equity shares of subsidiaries (under Ind AS 27 – Separate Financial Statements) are carried at cost, less any impairment in the value of investment.

Investment in preference shares of subsidiaries are carried at FVTPL, except where the preference shares meet the definition of equity shares as per Ind AS 32 – 'Financial Instruments: Presentation' from the issuer's perspective (i.e., subsidiary), which are carried at cost, less any impairment in the value of investment.

r. Cash and cash equivalents

Cash and cash equivalents comprises cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

s. Segment reporting

As the Company business activity primarily falls within a single business and geographical segment and the Chief Operating Decision Maker monitors the operating results of its business units not separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements, thus there are no additional disclosures to be provided under Ind AS 108 –"Segment Reporting". The management considers that the various goods and services provided by the Company constitutes single business segment, since the risk and rewards from these services are not different from one another. The analysis of geographical segments is based on geographical location of the customers.

t. Exceptional items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the company financial performance.

u. Cash flow statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

v. Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates, i.e., the functional currency, to be Indian Rupees (₹). The standalone financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest millions up to two decimal places, unless otherwise stated. Consequent to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute amounts.

w. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

During the year 2025-26, MCA notified the following amendments to

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. 01 April 2025 – The amendment relates to classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. These amendments do not have an impact on the classification of the Company's liabilities as at the balance sheet date.

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2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. 01 April 2025– the amendment in AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendments and based on its evaluation has determined that it does not have any material impact on its financial statements.

3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately- The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. The Company has reviewed the amendments and based on its evaluation has determined that it does not have any material impact on its financial statements.

4. Ind AS 21, Effects of Changes in Foreign Exchange Rates, applicable w.e.f. 01 April 2025- These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The Company has reviewed the amendments and based on its evaluation has determined that it does not have any material impact on its financial statements.

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3A. PROPERTY, PLANT AND EQUIPMENT

Particulars	Freehold land (refer note v)	Buildings	Leasehold improvements (refer note v)	Plant and equipment	Furniture and fixtures	Electrical fittings	Office equipment	Computers	Utensil and kitchen equipment	Vehicles	Total
Gross carrying amount											
As at 1 April 2024	**800.64**	**458.33**	**4,780.37**	**6,952.29**	**499.42**	**193.80**	**386.00**	**1,063.74**	**824.04**	**46.35**	**16,004.98**
Additions	-	-	975.87	1,453.00	106.12	35.52	94.98	178.09	221.23	10.73	3,075.54
Disposals	-	-	224.99	212.66	56.92	6.40	14.35	17.53	41.14	1.31	575.30
As at 31 March 2025	**800.64**	**458.33**	**5,531.25**	**8,192.63**	**548.62**	**222.92**	**466.63**	**1,224.30**	**1,004.13**	**55.77**	**18,505.22**
Additions	-	-	931.14	1,229.14	73.96	26.91	102.07	320.56	167.75	14.96	2,866.49
Disposals	-	-	166.35	216.12	29.80	7.07	18.39	26.81	54.21	8.61	527.36
As at 31 March 2026	**800.64**	**458.33**	**6,296.04**	**9,205.65**	**592.78**	**242.76**	**550.31**	**1,518.05**	**1,117.67**	**62.12**	**20,844.35**
Accumulated depreciation											
As at 1 April 2024	**-**	**100.15**	**1,589.30**	**2,011.40**	**201.71**	**67.06**	**117.24**	**467.93**	**259.08**	**28.98**	**4,842.86**
Depreciation	-	15.28	636.79	675.28	78.55	25.77	44.06	176.03	143.99	6.59	1,802.34
Disposals	-	-	202.24	152.65	49.15	4.87	9.42	15.44	32.09	0.97	466.83
As at 31 March 2025	**-**	**115.43**	**2,023.85**	**2,534.03**	**231.11**	**87.96**	**151.88**	**628.52**	**370.98**	**34.60**	**6,178.37**
Depreciation	-	15.28	711.22	742.40	84.50	26.61	52.98	187.66	152.51	9.53	1,982.69
Disposals	-	-	160.61	172.35	27.25	6.79	10.56	20.43	47.87	8.53	454.33
As at 31 March 2026	**-**	**130.71**	**2,574.46**	**3,104.08**	**288.36**	**107.78**	**194.30**	**795.75**	**475.62**	**35.60**	**7,706.73**
Accumulated impairment											
As at 1 April 2024	**-**	**10.45**	**15.68**	**155.89**	**10.33**	**3.53**	**11.70**	**10.06**	**8.17**	**0.87**	**226.68**
Impairment loss	-	-	187.43	-	-	-	-	-	-	-	187.43
Disposals	-	-	4.72	3.03	0.18	0.09	0.08	0.08	0.44	0.01	8.63
As at 31 March 2025	**-**	**10.45**	**198.39**	**152.86**	**10.15**	**3.44**	**11.62**	**9.98**	**7.73**	**0.86**	**405.48**
Impairment loss	-	-	157.46	-	-	-	-	-	-	-	157.46
Disposals	-	-	-	-	-	-	-	-	-	-	-
As at 31 March 2026	**-**	**10.45**	**355.85**	**152.86**	**10.15**	**3.44**	**11.62**	**9.98**	**7.73**	**0.86**	**562.94**
Net carrying amount											
As at 31 March 2025	**800.64**	**332.45**	**3,309.01**	**5,505.74**	**307.36**	**131.52**	**303.13**	**585.80**	**625.42**	**20.31**	**11,921.37**
As at 31 March 2026	**800.64**	**317.17**	**3,365.73**	**5,948.71**	**294.27**	**131.54**	**344.39**	**712.32**	**634.32**	**25.66**	**12,574.69**

Notes:

i) For details regarding charge created on property, plant and equipment- refer note 16.

ii) For details regarding capitalisation of expenses incurred during construction period- refer note 43.

iii) For details regarding contractual commitments for the acquisition of property, plant and equipment- refer note 38.

iv) For details regarding impairment - refer note 44.

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v) All title/lease deeds of immovable properties are held in the name of the Company, except for leases as disclosed below:

As at 31 March 2026

Relevant line item in Standalone Balance Sheet	Description of property	Gross carrying value	Net carrying value	Title deeds held in name of	Whether title deed holder is a Promoter, director or relative of promoter/director or employee	Period held	Reason for not being held in name of company
Leasehold improvements	Leasehold improvements	42.01	7.52	NA	NA	Between 3-39 months	Out of 1,857 number of stores operated by the Company, the lease in respect of 17 stores completed their term on or before 31 March 2026. The operations of the Company are continuing in these stores. The management is in the process of completing the renewal of these leases. These stores are spread across nine different states.
Right-of-use assets	Right-of-use assets	84.70	-	NA			

As at 31 March 2025

Relevant line item in Standalone Balance Sheet	Description of property	Gross carrying value	Net carrying value	Title deeds held in name of	Whether title deed holder is a Promoter, director or relative of promoter/director or employee	Period held	Reason for not being held in name of company
Leasehold improvements	Leasehold improvements	17.63	1.56	NA	NA	25 months	Out of 1,664 number of stores operated by the Company, the lease in respect of 2 stores completed their term on or before 31 March 2025. The operations of the Company are continuing in these stores. The management is in the process of completing the renewal of these leases. These stores are located in one particular state.
Right-of-use assets	Right-of-use assets	22.83	-	NA			

vi) Title deeds of immovable properties (including investment properties) in the nature of land and buildings which have been mortgaged as security for loans or borrowings taken by the Company as at 31 March 2026 and 31 March 2025.

Description of properties	Gross carrying value as at 31 March 2026	Gross carrying value as at 31 March 2025
Plot No.18, Sector-35, Industrial Estate Gurgaon, Haryana-122004	622.95	622.95
Unit No. 401, Fourth Floor, Bestech Square Mall, Plot No.1, Industrial Area, Focal Point, Phase-IX, Sector -66, SAS Nagar, Mohali, Punjab -160062	145.73	145.73
Unit No. G-15, Ground Floor, Bestech Square Mall, Plot No.1, Industrial Area, Focal Point, Phase-IX, Sector-66, SAS Nagar, Mohali, Punjab – 160062	47.29	47.29
Land situated at Plot no. 161P, Sector-44, Urban Estate Gurgaon, Haryana-122002	612.63	612.63

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3B. CAPITAL WORK-IN-PROGRESS (CWIP)*

Particulars	As at 31 Mar 2026	As at 31 March 2025
At the beginning of the year	**34.57**	**73.72**
Additions	2,929.32	3,099.38
Transfers to property, plant and equipment	(2,886.10)	(3,138.53)
At the end of the year	**77.79**	**34.57**

CWIP ageing schedule:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
As at 31 March 2026	**74.08**	**3.71**	**-**	**-**	**77.79**
As at 31 March 2025	**34.57**	**-**	**-**	**-**	**34.57**

*Capital work-in-progress represents cost incurred for stores under construction.

Note:

There are no projects as on each reporting period end where activity has been suspended. Also, there are no projects as on the reporting period end which has exceeded cost as compared to its original plan or where completion is overdue.

3C. RIGHT-OF-USE ASSETS (REFER NOTE 35)

Amounts recognised in standalone balance sheet

The standalone balance sheet shows the following amounts relating to leases:

Particulars	As at 31 Mar 2026	As at 31 March 2025
Right-of-use assets#		
Leasehold property*	26,190.72	23,476.23
Accumulated depreciation	(9,139.91)	(6,873.12)
Accumulated impairment	(199.14)	(199.14)
Net carrying amount	**16,851.67**	**16,403.97**

* includes the addition of ₹ 4,315.23 (31 March 2025: ₹ 4,274.31)

#All lease deeds are held in the name of the Company where Company is lessee, except as disclosed in note 3A(v).

3D. INVESTMENT PROPERTIES (REFER NOTE 36)

Particulars	Leasehold investment properties#	Owned investment properties*	Total
Gross carrying amount			
As at 1 April 2024	295.72	169.63	**465.35**
Additions	51.44	-	51.44
Disposals	(63.47)	-	(63.47)
As at 31 March 2025	**283.69**	**169.63**	**453.32**
Additions	6.31	-	6.31
Disposals	(108.31)	-	(108.31)
As at 31 March 2026	**181.69**	**169.63**	**351.32**

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Particulars	Leasehold investment properties[#]	Owned investment properties*	Total
Accumulated depreciation			
As at 1 April 2024	139.01	18.36	**157.37**
Depreciation	23.42	5.65	29.07
Disposals	(32.26)	-	(32.26)
As at 31 March 2025	**130.17**	**24.01**	**154.18**
Depreciation	16.12	5.65	21.77
Disposals	(44.14)	-	(44.14)
As at 31 March 2026	**102.15**	**29.66**	**131.81**
Accumulated impairment			
As at 1 April 2024	39.90	-	**39.90**
Impairment loss	-	-	-
Disposals	-	-	-
As at 31 March 2025	**39.90**	**-**	**39.90**
Impairment loss	-	-	-
Disposals	-	-	-
As at 31 March 2026	**39.90**	**-**	**39.90**
Net carrying amount			
As at 31 March 2025	**113.62**	**145.62**	**259.24**
As at 31 March 2026	**39.64**	**139.97**	**179.61**

*All lease title deeds of immovable properties are held in the name of Company.

[#] Portion of leased properties which are subleased/ available for subleasing to other parties.

Refer note 3A(vi) for owned investment properties which have been mortgaged as security for loans or borrowings taken by the Company.

4. GOODWILL

Particulars	Amount
Gross carrying amount	
As at 1 April 2024	**504.57**
Acquisitions	-
As at 31 March 2025	**504.57**
Acquisitions	-
As at 31 March 2026	**504.57**
Accumulated impairment	
As at 1 April 2024	**-**
Impairment (refer note 44)	-
As at 31 March 2025	**-**
Impairment (refer note 44)	-
As at 31 March 2026	**-**
Net carrying amount	
As at 31 March 2025	**504.57**
As at 31 March 2026	**504.57**

Note: Goodwill arising on acquisition of KFC stores by Company through business transfer arrangement dated 11 December 2019 between years 2020 and 2021 amounting to ₹ 504.57 has been tested for impairment: refer note 44 for further details).

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5. OTHER INTANGIBLE ASSETS

Particulars	Franchisee rights	License fees	Computer softwares	Total
Gross carrying amount				
As at 1 April 2024	1,059.83	1,200.25	228.19	**2,488.27**
Additions	-	250.64	67.91	318.55
Disposals/adjustments	-	76.72	2.57	79.29
As at 31 March 2025	**1,059.83**	**1,374.17**	**293.53**	**2,727.53**
Additions	-	228.45	71.01	299.46
Disposals/adjustments	-	104.32	7.39	111.71
As at 31 March 2026	**1,059.83**	**1,498.30**	**357.15**	**2,915.28**
Accumulated amortisation				
As at 1 April 2024	359.46	469.99	123.61	**953.06**
Amortisation (refer note b)	-	136.97	45.40	182.37
Disposals/adjustments	-	68.52	2.43	70.95
As at 31 March 2025	**359.46**	**538.44**	**166.58**	**1,064.48**
Amortisation (refer note b)	-	181.60	37.48	219.08
Disposals/adjustments	-	104.32	7.17	111.49
As at 31 March 2026	**359.46**	**615.72**	**196.89**	**1,172.07**
Accumulated impairment				
As at 1 April 2024	-	29.63	3.34	**32.97**
Impairment (reversal)	-	33.88	-	33.88
As at 31 March 2025	**-**	**63.51**	**3.34**	**66.85**
Impairment charge	-	11.32	-	11.32
As at 31 March 2026	**-**	**74.83**	**3.34**	**78.17**
Net carrying amount				
As at 31 March 2025	**700.37**	**772.22**	**123.61**	**1,596.20**
As at 31 March 2026	**700.37**	**807.75**	**156.92**	**1,665.04**

Note (a): For details regarding impairment assessment of intangible assets - refer note 44.

Note (b): Change in accounting estimate of useful life of franchisee rights

The management had earlier assessed the useful life of franchisee rights to be ten years based on the best available estimates at that point in time and amortised these assets on straight line basis at the time of acquisition (refer note 44 for details of acquisition). The useful life was reviewed at each reporting date from such initial recognition and there were no adjustments considered necessary till the 31 March 2024. During the previous year, basis the current state of operations attributable to the operational synergies and expansion in market share in the acquired territories, the management has carried out a reassessment of useful life of such franchisee rights and has concluded it to be an asset with indefinite useful life w.e.f. 1 April 2024. In case the same was continued to be amortised over ten years, the depreciation and amortisation expense for the previous year would have been higher by ₹ 98.81 and profit for the previous year would have been lower by the same amount. Further, the financial performance for FY 2025–26 would have been lower by ₹ 98.81, and the financial performance of future periods would be lower by ₹ 502.75.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

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6A. INVESTMENTS (NON-CURRENT)

6A(i)Investments in subsidiaries

Particulars	As at 31 March 2026	As at 31 March 2025
Investment in unquoted equity shares (valued at cost)		
Devyani International (Nepal) Private Limited, a wholly owned subsidiary Principal place of business - Nepal		
4,212,768 (previous year: 2,568,103) equity shares of NPR 100/- each, fully paid up [includes bonus shares of 2,621,422 (previous year: 976,757)]	94.07	94.07
RV Enterprizes Pte. Limited, Singapore, a subsidiary Principal place of business - Singapore		
2,482,926 (previous year: 2,456,277) equity shares of SGD 1/- each, fully paid up. The Company's shareholding in the above is 87.31% (previous year: 87.19%) (refer note 47)	113.21	111.49
Share application money pending allotment	-	1.72
Provision for impairment loss in the value of above investment (refer note 47)	(113.21)	(113.21)
Devyani International DMCC, United Arab Emirates, a subsidiary Principal place of business - Dubai (refer note 48)		
151,470 (previous year: 151,470) equity shares of AED 1,000/- each, fully paid up. The Company's shareholding in the above is 51%	3,427.07	3,427.07
Sky Gate Hospitality Private Limited, a wholly owned subsidiary Principal place of business - India (refer note 50)		
216,374 (previous year: Nil) equity shares of ₹ 10/- each, fully paid up 28,700 (previous year: Nil) equity shares of ₹10/- each, partly paid up ₹ 6/- (previous year: Nil)	5,658.94	-
Investments in joint ventures Investment in unquoted equity shares (valued at cost)		
Devyani RK Private Limited, a joint venture Principal place of business-India (refer note 49)		
5,100 (previous year: 5,100) equity shares of ₹ 10/- each, fully paid up. The Company's shareholding in the above is 51%	0.05	0.05
Provision for impairment loss in the value of above investment (refer note 49)	(0.05)	-
Devyani PVR Inox Pvt Ltd, a joint venture Principal place of business - India (refer note 49)	32.87	15.20
5,100 (previous year: 5,100) equity shares of ₹ 10/- each, fully paid up. 5,049,000 (previous year: 5,049,000) equity share of ₹ 10/- each, partly paid up of ₹ 6.50/- each (previous year ₹ 3/- each) The Company's shareholding in the above is 51%		
	9,212.95	**3,536.39**
Investment in unquoted preference shares (valued at cost)		
Investments in subsidiaries		
RV Enterprizes Pte. Limited, Singapore, a subsidiary		
10,997,925 (previous year: 10,997,925) 1% redeemable preference shares of USD 1/- each, fully paid up (refer note 47)**	615.30	615.30
Provision for impairment loss in the value of above investment (refer note 47)	(615.30)	(615.30)
	-	**-**
Aggregate value of unquoted investments in subsidiary and joint ventures (valued at cost) (i)	**9,212.95**	**3,536.39**
Aggregate provision for impairment in value of investments in subsidiaries	**728.56**	**728.51**
The Company does not have any quoted investments during the current and previous year.		
Provision for impairment loss in value of investments in subsidiaries		
Opening provision as at the beginning of the year	728.51	726.79
Add: Provision created during the year (refer note 49)	0.05	1.72
Closing provision as at the end of year	**728.56**	**728.51**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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**The preference shares are redeemable at the option of the subsidiary RV Enterprizes Pte. Limited, Singapore, hence the same are carried at cost considering the investment evidencing a residual interest and therefore treated as equity investment.

6B. INVESTMENTS (CURRENT)

Particulars	As at 31 March 2026	As at 31 March 2025*#
Investment in unquoted preference shares (valued at fair value through profit or loss		
Investments in subsidiaries		
Devyani International (Nepal) Private Limited, a wholly owned subsidiary		
Nil (previous year: 400,000) 5% redeemable, non cumulative and non convertible preference shares of NPR 100/- each, fully paid up	-	25.11
	-	**25.11**
Aggregate value of unquoted investments	**-**	**25.11**

Note: Information about the Company's exposure to credit and market risks, and fair value measurements, is included in note 34.

* The management perform this valuation using discounted cashflow model approach. Further, the carrying amount of the investments as at year end and impact recognised during the year, are not material for the Company.

Investments are due for redemption in twelve months from reporting date, hence classified as current.

7. LOANS

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Loans to related parties [(considered good, unless other wise stated), unsecured (refer note 37)]*	1,178.17	-	433.30	433.30
Provision for Impairment (refer note 47)	-	-	(433.30)	(433.30)
	1,178.17	**-**	**-**	**-**

Particulars (also refer note 42)	As at 31 March 2026	As at 31 March 2025
Loan of ₹ 333.49 (31 March 2025: ₹ 333.49) to RV Enterprizes Pte. Limited refer (note ii & iii)	433.30	433.30
(a) The unsecured loan is repayable in one or more tranches before 31 March 2027 (PY 31 December 2025). (b) Interest rate is equal to LIBOR plus 3.00% per annum payable at the maturity of the loan term. (c) The loan will be utilised for the expansion of business of the borrower.		
Loan of (AED 46Mn) ₹ 1,178.06 (31 March 2025: ₹ Nil) to Devyani International DMCC, United Arab Emirates, a subsidiary	1,178.17	-
(a) This term loan is repayable in 7 years from the date of disbursement, unless converted into equity earlier. (b) The interest rate applicable is 8.3% per annum. (c) The loan will be utilised for the expansion of business of the borrower.		

*includes interest accrued on loans to related parties amounting to ₹ 102.22 (31 March 25: ₹ 99.81).

Note:

i) There are no loans or advances in the nature of loans, which are repayable on demand or given without specifying the terms of repayment.

ii) The Company has not restated loan given to RV Enterprizes Pte. Limited as at reporting date and booked interest for the year, since the loan has already been impaired in the books of accounts of the Company.

iii) During the year the Company has entered into the supplementary loan agreement with RV Enterprizes Pte. Limited for extension of repayment terms from one or more tranches before 31 December 2025 to revised repayment term i.e. one or more tranches before 31 March 2027.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

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8. OTHER FINANCIAL ASSETS

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Unsecured, considered good				
Security deposits	969.94	879.60	182.29	180.21
Bank deposits *#	45.90	40.94	-	2.28
Lease rental receivables	24.04	7.67	2.07	2.15
Finance lease receivables	183.88	216.73	56.62	47.68
Other receivables**	-	-	269.97	251.30
	1,223.76	**1,144.94**	**510.95**	**483.62**
Other receivables and security deposits (credit impaired)	-	-	35.67	37.33
Less: loss allowance	-	-	(35.67)	(37.33)
	1,223.76	**1,144.94**	**510.95**	**483.62**

*Non current bank deposits include ₹ 45.90 (31 March 25: ₹ 40.94) as deposits with banks under lien. These deposits are used for issuing letter of credit/ standby letter of credit/ bank guarantees.

[#] Includes interest accrued but not due on bank deposits amounting to ₹ 1.96 (31 March 25: ₹ 2.04).

**Includes receivables under arrangement with trade parties and corporate guarantee commission receivable from related parties (refer note 37).

9. OTHER ASSETS

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Capital advances	88.28	53.43	-	-
Other advances:				
- Prepaid expenses	67.34	40.30	141.43	135.61
- Balance with statutory/government authorities	-	-	260.70	254.71
- Amount paid under protest	23.34	30.86	-	-
- Advances to employees (refer note 37 for related party balances)	-	-	21.85	19.53
- Advances to suppliers	-	-	97.97	52.00
	178.96	**124.59**	**521.95**	**461.85**
Less: loss allowance	(10.66)	(6.69)	(51.58)	(21.64)
	168.30	**117.90**	**470.37**	**440.21**

10. INVENTORIES

Particulars	As at 31 March 2026	As at 31 March 2025
Raw materials including packaging materials (refer note below)	1,017.80	1,020.39
Stores and spares	51.66	48.45
	1,069.46	**1,068.84**

Note:

(i) This includes provision for obsolete inventory amounting to ₹ 14.79 (31 March 2025: ₹ Nil).These were recognised as an expense during the respective financial years under the head 'Cost of materials consumed'.

(ii) The above inventories are being valued at cost.

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11. TRADE RECEIVABLES

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables		
- Considered good- unsecured	516.02	585.30
- Credit impaired	53.90	39.26
	569.92	**624.56**
Less: loss allowance (refer note 34)	(53.90)	(39.26)
	516.02	**585.30**

Sub notes:

- Trade receivables includes receivables from related parties, refer note 37.

- The carrying amount of trade receivables approximates their fair value is included in note 34.

- The Company's exposure to credit and currency risks, and impairment allowances related to trade receivables is disclosed in note 34.

- The Company has also performed credit risk assessment of their trade receivables as on the reporting dates on individual level.

- Trade receivables includes unbilled due amounting ₹ 130.02 (31 March 2025: 111.70)

- Includes amounts due, in the ordinary course of business, from companies in which directors of the Holding Company are also directors, (refer note 37):

RJ Corp Limited

Devyani Food Industries Limited

Lineage Healthcare Limited

Global Health Limited

Modern Montessori International (India) Private Limited

Cryoviva Life Sciences Pvt. Ltd.

Cryoviva Biotech Pvt. Ltd.

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TRADE RECEIVABLES AGEING SCHEDULE AS AT 31 MARCH 2026

	Outstanding for following periods from due date						Total
	Not Due*	Less than 6 months	6 months -1 year	1 -2 year	2-3 years	More than 3 years	
(i) Undisputed trade receivables-considered good	343.39	166.17	0.78	1.27	-	4.41	516.02
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables-credit impaired	-	3.65	0.71	2.85	0.15	-	7.36
(iv) Disputed trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables-credit impaired	-	-	14.50	0.47	25.52	6.05	46.54
Total	**343.39**	**169.82**	**15.99**	**4.59**	**25.67**	**10.46**	**569.92**

TRADE RECEIVABLES AGEING SCHEDULE AS ON 31 MARCH 2025

	Outstanding for following periods from due date						Total
	Not Due*	Less than 6 months	6 months -1 year	1 -2 year	2-3 years	More than 3 years	
(i) Undisputed trade receivables-considered good	427.63	151.01	2.04	-	0.05	4.56	585.29
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables-credit impaired	-	-	-	0.16	0.33	-	0.49
(iv) Disputed trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables-credit impaired	-	-	-	28.01	1.92	8.85	38.78
Total	**427.63**	**151.01**	**2.04**	**28.17**	**2.30**	**13.41**	**624.56**

*Includes unbilled due amounting ₹130.02 (31 March 2025: ₹ 111.70)

Opening balances of trade receivable as at 1 April 2024: 453.15

12. CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2026	As at 31 March 2025
Balances with banks:		
- On current accounts	14.94	161.55
- Deposits with original maturity of less than three months#	74.52	-
Cash on hand	30.60	56.74
Cash in transit	53.92	16.28
	173.98	**234.57**

Note: There is no restriction for utilisation of cash and cash equivalents held by the Company as at 31 March 2026 and 31 March 2025

Includes interest accrued but not due on bank deposits amounting to ₹ 0.50 (31 March 2025: ₹ Nil).

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13. EQUITY SHARE CAPITAL

Particulars	As at 31 March 2026	As at 31 March 2025
Authorised		
4,675,000,000 (31 March 2025: 5,645,000,000) equity shares of ₹ 1/- each	4,675.00	5,645.00
1,000,000 (31 March 2025: 3,000,000 0.10% Redeemable, Non-Cumulative, Non-Convertible Preference Share of ₹ 10/- each) Preference Share of ₹ 1,000/- each	1,000.00	30.00
	5,675.00	**5,675.00**
Issued, subscribed and fully paid -up		
1,232,939,791 (31 March 2025: 1,206,266,378) equity shares of ₹ 1/- each	1,232.94	1,206.27
	1,232.94	**1,206.27**

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the year:

	As at 31 March 2026		As at 31 March 2025	
	No. of shares	Amount	No. of shares	Amount
Equity shares issued, subscribed and fully paid up				
At the beginning of the year	1,206,266,378	1,206.27	1,205,858,878	1,205.86
Issued during the year	26,673,413	26.67	407,500	0.41
At the end of the year	**1,232,939,791**	**1,232.94**	**1,206,266,378**	**1,206.27**

b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity share having a par value of ₹ 1.00/- per share. Each holder of the equity share is entitled to one vote per share and is entitled to dividend declared, if any. The paid up equity shares of the Company rank pari-passu in all respects, including dividend. The final dividend if proposed by the Board of Directors which is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholder.

c) Shares reserved for issue under options and contracts

For terms and other details of shares reserved for issue and options exercised during the year under Employee Stock Option Schemes ("ESOS") of the Company- refer note 41.

d) Shares held by holding/ultimate holding company and/or their subsidiaries/associates

	As at 31 March 2026		As at 31 March 2025	
	No. of shares	% holding	No. of shares	% holding
-RJ Corp Limited, India, holding and ultimate holding company				
Equity shares of ₹ 1/- each fully paid-up	714,821,970	57.98	714,821,970	59.26
	714,821,970	**57.98**	**714,821,970**	**59.26**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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e) Particulars of shareholders holding more than 5% shares in the Company

	As at 31 March 2026		As at 31 March 2025	
	No. of shares	% holding	No. of shares	% holding
- Nippon Life India Trustee Limited				
Equity shares of ₹ 1/- each	78,338,950	6.35	55,963,635	4.64
- RJ Corp Limited, India, holding company				
Equity shares of ₹ 1/- each	714,821,970	57.98	714,821,970	59.26

f) Shareholding of Promoters*

Promoter's name	As at 31 March 2026			As at 31 March 2025		
	No. of shares	% holding	% Change in holding during the year	No. of shares	% holding	% Change in holding during the year
- RJ Corp Limited, India, holding company						
Equity shares of ₹ 1/- each	714,821,970	57.98	(1.28)	714,821,970	59.26	(0.02)
- Mr. Varun Jaipuria						
Equity shares of ₹ 1/- each	39,625,617	3.21	(0.07)	39,625,617	3.28	(0.01)
- Mr. Ravi Jaipuria						
Equity shares of ₹ 1/- each	2,114,103	0.17	(0.01)	2,114,103	0.18	-

* Promoters for the purpose of this disclosure means promoters as defined under Section 2(69) of Companies Act, 2013.

g) During the year ended 31 March 2026 23,718,413 equity shares of ₹ 1/- each has been issued for consideration other than cash and for the period of four years immediately preceding the reporting date, there was no share allotment made for consideration other than cash. Further, no bonus shares have been issued and there has been no buy back of shares during the period of five years immediately preceding 31 March 2026 and 31 March 2025.

14. OTHER EQUITY (REFER STANDALONE STATEMENT OF CHANGES IN EQUITY)

a) Reserves and Surplus

Particulars	As at 31 March 2026	As at 31 March 2025
Share application money pending for allotment	-	3.03
Securities premium	16,885.28	12,525.04
Employee share options outstanding account (refer note 41)	31.05	78.19
General reserve	5.47	5.47
Capital reserve	655.63	655.63
Retained earnings	(3,762.32)	(3,433.96)
	13,815.11	**9,833.40**

a) Share application pending allotment represents the amount received on the share application on which allotment is not yet made.

b) Securities premium is used to record the premium on issue of shares. It will be utilised in accordance with the provisions of the Companies Act, 2013.

c) Employee stock option outstanding account is used to record the impact of employee stock option schemes. Refer note 41 for further details of these plans.

d) General reserve are free reserves of the Company which are kept aside out of the Company's profit to meet the future requirements as and when they arise. The Company had, in the previous years, transferred a portion of profit after tax to general reserve pursuant to the provisions of the erstwhile Companies Act, 1956.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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e) Capital reserve is on account of merger of entities under common control.

f) Retained earnings are the accumulated losses earned by the Company till date, as adjusted for distribution to owners.

b) Other comprehensive income

Other comprehensive income pertains to remeasurement gains/ (losses) on defined benefit plans, which are transferred to retained earnings at the end of the year.

15. LEASE LIABILITIES

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Lease liabilities	19,182.74	18,500.27	1,737.08	1,507.89
	19,182.74	**18,500.27**	**1,737.08**	**1,507.89**

Note:

- Refer note 16 (Changes in liabilities arising from financing activities)

- Refer note 35 (for details of leases)

16. BORROWINGS

Particulars	Non-current		Current*	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Term loans (secured) from banks				
Indian rupee term loans	3,709.59	2,645.07	1,047.04	764.30
Redeemable, Non-Cumulative, Non-convertible preference share#	504.00	-	-	-
	4,213.59	**2,645.07**	**1,047.04**	**764.30**

Note:

The information about the Company's exposure to interest rate, foreign currency and liquidity risks is included in note 34.

*Current portion of non current borrowings includes interest accrued of ₹ 9.30 (31 March 2025: ₹ 10.87) and same has been included in 'Current borrowings' (refer note 17).

During the year, the Company has issued 3,00,000 Redeemable, Non-Cumulative, Non-Convertible Preference shares having face value of ₹ 1,000 each for consideration against the purchase of equity shares from a shareholder of Sky Gate Hospitality Private Limited. The instrument has been recorded as fair value through profit & loss (FVTPL). Refer note 34.

Particulars	As at 31 Mar 2026	As at 31 March 2025
Non-current borrowing (secured)		
Term loans (secured) from banks	4,756.63	3,409.37
Redeemable, Non-Cumulative, Non-convertible preference share	504.00	-
Less: Current portion of non-current borrowings (refer note 17)	1,047.04	764.30
Total non-current borrowing	**4,213.59**	**2,645.07**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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Changes in liabilities arising from financing activities

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Opening balance of borrowings and lease liabilities		
Indian rupee term loans-secured	3,409.37	3,421.82
Lease liabilities	20,008.16	17,490.86
Cash credit facilities from banks (secured) (repayable on demand)	310.67	239.99
Cash flows		
Proceeds from non-current borrowings	2,200.00	500.00
Repayment of non-current borrowings	(851.17)	(511.50)
Proceeds from short-term borrowing (net)	172.74	70.68
Interest paid	(269.04)	(272.97)
Payment of lease liabilities- principal	(1,430.11)	(1,173.46)
Payment of lease liabilities- interest	(1,987.91)	(1,896.18)
Non-cash changes		
Finance cost expense	2,254.63	2,168.15
Redeemable, Non-Cumulative, Non-convertible preference share	504.00	-
Additions/remeasurement/(termination) of lease liabilities	2,341.80	3,690.81
Closing balance of borrowings and lease liabilities		
Indian rupee term loans-secured	4,756.63	3,409.37
Redeemable, Non-Cumulative, Non-convertible preference share	504.00	-
Lease liabilities	20,919.82	20,008.16
Cash credit facilities from banks (secured) (repayable on demand)	483.41	310.67

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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Terms of borrowings and security from banks

Bank	Description	31 March 2026		31 March 2025		Terms of repayment					
		Non-current	Current*	Non-current	Current*	Repayment schedule	Remaining maturity period (months)	No. of instalments outstanding	Instalments frequency	Interest Terms	Interest rates range (p.a.)
HDFC Bank Limited	₹ Term loan - I	787.50	356.86	1,137.50	360.76	The original repayment schedule is given below: - 4 instalments during FY 2024-25 - ₹ 65.60 each - 4 instalments during FY 2025-26 - ₹ 87.50 each - 4 instalments during FY 2026-27 - ₹ 87.50 each - 4 instalments during FY 2027-28 - ₹ 87.50 each - 4 instalments during FY 2028-29 - ₹ 109.38 each	36	12	Quarterly	3M T-Bill	6.31% to 7.59% (previous year- 7.42%)
Axis Bank Limited	₹ Term loan - II	747.00	332.00	1,079.00	332.00	The original repayment schedule is given below: - 4 instalments during FY 2024-25 - ₹ 62.25 each - 4 instalments during FY 2025-26 - ₹ 83.00 each - 4 instalments during FY 2026-27 - ₹ 83.00 each - 4 instalments during FY 2027-28 - ₹ 83.00 each - 4 instalments during FY 2028-29 - ₹ 103.75 each	36	12	Quarterly	Repo Rate (Previous year 3M T-Bill)	6.74% -7.99% (previous year- 7.99%)
RBL Bank Limited	₹ Term loan - III	1,035.09	295.99	428.57	71.54	The original repayment schedule is given below: - 2 instalments during FY 2025-26 - ₹ 47.62 each - 1 instalments during FY 2025-26 - ₹ 73.93 each - 4 instalments during FY 2026-27 - ₹ 73.93 each - 4 instalments during FY 2027-28 - ₹ 73.93 each - 4 instalments during FY 2028-29 - ₹ 73.93 each - 4 instalments during FY 2029-30 - ₹ 73.93 each - 2 instalments during FY 2030-31 - ₹ 73.93 each	54	18	Quarterly	Repo Rate	7.00% to 8.00% (previous year- 8.00%)
HDFC Bank Limited	₹ Term loan - IV	1,140.00	62.19	-	-	The original repayment schedule is given below: - 4 instalments during FY 2026-27 - ₹ 15.0 each - 4 instalments during FY 2027-28 - ₹ 47.5 each - 4 instalments during FY 2028-29 - ₹ 47.5 each - 4 instalments during FY 2029-30 - ₹ 47.5 each - 4 instalments during FY 2030-31 - ₹ 47.5 each - 4 instalments during FY 2031-32 - ₹ 47.5 each - 4 instalments during FY 2032-33 - ₹ 47.5 each	84	28	Quarterly	Repo	7.40%
Total		**3,709.59**	**1,047.04**	**2,645.07**	**764.30**						

Terms of security:

First pari passu charge by way of hypothecation of the Company's entire moveable property, plant and equipment both present and future and equitable mortgage on the immovable property, plant and equipment of the Company and second pari pasu charge on entire current assets of the Company.

Note:

(a) The Company has used the Term Loan I & Term Loan II from banks for the purpose of investment in overseas company for onward acquisition of overseas operating entity and Term Loan III & Term Loan IV has been utilized for meeting the capital expenditures done by the Company during the current year.

(b) The Company has used the borrowings from banks for the specific purpose for which it was the taken at the balance sheet date.

(c) The charge created on property, plant and equipment as at 31 March 2026 and 31 March 2025 is for undrawn/utilised facilities.

(d) The Company has honoured its covenants obligations relating to term loans from banks during the current year and previous year.

3*Current portion of non current borrowings includes interest accrued of ₹ 9.30 (31 March 2025: ₹ 10.87) and same has been included in 'Current borrowings' (refer note 17).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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17. CURRENT BORROWINGS

Particulars	As at 31 March 2026	As at 31 March 2025
Cash credit facilities from bank (secured, repayable on demand)	483.41	310.67
Current portion of non-current borrowings (refer note 16)	1,047.04	764.30
	1,530.45	**1,074.97**

Details for cash credit facilities from banks:

Terms of loan	As at 31 March 2026	As at 31 March 2025
The credit facility taken from HDFC Bank Limited [₹ 179.48 (31 March 2025: ₹ 310.67)] carries interest rate, currently 7.00% p.a. (31 March 2025 8.25% p.a.). (interest payable on monthly rests).	483.41	310.67
The credit facility taken from ICICI Bank Limited [₹ 303.93 (31 March 2025: Nil)] carries interest rate, currently 8.30% p.a. and 7.50% p.a. (31 March 2025: NA). (interest payable on monthly rests).		
The credit facility is secured by:		
- First pari passu charge on entire current assets of the Company.		
- Subservient charge on all movable fixed assets of the Company.		

The Company has been sanctioned a working capital limit in excess of ₹ 50.00 by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods. Refer below table for previous year.

As at 31 March 2025

Name of the Bank	Nature of current assets offered as security	Information disclosed as per return	Information as per books of accounts	Variance	Remarks
Axis Bank, HDFC Bank, IndusInd, ICICI Bank, RBL Bank, SBM Bank	Trade receivables	439.21	622.95	(183.74)	Variance is on account of receivable from related parties as accepted by Banks
		444.02	613.37	(169.35)	
		420.82	704.46	(283.64)	

18. OTHER FINANCIAL LIABILITIES

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Security deposits payable	62.75	39.17	35.99	40.67
Employee related payables (refer note 41 for non-current balances)	39.46	9.01	380.34	405.95
Capital creditors*	-	-	795.59	615.48
Other payables	-	-	-	37.51
	102.21	**48.18**	**1,211.92**	**1,099.61**

*includes dues of micro and small enterprises ₹ 43.17 (31 March 2025: 71.79)

19 PROVISIONS

Particulars	Non-current		Current	
	As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits				
Gratuity (refer note 39)	207.57	117.50	108.59	59.44
Compensated absences (refer note 39)	168.46	95.00	90.90	50.29
	376.03	**212.50**	**199.49**	**109.73**

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20. OTHER LIABILITIES

Particulars	Non-current		Current	
	As at 31 March 2026	**As at 31 March 2025**	**As at 31 March 2026**	**As at 31 March 2025**
Deferred income/incentives	23.13	20.92	126.08	128.79
Statutory dues	-	-	343.00	285.81
Advances from customers*	-	-	42.61	45.03
	23.13	**20.92**	**511.69**	**459.63**

*Contract balances

The following table provides information about contractual liability (advance from customers) from contract with customers:

Contract liabilities (revenue received in advance)	As at 31 March 2026	As at 31 March 2025
Opening balance	45.03	64.44
Revenue recognized that was included in the contract liability balance at the beginning of the year	(45.03)	(64.44)
Closing balance	42.61	45.03

21. TRADE PAYABLES

Particulars	As at 31 March 2026	As at 31 March 2025
Micro enterprises and small enterprises (refer note below)	196.47	163.01
Other than micro enterprises and small enterprises*	3,585.27	2,761.54
	3,781.74	**2,924.55**

* Includes payable to related parties (refer note 37).

The Company's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note 34.

Dues to micro and small enterprises

Particulars	As at 31 March 2026	As at 31 March 2025
The amounts remaining unpaid to micro and small suppliers as at the end of the year:		
- Principal	163.00	130.62
- Interest	33.47	32.39
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	282.47	465.78
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under MSMED Act, 2006.	1.15	2.91
The amount of interest accrued and remaining unpaid at the end of each accounting year.	1.15	2.91
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	32.39	29.48

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

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Trade payables ageing schedule as at 31 March 2026

	Outstanding for following periods from due date						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	121.90	70.00	2.62	1.88	0.07	196.47
(ii) Others	1,014.66	738.09	1,657.48	131.93	17.83	25.28	3,585.27
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed Others dues	-	-	-	-	-	-	-
Total	**1,014.66**	**859.99**	**1,727.48**	**134.55**	**19.71**	**25.35**	**3,781.74**

Trade payables ageing schedule as at 31 March 2025

	Outstanding for following periods from due date						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	130.22	20.52	7.59	4.68	-	163.01
(ii) Others	926.66	1,298.49	423.56	49.36	47.81	15.66	2,761.54
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed Others dues	-	-	-	-	-	-	-
Total	**926.66**	**1,428.71**	**444.08**	**56.95**	**52.49**	**15.66**	**2,924.55**

22. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of products		
Sale of finished goods	34,988.31	32,862.55
Traded goods	65.13	63.81
Other operating revenues		
Marketing and other services	96.19	83.70
Rental and maintenance income	176.17	134.95
Management fee	336.79	299.02
Scrap sales	63.83	49.30
	35,726.42	**33,493.33**
Set out below is the disaggregation of the Company's revenue from contracts with customers:		
Revenue recognised at the point of time	35,117.27	32,975.66
Revenue recognised over the period of time	609.15	517.67
Total revenue from contracts with customers*	**35,726.42**	**33,493.33**
* Refer note 11 for opening and closing balance of trade receivables		
Revenue disaggregation as per geography has been included in segment information (refer note 40).		
Contract liabilities		
The Company has recognised the following revenue-related contract liabilities:		
Contract liabilities (refer note 20)	42.61	45.03

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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23. OTHER INCOME

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest Income		
Interest income under effective interest method from:		
-bank deposits	9.30	3.83
-loan to subsidiaries	2.41	-
-others	-	14.15
Interest income from financial assets at amortized cost	119.01	106.53
Dividend income		
Dividend income from subsidiary (refer note 37)	0.45	26.44
Other Non operating income		
Gain on sale of current investments	4.10	0.92
Liabilities no longer required written back	35.00	-
Net gain on foreign currency transactions and translations	9.98	9.19
Gain on termination/modification of lease liabilities	222.34	182.23
Commission income (refer note 37 for transaction with related party)	172.44	155.54
	575.03	**498.83**

24. COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Raw material including packing material consumed		
Inventories at the beginning of the year	1,020.39	788.78
Add: Purchases during the year	10,305.31	9,740.65
Less: Inventories at the end of the year	(1,017.80)	(1,020.39)
	10,307.90	**9,509.04**

25. PURCHASES OF STOCK-IN-TRADE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Purchases of stock-in-trade	61.44	56.60
	61.44	**56.60**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

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26. EMPLOYEE BENEFIT EXPENSE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Salaries, wages and bonus #	4,458.37	4,060.01
Contribution to provident and other funds	346.41	308.91
Gratuity (refer note 39)	71.58	45.68
Staff welfare expenses	138.90	134.94
	5,015.26	**4,549.54**

The amount includes "Employee stock option expenses" for ₹ 24.32 {31 March 2025: ₹ (92.11)}. Refer note 41.

27. FINANCE COSTS

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest expense		
- Borrowings (calculated using effective interest rate)	266.77	272.03
- Lease liabilities	1,987.91	1,896.18
- Others	7.68	45.89
	2,262.36	**2,214.10**

28. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation on property, plant and equipment (refer note 3A)	1,982.69	1,802.34
Depreciation on right-of-use assets	2,222.48	2,022.33
Depreciation on investment properties (refer note 3D)	21.77	29.07
Amortisation of other intangible assets (refer note 5)	219.08	182.37
	4,446.02	**4,036.11**

29. IMPAIRMENT OF NON-CURRENT ASSETS

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Impairment on property, plant and equipment (refer note 3A)	157.46	187.43
Impairment of other intangible assets (refer note 5)	11.32	33.88
Impairment loss in value of investments in joint venture (refer note 6A & 49)	0.05	1.72
	168.83	**223.03**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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30. OTHER EXPENSES

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Stores and spares consumed	157.53	160.77
Power and fuel	2,249.79	2,129.98
Rent	1,514.35	1,454.29
Repairs and maintenance		
- Plant and equipment	334.86	249.10
- Buildings	747.78	668.10
- Others	334.76	293.29
Rates and taxes	76.00	74.10
Travelling and conveyance	177.36	134.35
Legal and professional	122.63	88.14
Auditor's remuneration (refer note below)	22.38	18.94
Water	101.12	93.89
Insurance	11.14	9.26
Printing and stationery	21.81	22.26
Communication	138.50	131.48
Sitting fee [refer note 37(III)]	6.74	5.27
Security and service	131.48	129.32
Bank charges	5.76	9.44
Advertisement and sales promotion	1,748.56	1,688.02
Commission and brokerage	3,014.86	2,557.00
Royalty and continuing fees	2,543.84	2,385.00
Freight including delivery charges	628.88	593.66
Loss on sale of property, plant and equipment (net)	2.78	22.10
Loss allowance	25.65	7.82
Loss on investment carried at fair value through profit or loss	0.12	0.06
Corporate social responsibility expenditure (refer note 55)	17.71	23.31
General office and other miscellaneous	190.66	184.46
	14,327.05	**13,133.41**

Note - Auditor's remuneration

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
As auditor		
Statutory audit and reviews*	17.72	15.79
Tax matters	1.40	1.38
Others matters	2.29	1.14
Outlays	0.97	0.63
	22.38	**18.94**

*Inclusive of applicable taxes

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(₹ in millions, except for share data or if otherwise stated)

31. EXCEPTIONAL ITEMS

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Retiral Benefits (refer note 39D)	115.72	-
Expenses under protest[#]	92.90	-
	208.62	**-**

[#] Resolution proceedings relating to a lease dispute were concluded during the year without any results. To ensure continuity of operations, the Company paid ₹ 92.90 under protest. As this payment is material and has resulted from unusual incidence, it has been presented as Exceptional items.

32. TAX EXPENSE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
The tax expense comprises of:		
Current tax	62.48	212.75
Adjustment of taxes relating to earlier years	(4.67)	(11.29)
Deferred tax	(222.35)	(168.32)
	(164.54)	**33.14**
Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
(Loss)/profit before tax	**(496.03)**	**270.33**
Tax using the Company's domestic tax rate: 25.168% (31 March 2025: 25.168%)	(124.84)	68.04
Adjustment of taxes relating to earlier years	(4.67)	(11.29)
Others	(35.03)	(23.61)
	(164.54)	**33.14**

Income tax assets and liabilities

Particulars	As at 31 March 2026	As at 31 March 2025
Income tax assets (net)		
Advance taxes (net of provision of tax ₹ 62.48) (31 March 2025: ₹ 236.25)	39.68	8.21
	39.68	**8.21**
Deferred tax assets (net)		
The balance comprises temporary differences attributable to:		
Tax effect of items constituting deferred tax assets:		
Expenses allowed on payment/actual basis	221.42	169.27
Provision for impairment of investments	-	5.85
Lease liabilities	5,265.11	5,035.67
Property, plant and equipment exceeds its tax base	213.34	177.87
Financial instruments measured at amortised cost	79.99	83.29
Deferred tax assets	**5,779.86**	**5,471.94**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

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Particulars	As at 31 March 2026	As at 31 March 2025
Tax effect of items constituting deferred tax liabilities		
Financial instruments measured at amortised cost	(0.20)	(0.17)
Right of use assets	(4,278.55)	(4,193.79)
Deferred tax liabilities	**(4,278.75)**	**(4,193.96)**
Deferred tax assets recognised (net)	**1,501.11**	**1,277.98**

The Company has measured its deferred tax assets and liabilities based on the income tax rates that are expected to apply to the period when such assets/liabilities are expected to be realized/settled. As per section 115BBA of the Income-tax Act 1961, as introduced by the Taxation Laws (Amendment) Ordinance, 2019 (Ordinance), the Company has opted lower tax rate of 25.168%. Hence, deferred tax assets (net) have been measured at 25.168%.

(i) Movement in deferred tax assets/(liabilities) for the year ended 31 March 2026

	As at 31 March 2025	Credited/(charged)		As at 31 March 2026
		Profit or Loss	OCI	
Tax effect of items constituting deferred tax assets:				
Expenses allowed on payment/actual basis	169.27	51.35	0.80	221.42
Provision for impairment of investments	5.85	(5.85)	-	-
Lease liabilities	5,035.67	229.44	-	5,265.11
Property, plant and equipment exceeds its tax base	177.87	35.47	-	213.34
Financial instruments measured at amortised cost	83.29	(3.30)	-	79.99
Deferred tax assets	**5,471.94**	**307.11**	**0.80**	**5,779.86**
Tax effect of items constituting deferred tax liabilities				
Financial instruments measured at amortised cost	(0.17)	(0.03)	-	(0.20)
Right of use assets	(4,193.79)	(84.76)	-	(4,278.55)
Deferred tax liabilities	**(4,193.96)**	**(84.79)**	**-**	**(4,278.75)**
Net deferred tax assets	**1,277.98**	**222.32**	**0.80**	**1,501.11**
Deferred tax assets recognised (net)	**1,277.98**	**222.32**	**0.80**	**1,501.11**

Movement in deferred tax assets/(liabilities) for the year ended 31 March 2025

	As at 31 March 2024	Credited/(charged)		As at 31 March 2025
		Profit or Loss	OCI	
Tax effect of items constituting deferred tax assets:				
Expenses allowed on payment/actual basis	170.39	(2.46)	1.34	169.27
Provision for impairment of investments	5.86	(0.01)	-	5.85
Lease liabilities	4,401.71	633.94	-	5,035.67
Property, plant and equipment exceeds its tax base	165.13	12.74	-	177.87
Financial instruments measured at amortised cost	90.82	(7.54)	-	83.29
Deferred tax assets	**4,833.92**	**636.67**	**1.34**	**5,471.94**

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	As at 31 March 2024	Credited/(charged)		As at 31 March 2025
		Profit or Loss	OCI	
Tax effect of items constituting deferred tax liabilities				
Financial instruments measured at amortised cost	(0.17)	(0.00)	-	(0.17)
Right of use assets	(3,725.44)	(468.35)	-	(4,193.79)
Deferred tax liabilities	**(3,725.61)**	**(468.35)**	**-**	**(4,193.96)**
Net deferred tax assets/(liabilities)	**1,108.31**	**168.32**	**1.34**	**1,277.98**
Deferred tax assets recognised (net)	**1,108.31**	**168.32**	**1.34**	**1,277.98**

33. EARNING/(LOSS) PER SHARE (EPS)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
(Loss)/profit attributable to equity shareholders for calculation of basic and diluted EPS	(331.49)	237.19
Weighted average number of equity shares for the calculation of basic EPS	1,227,644,020	1,206,200,892
Effect of dilutive potential equity shares		
– Employee stock options #	-	2,207,912
Weighted average number of equity shares for calculation of diluted EPS	**1,227,644,020**	**1,208,408,804**
Earnings/(loss) per equity share (₹) (basic)	(0.27)	0.20
Earnings/(loss) per equity share (₹) (diluted)	(0.27)	0.20
Nominal value per shares (₹)	1.00	1.00

Employee Options granted to employees under the Employee Share Option Schemes are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Refer note 41.

34. FAIR VALUE MEASUREMENT AND FINANCIAL INSTRUMENTS

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(i) As on 31 March 2026

Particulars	Carrying value		
	Mandatory at FVTPL	Amortised cost	Total
Financial assets			
Non - current			
(i) Loans*	-	1,178.17	1,178.17
(ii) Other financial assets*	-	1,223.76	1,223.76
Current**			
(i) Investments @	-	-	-
(ii) Loans *	-	-	-
(iii) Trade receivables*	-	516.02	516.02
(iv) Cash and cash equivalents*	-	173.98	173.98
(v) Other financial assets*	-	510.95	510.95
Total	**-**	**3,602.88**	**3,602.88**

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(₹ in millions, except for share data or if otherwise stated)

Particulars	Carrying value		
	Mandatory at FVTPL	Amortised cost	Total
Financial liabilities			
Non - current			
(i) Lease liabilities#	-	19,182.74	19,182.74
(ii) Borrowings#	-	4,213.59	4,213.59
(iii) Non-convertible redeemable preference share@	504.00	-	504.00
(iv) Other financial liabilities*	-	102.21	102.21
Current			
(i) Lease liabilities*	-	1,737.08	1,737.08
(ii) Borrowings#	-	1,530.45	1,530.45
(iii) Trade payables*	-	3,781.74	3,781.74
(iv) Other financial liabilities*	-	1,211.92	1,211.92
Total	**504.00**	**31,759.73**	**32,263.73**

(i) As on 31 March 2025

Particulars	Carrying value		
	Mandatory at FVTPL	Amortised cost	Total
Financial assets			
Non - current			
(i) Investments @	-	-	-
(ii) Loans*	-	-	-
(iii) Other financial assets*	-	1,144.94	1,144.94
Current**			
(i) Investments @	25.11	-	25.11
(ii) Trade receivables*	-	585.30	585.30
(iii) Cash and cash equivalents*	-	234.57	234.57
(iv) Bank balances other than cash and cash equivalents, above *	-	-	-
(v) Other financial assets*	-	483.62	483.62
Total	**25.11**	**2,448.43**	**2,473.54**
Financial liabilities			
Non - current			
(i) Lease liabilities#	-	18,500.27	18,500.27
(ii) Borrowings#	-	2,645.07	2,645.07
(iii) Other financial liabilities*	-	48.18	48.18
Current			
(i) Lease liabilities#	-	1,507.89	1,507.89
(ii) Borrowings#	-	1,074.97	1,074.97
(iii) Trade payables*	-	2,924.55	2,924.55
(iv) Other financial liabilities*	-	1,099.61	1,099.61
Total	**-**	**27,800.54**	**27,800.54**

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* The carrying amounts of loans, trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, other current financial assets, trade payables and Other financial liabilities represents employee related payables, capital creditors approximates the fair values, and due to their short-term nature. The other non-current financial assets represents bank deposits (due for maturity after twelve months from the reporting date) and interest accrued but not due on bank deposits, the carrying value of which approximates the fair values as on the reporting date.

** For details regarding charge on such current financial assets - refer note 16.

[#] The Company's lease liabilities and borrowings have fair values that approximate to their carrying amounts as they are based on the net present value of the anticipated future cash flows.

[@] Measured using level 3 inputs.

Other notes:

The investment in equity and preference shares of subsidiaries and joint ventures are measured at cost, except for investment in unquoted preference shares of Devyani Internal Nepal Private Limited, subsidiary which are mandatorily measured at FVTPL. Refer note 6A & 6B for further details.

There has been no transfer from level 3 to level 1 and level 2 for the year ended 31 March 2026 and 31 March 2025.

Valuation techniques used to determine fair values:

Specific valuation techniques used to value financial instruments include:
-Fair value of financial instruments using present value techniques, which is based on discounting expected cash flows using a risk-adjusted discount rate.

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team performs valuation either internally or externally through valuers and reports directly to the senior management. Discussions on valuation and results are held between the senior management and valuation team on annual basis. Further, the carrying value of investments measured at FVTPL, are not material.

Significant inputs

Significant unobservable input used in Level 3 fair values of investments measured at FVTPL is discount rate which is weighted average cost of borrowing of the Company plus spread of corporate guarantee commission which is 14.58% (31 March 2025: ₹ 14.58%) and estimated cash flows of respective companies in which investment in preference shares is made.

Significant unobservable input used in Level 3 fair values of Redeemable Non Convertible Preference shares issued has been derived using the Monte Carlo simulation framework under which:

1. Future revenue, EBITDA and related performance metrics of the Brands are simulated across a large number of scenarios.

2. Brand Value and redemption amounts are determined contractually for each simulated outcome.

3. Redemption values are discounted to present value.

4. For each eligible redemption year, the expected present value of redemption has been computed by aggregating simulated outcomes for that year.

5. The valuation considers contractual exercise rights and assumes that market participants would assess redemption timing based on a comparison of expected present values by year, rather than exercising redemption differently under individual extreme scenarios. Below are the key inputs used in calculations of present value as on 31 March 2026:

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(a) Discount Rate: 8.02 % comprising Risk Free Rate 7.02% plus additional credit spread 1.00%

(b) Volatility: 106.3%

(c) Revenue Growth: 176% to 5.8%

Reconciliation of Level 3 recurring fair value measurement is as follows:

The following table provides the details as to changes in value of financial instruments categorised within level 3 of the fair value hierarchy:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Investments in preference shares and issue of Non-Convertible Redeemable Preference shares		
Balance at the beginning of the year	25.11	25.17
Additions during the year (Non-Convertible Redeemable Preference shares)	504.00	Nil
Redemption of Investment in Preference shares during the year	(25.11)	Nil
Unrealised gains recognised in profit or loss	-	(0.06)
Balance at the end of the year	**504.00**	**25.11**

Sensitivity analysis of significant unobservable inputs

The management believes, changes in significant observable inputs will not have a material impact of financial position of the Company.

b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk;
- Market Risk - Interest Rate; and
- Market Risk - Foreign Currency

Risk Management Framework

The Board of Directors of the Company is responsible for reviewing the risk management policies and ensuring its effectiveness.

The Company's risk management policies are established to identify and analyse the risks faced by the Company to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in the market conditions and the Company's activities.

The Board of Directors oversees how management monitors compliance with Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risk faced by the Company.

i. Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at 31 March 2026	As at 31 March 2025
(i) Loans (current and non-current)	1,178.17	-
(ii) Investments (current and non-current)	9,212.95	3,561.50
(iii) Trade receivables	516.02	585.30
(iv) Cash and cash equivalents	173.98	234.57
(v) Other financial assets (current and non-current)	1,734.71	1,628.56

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Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk on cash and cash equivalents and bank deposits (shown under bank balances other than cash and cash equivalents, above) and other financial assets is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. The other financial assets primarily represents security deposits given to lessors for premises taken on lease. Such deposits will be returned to the Company on vacation of the premises or termination of the agreement whichever is earlier. Loan to subsidiaries will be repaid as per the terms of the agreement and there has been no default in repayment of such loans by subsidiaries.

The exposure to the credit risk at the reporting date is primarily from loan to subsidiaries, security deposit receivables and investment in subsidiaries. The Investment and Borrowing Committee monitors the investment in subsidiaries and loans granted to subsidiaries and it evaluates if any impairment is required. As at year end and previous year end, Investment and Borrowing Committee based on the internal and external valuation and after assessing the performance of the subsidiaries, is of the view that no impairment is required.

Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in India, Nepal and Thailand. Trade receivables also includes receivables from credit card companies and online aggregator platforms, which are generally realisable on fortnightly basis. The Company does monitor the economic environment in which it operates. The Company manages its credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

The Company recognises loss allowances using the Expected Credit Loss (‘ECL’) model for trade receivables. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the Statement of profit and loss.

For Company's exposure to credit risk for trade receivables is as follows:

Changes in the loss allowance in respect of trade receivables	For the year ended 31 March 2026	For the year ended 31 March 2025
Balance at the beginning of the year	39.26	42.72
Bad debts written off	-	-
Impairment allowances/(reversal) for doubtful receivables	14.64	(3.46)
Balance at the end of the year	**53.90**	**39.26**

- For trade receivables ageing refer note 11. Also, the management of the Company has preferred credit risk assessment on individual basis for trade receivables.

- For security deposits and other receivables also management has preferred credit risk assessment at category level and individual level. Based on this, the management has concluded that there are no significant impact other than already provided for, in the standalone financial statements (refer note 8).

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(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. The Company's approach to manage liquidity is to have sufficient liquidity to meet it's liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.
- It maintains adequate source of financing through the use of short term bank deposits and cash credit facility.
- The Company assessed the concentration of risk with respect to its financial liabilities and concluded it to be low

As on 31 March 2026, the Company has undrawn credit facility for ₹ 2,450.45 (31 March 2025: ₹ 2,348.30)

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted.

As at 31 March 2026 Financial liabilities	Contractual cash flows				
	Carrying amount	Within 1 year	1 to 5 years	More than 5 years	Total
Borrowings	5,240.04	1,530.45	3,329.59	380.00	5,240.04
Non Convertible Redeemable Preference Share	504.00	-	-	504.00	504.00
Lease liabilities	20,919.82	3,549.50	15,458.77	16,179.13	35,187.40
Trade payables	3,781.74	3,781.74	-	-	3,781.74
Security deposits payable	98.74	34.38	19.51	58.53	112.42
Capital creditors	795.59	795.59	-	-	795.59
Others	419.80	380.34	39.46	-	419.80
	31,759.73	**10,072.00**	**18,847.33**	**17,121.66**	**46,040.99**

As at 31 March 2025 Financial liabilities	Contractual cash flows				
	Carrying amount	Within 1 year	1 to 5 years	More than 5 years	Total
Borrowings	3,720.04	1,323.68	2,726.82	47.62	4,098.12
Lease liabilities	20,008.16	3,350.56	12,356.33	17,694.94	33,401.83
Trade payables	2,924.55	2,924.55	-	-	2,924.55
Security deposits payable	79.84	40.80	40.98	11.56	93.34
Capital creditors	615.48	615.48	-	-	615.48
Others	452.47	443.46	9.01	-	452.47
	27,800.54	**8,698.53**	**15,133.14**	**17,754.12**	**41,585.79**

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(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings with floating interest rates.

A. Exposure to interest rate risk

The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Variable - rate instruments	As at 31 March 2026	As at 31 March 2025
Indian rupee term loan	4,756.63	3,409.37
Short term borrowings	483.41	310.67
Non Convertible Redeemable Preference Share	504.00	-
	5,744.04	**3,720.04**

Interest rate sensitivity analysis

The following table illustrates the sensitivity of profit or loss and other equity to a reasonably possible change in interest rates of +/- 1%. All other variables are held constant.

Change in interest rate on loans from Financial institutions (Variable - rate instruments)	Increase by 1%	Decrease by 1%
Increase / (decrease) in profit or loss and other equity^ for the year ended 31 March 2026	(57.44)	57.44
Increase / (decrease) in profit or loss and other equity^ for the year ended 31 March 2025	(37.20)	37.20

^The above impact of interest rate sensitivity on other equity will be net of tax impact at applicable statutory tax rate.

The Company is exposed to interest rate risk on account of variable rate borrowings. The Company's risk management policy is to mitigate its interest rate exposure in accordance with the exposure limits advised from time to time.

B. Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities. The Investment and Borrowing Committee evaluates foreign exchange rate exposure arising from foreign currency transactions on periodic basis and follows appropriate risk management policies.

Exposure to Foreign currency risk

The summary of quantitative data about the Company's exposure to currency risk, as expressed in Indian Rupees, as at 31 March 2026 and 31 March 2025 are as below:

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Particulars	Currency	As at 31 March 2026		As at 31 March 2025	
		Amount (in foreign currency)	Amount (in ₹)	Amount (in foreign currency)	Amount (in ₹)
Financial assets					
Loans to related parties including interest accrued	USD	5.20	433.30	5.20	433.30
Loans to related parties including interest accrued	AED	46.00	1,178.17	-	-
Other financial assets					
Other receivables	THB	15.60	44.38	31.08	78.39
Other receivables	NGN	41.77	2.85	20.23	1.13
Trade receivable					
Trade receivable	THB	32.20	91.61	61.34	154.29
Total financial assets			**1,750.31**		**667.11**
Financial liabilities					
Trade payables	USD	0.07	6.51	0.05	3.93
Trade payables	THB	0.34	0.96	0.34	0.85
Trade payables	GBP	0.37	47.04	0.46	50.30
Capital creditors/Advance	USD	-	-	0.12	10.29
Total financial liabilities			**54.51**		**65.37**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupees against below currencies as at the year end would have affected the measurement of financial instruments denominated in foreign currency and affected profit or loss and other equity by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Profit or loss for the year ended 31 March 2026		Profit or loss for the year ended 31 March 2025	
	Gain/(loss) on Appreciation	Gain/(loss) on Depreciation	Gain/(loss) on Appreciation	Gain/(loss) on Depreciation
5% depreciation / appreciation in Indian Rupees against following foreign currencies:				
USD	(21.99)	21.99	(22.38)	22.38
GBP	2.35	(2.35)	2.52	(2.52)
THB	(6.75)	6.75	(11.59)	11.59
AED	(58.91)	58.91	-	-
NGN	(0.14)	0.14	(0.06)	0.06

Particulars	Other equity as at 31 March 2026		Other equity as at 31 March 2025	
	Gain/(loss) on Appreciation	Gain/(loss) on Depreciation	Gain/(loss) on Appreciation	Gain/(loss) on Depreciation
5% depreciation / appreciation in Indian Rupees against following foreign currencies:				
USD	(21.99)	21.99	(22.38)	22.38
GBP	2.35	(2.35)	2.52	(2.52)
THB	(6.75)	6.75	(11.59)	11.59
AED	(58.91)	58.91	-	-
NGN	(0.14)	0.14	(0.06)	0.06

USD: United States Dollar, GBP: Great British Pound, THB: Thai baht, NGN: Naira, AED: United Arab Emirates Dirham

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C. Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. Based upon the Company's evaluation, there is no excessive risk concentration.

D. Offsetting financial assets and financial liabilities:

The following table represents recognised financial instruments that are subject to enforceable master netting arrangements and similar agreements but not set off as at 31 March 2026 and 31 March 2025.

Variable - rate instruments	As at 31 March 2026	As at 31 March 2025
Amounts subject to master netting arrangements		
Borrowings (non-current and current)	5,744.04	3,720.04
Lease liabilities (non-current and current)	20,919.82	20,008.16
	26,663.86	**23,728.20**
Financial instruments collateral		
Trade receivables	516.02	585.30
Cash and cash equivalents	173.98	234.57
Loans	1,178.17	-
Other financial assets	1,152.23	1,059.81
	3,020.40	**1,879.68**
Net amount *	**23,643.46**	**21,848.52**

* Net amount shows the impact on the Company's standalone balance sheet, if all rights were exercised.

35. LEASES

A. Leases where the Company is a lessee

The Company leases several assets including buildings for food outlets and warehouse. Lease payments are generally fixed or are linked to revenue with or without minimum guarantee and lease term ranges 0.1 to 30 years.

i. Lease liabilities

Lease liability included in standalone balance sheet	As at 31 March 2026	As at 31 March 2025
Current	1,737.08	1,507.89
Non-current	19,182.74	18,500.27

Note: Refer note 34 for maturity analysis of lease liabilities.

ii. Amounts recognised in the standalone statement of profit and loss

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Gain on termination/modification of lease liabilities	23	222.34	182.23
Depreciation on right-of-use assets	28	2,222.48	2,022.33
Interest on lease liabilities	27	1,987.91	1,896.18
Expenses relating to short-term leases	30	24.63	97.88
Expense relating to variable lease payments and low value assets not included in the measurement of the lease liability	30	1,489.72	1,356.41
Net impact on standalone statement of profit and loss		**5,502.40**	**5,190.57**

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iii. Amounts recognised in the standalone statement of cash flows

	For the year ended 31 March 2026	For the year ended 31 March 2025
Payment of lease liabilities- principal	1,430.11	1,173.46
Payment of lease liabilities- interest	1,987.91	1,896.18
Total cash outflows	**3,418.02**	**3,069.64**

iv. Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in standalone statement of profit and loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

B. Leases where the Company is a lessor

The Company has sub-leased out some of its owned and leased properties primarily in various food courts. All leases are classified as operating leases from a lessor perspective with the exception of certain sub-leases, which the Company has classified as finance subleases based on the reporting requirement.

i. Finance lease (sub leases classified as finance leases)

During the year ended 31 March 2026 and year ended 31 March 2025, the Company has sub-leased some of the portions of leased properties, the Company makes an overall assessment of whether the sublease to be classified as finance lease considering the recognition criteria as per Ind AS 116 - 'Leases'

The following table presents the amounts included in standalone statement of profit and loss.

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Finance income on net investment in finance leases	23	26.76	23.76
Income relating to variable lease payments not included in the net investment in finance leases	22	8.01	3.47
Finance lease receivables	8	240.50	264.41

The following table sets out a maturity analysis of lease receivables, showing the undiscounted lease payments to be received after the reporting date.

The maturity analysis of lease receivables, including the undiscounted lease payments to be received are as follows:

Amounts receivable under finance leases:

	As at 31 March 2026	As at 31 March 2025
Less than one year	78.04	72.47
One to two year	66.23	75.51
Two to three year	26.18	64.19
Three to four year	27.58	24.22
Four to five year	27.57	25.54
More than five years	108.67	101.76
Total undiscounted lease payments receivable	**334.27**	**363.69**
Less: Unearned finance income	(93.77)	(99.28)
Net investment in the lease	**240.50**	**264.41**

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ii. The incremental borrowings rate range is between 7.25% p.a. - 11.55% p.a. (31 March 2025: 8.00% p.a. - 11.55% p.a..).

The management of the Company estimates the loss allowance on finance lease receivables at the end of the reporting period at an amount equal to lifetime expected credit loss under simplified approach. None of the finance lease receivables at the end of the reporting period is past due, and taking into account the historical default experience and the future prospects of the industries in which the lessees operate, together with the value of collateral held over these finance lease receivables (refer note 8), the management of the Company consider that no finance lease receivable is impaired.

The Company entered into finance leasing arrangements as a lessor for certain leased properties under sub leasing arrangements. The term of finance leases entered into is ranging from 2 - 14.59 years (31 March 2025: 2.92 - 17.77 years). The Company is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in ₹. Residual value risk on such right of use assets under lease is not significant.

ii. Operating lease (sub leases classified as operating leases)

Operating leases, in which the Company is the lessor, relate to leased and owned properties by the Company with lease terms of between 1 to 12 years.

The unguaranteed residual values do not represent a significant risk for the Company, as they relate to leased properties of lessor under sub leasing contracts which are located in a location with active market for lessees. The Company did not identify any indications that this situation will change.

The following table presents the amounts included in standalone statement of profit and loss.

	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Lease income on operating leases	22	70.17	55.43
Therein lease income relating to variable lease payments that do not depend on an index or rate		7.33	13.10

Amounts receivable under operating leases:

	As at 31 March 2026	As at 31 March 2025
Less than one year	67.18	28.17
One to two year	66.05	24.29
Two to three year	48.39	19.45
Three to four year	32.82	13.30
Four to five year	21.06	11.81
More than five years	62.52	57.75
	298.02	**154.77**

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36. OTHER DISCLOSURES IN RELATION TO INVESTMENT PROPERTIES:

The Company sub-leases food courts spaces to other operators. Further, owned properties are maintained for capital appreciation purposes and rented out as necessary.

i. Information regarding income and expenditure of investment properties

	For the year ended 31 March 2026	For the year ended 31 March 2025
Rental income derived from investment properties*	45.20	68.69
Direct operating expenses (including repairs and maintenance) generating rental income	(15.29)	(17.82)
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(4.03)	(9.62)
Profit arising from investment properties before interest and depreciation	**25.88**	**41.25**
Less: finance cost	(10.41)	(19.35)
Less: depreciation	(21.77)	(29.07)
Loss arising from investment properties	**(6.30)**	**(7.17)**

*Includes the maintenance income ₹ Nil (31 March 2025: ₹ 0.16)

ii. Minimum lease payments receivable under operating leases of investment properties are as follows:

	For the year ended 31 March 2026	For the year ended 31 March 2025
Less than one year	67.18	28.17
One to two year	66.05	24.29
Two to three year	48.39	19.45
Three to four year	32.82	13.30
four to five year	21.06	11.81
More than five years	62.52	57.75

iii. Fair value

	As at 31 March 2026	As at 31 March 2025
Leasehold investment properties *	132.28	174.63
Owned investment properties	170.84	165.50

* The Company's leasehold investment properties consist of right-of-use assets in leased food courts subleased to other operators, which has been determined based on the nature, characteristics of leases of each property

Estimation of fair value

i) Leasehold investment properties

The fair value of investment property has been determined by independent registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value measurement has been categorized as level 3 inputs and has been arrived at using discounted cash flow projections based on reliable estimates of future cash flows considering growth in rental income of 8% to 10% (31 March 2025: 8% p.a. to 10% p.a.) and discount rate of 14.02% p.a. (31 March 2025: 14.70% p.a.). The impacts of sensitivities of the estimates use while valuation, are not material to the Company.

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ii) Owned investment properties

The fair value of investment property has been determined by independent registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value measurement has been measured using sale comparable method under market approach. This comparative approach considers the sale value of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison.

iv. Presenting cashflows

The Company classifies cash outflows to acquire or to construct the investment properties as investing cash flows and rental inflows as operating cash flows.

Impairment of leased and owned investment properties:

In accordance with Ind AS 36 "Impairment of Assets", each leased investment property is considered as a separate cash generating unit (CGU) for the purpose of impairment review. Management periodically assesses whether there is an indication that such investment may be impaired. For investment, where impairment indicators exists, management compares the carrying amount of such investment with its recoverable amount. Recoverable amount is value in use of the investment computed based upon discounted cash flow projections. As on the reporting date for current year and the previous year, the recoverable amount of this cash generating unit is determined at ₹ 132.28 (31 March 2025: ₹ 174.63) through an registered independent valuer, based on the value in use calculation which uses cash flow projections based on the projected business operations. The Company has determined an impairment charge of ₹ Nil (31 March 2025: Nil) based on the discount rate of 14.02% p.a (31 March 2025: 14.70% p.a) and rental income growth rate of 8.00% p.a.to 10.00% p.a. (31 March 2025: 8.00% p.a. to 10.00% p.a.). An analysis of the sensitivity of the computation to a change in key parameters (rental income and discount rates), based on reasonable assumptions, Management is of the view that there would be no material impact to the impairment charge which has already been recognised in the standalone financial statements of the Company in the previous years. Further, there is significant headroom available between carrying values of leasehold investment properties and its recoverable value as at reporting dates.

For owned investment properties also, the recoverable values (fair value) of owned investment properties held by the Company is higher than the carrying value. Therefore, no impairment is required.

37. RELATED PARTY DISCLOSURES

(I) List of related parties and nature of relationship where control exists:

(a) Parent and ultimate controlling party:

RJ Corp Limited

(b) Wholly owned subsidiaries:

Devyani International (Nepal) Private Limited
Sky Gate Hospitality Private Limited^
Blackvelvet Hospitality Private Limited^
Say Chefs Eatery Private Limited^

(c) Subsidiaries:

RV Enterprizes Pte. Limited
Devyani International (Nigeria) Limited (a subsidiary of RV Enterprizes Pte. Limited)
Devyani International DMCC
Blackbriar Company Limited
Restaurants Development Co., Ltd
White Snow Company Limited
Yellow Palm Company Limited

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(d) Joint ventures:

Devyani RK Private Limited

Devyani PVR INOX Private Limited

(e) Key management personnel #:

Mr. Ravi Jaipuria - Director

Mr. Varun Jaipuria - Director

Mr. Raj Gandhi - Director

Mr. Virag Joshi- Chief Executive Officer and Whole Time Director (upto 31 March 2026), Director (w.e.f. 01 April 2026)

Mr. Manish Dawar- Chief Executive Officer (w.e.f. 01 April 2026), Chief Financial Officer (upto31 March 2026) and Whole Time Director

Mrs. Rashmi Dhariwal- Independent Director

Dr. Ravi Gupta - Independent Director

Dr. Naresh Trehan - Independent Director (till 20 April 2024)

Dr. Girish Kumar Ahuja - Independent Director

Mr. Pradeep Khushalchand Sardana - Independent Director

Mr. Prashant Purker - Independent Director

Mr. Pankaj Virmani - Chief Sustainability Officer and Company Secretary

Mr. Anupam Kumar - Chief Financial Officer (w.e.f. 01 April 2026)

(II) List of related parties and nature of relationship with whom transactions have taken place during the current/ previous year:

(a) Parent and ultimate controlling party:

RJ Corp Limited

(b) Wholly owned subsidiaries:

Devyani International (Nepal) Private Limited

Sky Gate Hospitality Private Limited^

Blackvelvet Hospitality Private Limited^

(c) Subsidiaries:

RV Enterprizes Pte. Limited

Devyani International (Nigeria) Limited (a subsidiary of R V Enterprizes Pte. Limited)

Devyani International DMCC

Restaurants Development Co., Ltd

(d) Joint ventures:

Devyani RK Private Limited

Devyani PVR INOX Private Limited

(e) Key management personnel #:

Mr. Virag Joshi- Chief Executive Officer and Whole Time Director (upto 31 March 2026), Director (w.e.f. 01 April 2026)

Mr. Manish Dawar- Chief Executive Officer (w.e.f. 01 April 2026), Chief Financial Officer (upto 31 March 2026) and Whole Time Director

Mrs. Rashmi Dhariwal- Independent Director

Dr. Ravi Gupta - Independent Director

Dr. Girish Kumar Ahuja - Independent Director

Mr. Pradeep Khushalchand Sardana - Independent Director

Mr. Prashant Purker - Independent Director

Mr. Pankaj Virmani - Chief Sustainability Officer and Company Secretary

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(f) Other related parties - Entities which are joint ventures or subsidiaries or where control/significant influence exists of parties as given in (I) and (II) above:

S V S India Private Limited

Devyani Food Industries Limited

Lineage Healthcare Limited

Modern Montessori International (India) Private Limited

Varun Beverages Limited

Champa Devi Jaipuria Charitable Trust

Mala Jaipuria Foundation

DIL Employee Gratuity Trust

Global Health Patliputra Private Limited

Global Health Limited

Medanta Holdings Private Limited

Cryoviva Life Sciences Private Limited

Cryoviva Biotech Private Limited

Jai Beverages Pvt Ltd

^Acquired controlling stake on 10 June 2025. The Company's control has been established basis the ownership interest acquired and power to govern the operations/relevant activities of the acquired entities and wholly owned subsidiaries w.e.f. 07 March 2026 (refer note 50).

As per section 203 of the Companies Act, 2013, definition of Key Managerial Personnel includes Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary.

(III) Transactions with related parties during the year ended 31 March 2026 and 31 March 2025

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
(i) Sale of products (finished goods)		
Champa Devi Jaipuria Charitable Trust	68.91	65.75
RJ Corp Limited	-	0.01
Devyani Food Industries Limited	33.35	53.64
Mala Jaipuria Foundation	2.32	2.45
Modern Montessori International (India) Private Limited	1.73	1.43
Global Health Limited	0.31	0.13
Global Health Patliputra Private Limited	0.05	0.03
Varun Beverages Limited	5.31	2.02
Cryoviva Life Sciences Private Limited	0.74	1.59
Cryoviva Biotech Private Limited	2.24	0.68
Sky Gate Hospitality Private Limited	0.36	-
(ii) Sale of products (traded goods)		
Devyani International (Nepal) Private Limited	17.93	16.91
Devyani Food Industries Limited	0.09	-
RJ Corp Limited	0.14	0.16
Varun Beverages Limited	2.03	3.14
Lineage Healthcare Limited	0.08	0.05
Devyani PVR Inox Private Limited	18.84	3.19
Sky Gate Hospitality Private Limited	0.41	-

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Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
(iii) Marketing and other services		
Lineage Healthcare Limited	-	0.09
(iv) Sale of property, plant and equipment (PPE)		
Devyani International (Nepal) Private Limited	2.88	2.81
Champa Devi Jaipuria Charitable Trust	-	1.13
Devyani PVR Inox Private Limited	24.10	13.85
(v) Purchase of raw materials and other items		
Varun Beverages Limited	195.94	79.20
Devyani Food Industries Limited	4.29	8.06
Blackvelvet Hospitality Private Limited	1.60	-
Sky Gate Hospitality Private Limited	25.54	-
Jai Beverages Pvt Ltd	1.14	-
(vi) Loans given		
Devyani International DMCC	1,178.17	-
(vii) Payment to gratuity trust		
DIL Employee Gratuity Trust	10.00	46.37
(viii) Expenses incurred by other company on behalf of the Company		
RJ Corp Limited	1.66	1.24
Varun Beverages Limited	11.60	12.08
Devyani PVR Inox Private Limited	-	0.35
Lineage Healthcare Limited	0.05	-
(ix) Expenses incurred on behalf of other company		
Devyani RK Private Limited	0.06	0.16
Devyani PVR Inox Private Limited	0.03	0.24
(x) Franchise fee		
Devyani PVR Inox Private Limited	0.40	0.03

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
(xi) Rent expense		
S V S India Private Limited	0.06	0.07
Lineage Healthcare Limited	0.18	-
Global Health Limited	57.67	39.32
Medanta Holdings Private Limited	-	9.15
Global Health Patliputra Private Limited	6.21	5.26

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Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
(xii) Rent income		
RJ Corp Limited	0.24	0.24
Sky Gate Hospitality Private Limited	1.18	-
(xiii) Dividend income		
Devyani International (Nepal) Private Limited	0.45	26.44
(xiv) Commission income		
Devyani International Nigeria Ltd.	1.49	1.04
Restaurants Development Co., Ltd	170.14	154.50
Devyani International DMCC	0.81	-
(xv) Royalty Expenses		
Sky Gate Hospitality Private Limited	1.57	-
(xvi) Power and fuel		
Global Health Ltd	0.96	-
Medanta Holdings Private Limited	-	0.83
(xvii) Staff welfare expenses		
Global Health Patliputra Private Limited	0.02	0.03
(xviii) Interest income		
Devyani International DMCC	2.41	-
(xix) Compensation to key managerial personnel		
Short-term employment benefits**		
Mr. Virag Joshi	58.15	46.44
Mr. Manish Dawar	58.15	45.55
Mr. Pankaj Virmani	9.99	7.22
Defined contribution plan		
Mr. Virag Joshi	2.75	2.05
Mr. Manish Dawar	2.75	2.01
Mr. Pankaj Virmani	0.51	0.02
Share based payments		
Mr. Manish Dawar	-	5.17
Mr. Pankaj Virmani	0.78	-
**Does not include gratuity and compensated absence expense as the same is provided in the books on the basis of actuarial valuation for the Company as a whole and hence individual figures cannot be determined.		
(xx) Director's sitting fee*		
Dr. Ravi Gupta	2.20	1.50
Mrs. Rashmi Dhariwal	1.60	1.50
Dr. Girish Kumar Ahuja	1.40	0.80
Mr. Pradeep Khushalchand Sardana	0.70	0.40
Mr. Prashant Purker	0.50	0.40
*Excludes applicable taxes.		

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(₹ in millions, except for share data or if otherwise stated)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
(xxi) Impairment charge of equity (including share application money) in subsidiaries		
RV Enterprizes Pte. Limited	-	1.72
Devyani RK Private Limited, a joint venture	0.05	-
(xxii) Net Loss on investment carried at fair value through profit or loss		
Devyani International (Nepal) Private Limited	(0.12)	(0.06)
(xxiii) Investment in equity shares		
RV Enterprizes Pte. Limited (Share application money pending allotment last year was allotted during the current year)	-	1.72
Sky Gate Hospitality Private Limited	522.00	-
Devyani PVR Inox Private Limited	17.67	15.20
(xxiv) Advance to key managerial personnel		
Mr. Manish Dawar	14.28	-
Mr. Pankaj Virmani	1.00	-
(xxv) Management Fee		
Restaurants Development Co., Ltd	336.79	299.02
(xxvi) Redemption of preference shares		
Devyani International (Nepal) Private Limited	25.17	-

(IV) Balances as at 31 March 2026 and 31 March 2025

Particulars	As at 31 March 2026	As at 31 March 2025
(i) Trade payables/other payable		
Varun Beverages Limited	71.09	45.57
Global Health Patliputra Private Limited	-	0.04
Global Health Limited	-	0.70
Lineage Healthcare Limited	0.03	0.01
Blackvelvet Hospitality Private Limited	1.42	-
Jai Beverages Pvt. Ltd.	0.28	-
Sky Gate Hospitality Private Limited	19.18	-
(ii) Employee stock options outstanding account #		
Mr. Manish Dawar	-	59.89
Mr. Pankaj Virmani	2.14	-

The above denotes value of certain employee stock options granted to key managerial personnel pending vesting/exercise.

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(₹ in millions, except for share data or if otherwise stated)

Particulars	As at 31 March 2026	As at 31 March 2025
(iii) Trade receivables		
Devyani International (Nepal) Private Limited	3.80	2.16
Champa Devi Jaipuria Charitable Trust	3.79	9.25
Mala Jaipuria Foundation	0.19	0.61
Devyani Food Industries Limited	8.96	5.33
Global Health Patliputra Private Limited	0.05	-
Global Health Limited	0.18	-
Modern Montessori International (India) Private Limited	-	0.14
Cryoviva Life Sciences Private Limited	0.26	-
Cryoviva Biotech Private Limited	0.25	0.23
Restaurants Development Co., Ltd	91.63	154.29
Devyani PVR INOX Private Limited	11.78	1.30
(iv) Other financial assets - Other receivables/security deposit		
Devyani International (Nepal) Private Limited	-	26.44
RJ Corp Limited	7.84	7.73
Global Health Limited	-	0.50
Medanta Holdings Private Limited	-	0.50
Global Health Patliputra Private Limited	-	0.50
Restaurants Development Co., Ltd	44.35	78.39
Devyani International (Nigeria) Ltd.	2.63	1.14
Devyani RK Private Limited	0.22	0.16
(v) Loans*		
RV Enterprizes Pte. Limited (refer note 7)*	433.30	433.30
Devyani International DMCC	1,178.17	-
*includes interest accrued on loans to related parties amounting to ₹ 102.22 (31 March 25: ₹ 99.81). Loan including interest accrued of ₹ 99.81 has been impaired during the year ended 31 March 2024.		
(vi) Other assets (advances)		
Mr. Manish Dawar	1.13	0.02
Mr. Virag Joshi	-	0.11
Mr. Pankaj Virmani	0.75	-

(vii) Guarantees/security given by the Company on behalf of the other party

a) The Company has given a corporate guarantee of THB 2,500 million to Bangkok Bank Public Company Limited (Thailand) in respect of term loan and other credit facilities availed by Restaurants Development Co. Ltd.(subsidiary company). The amount of corporate guarantee outstanding as at 31 March 2026 in ₹ amounts to ₹ 7,114.73 (31 March 2025: ₹ 6,271.37).

b) The Company has given a corporate guarantee of USD 0.5 million and NGN 1,500 million to Standard Chartered Bank (Nigeria) in respect of term loan and other credit facilities availed by Devyani International (Nigeria) Ltd.(subsidiary company). The amount of corporate guarantees outstanding as at 31 March 2026 in ₹ amounts to ₹ 149.71 (31 March 2025: ₹ 126.32).

c) The Company has given a corporate guarantee of USD 26 million to Axis Bank Limited, DIFC Branch (Dubai) in respect of term loan and other credit facilities availed by Devyani International DMCC (refer note 42).(subsidiary company). The amount outstanding as on 31 March 2026 amounts to ₹ 2,461.01 (31 March 2025 Nil). The guarantee has been closed subsequent to the year end.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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d) As at 31 March 2026 and 31 March 2025 the Company has provided a letter of support for financial and operational assistance to RV Enterprizes Pte. Limited, Devyani International Nigeria Limited, Blackbriar Company Limited, Restaurants Development Co,. Ltd, White Snow Company Limited, Yellow Palm Company Limited, Sky Gate Hospitality Private Limited and Blackvelvet Hospitality Private Limited for ongoing operations for at least 12 months from the reporting dates.

(V) Terms and conditions

All transactions with related parties are made on the terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business. Outstanding balances at respective year ends are unsecured and settlement is generally done in cash.

38. CONTINGENT LIABILITIES, COMMITMENTS AND OTHER CLAIMS

(to the extent not provided for)

Contingent liabilities, other claims and contingent assets:

(a) Claims against the Company not acknowledged as debts-:

Particulars	As at 31 March 2026	As at 31 March 2025
(i) Claims made by direct and indirect tax authorities:*		
(i) Goods and service tax (on account of input credit mismatches)	34.11	38.45
(ii) Value added tax	2.79	2.79
(iii) Service tax	4.01	4.01
(iv) Income tax (on account of expense disallowances)**	299.89	277.61
	340.80	**322.86**
(ii) Others (miscellaneous claims in relation to Company's operations) #	**4.03**	**4.57**

*Against the total tax demands stated above, the Company has filed appeals before various tax authorities. Based on management's internal assessment, the management believes that the Company has reasonable chances of succeeding before the tax authorities and does not foresee any material liability. Pending the final decision on this matter, no adjustment has been made in the standalone financial statements.

The Company is party to various legal proceedings in the normal course of business and does not expect the outcome of these proceedings to have any adverse effect on its financial position and hence no provision has been recorded against these legal proceedings at this stage. Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. Accordingly, the above mentioned contingent liabilities are disclosed at undiscounted amount.

** Includes interest upto 31 March 2026.

(b) Others

Particulars	As at 31 March 2026	As at 31 March 2025
Commitments:		
a. Estimated amount of contracts remaining to be executed on capital account and not provided for [(net of advances of ₹ 88.28 (31 March 2025: ₹ 53.43)]	822.60	62.26
b. Guarantees issued on behalf of subsidiaries for business purposes	9,725.45	6,397.69

Note:

1. The Company has entered Development Agreements with Yum Restaurant (India) Private Limited and Costa International Limited. Based on such agreements, the Company has commitments to open specified number of restaurants under respective agreements from time to time. The amount of such commitments is not quantifiable as of now.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

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2. During the years ended 31 March 2026 and 31 March 2025 the Company has provided a letter of support for financial and operational assistance to RV Enterprizes Pte. Limited, Devyani International Nigeria Limited, Blackbriar Company Limited, Restaurant Development Co., Ltd, White Snow Company Limited, Yellow Palm Company Limited, Sky Gate Hospitality Private Limited and Blackvelvet Hospitality Private Limited for ongoing operations for at least 12 months from the reporting dates.
3. As per the Investment Agreement (agreement) entered between the Company and other parties, including Camas, an affiliate of Temasek (refer note 48), the Company on completion of the time period and after serving a notice in the manner as provided in the agreement, has an option to purchase the shares held by Camas in DMCC at an exit consideration defined in the agreement. The management of the Company believes, that to exercise the said option, there are uncertainties around availability of free cash flows to exercise such option and hence basis this evaluation, the Company had not accounted for such option in the standalone financial statements.

39. EMPLOYEE BENEFITS

A. Defined contribution plan

An amount of ₹ 346.41 (31 March 2025: ₹ 308.91) has been recognised as an expense in respect of the Company's contribution to provident and other funds deposited with the relevant authorities and has been charged to the standalone statement of profit and loss.

B. Defined benefit plans

The Company operates a gratuity plan wherein every employee is entitled to the benefit. Gratuity is payable to all eligible employees (who have completed 5 years or more of service) of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payments of Gratuity Act, 1972. Gratuity liability is partially funded by the Company through annual contribution to DIL Employees Gratuity Trust (the 'Trust') against ascertained gratuity liability. Trustees administer contributions made to the Trust and contributions are invested in a scheme with the Life Insurance Corporation of India as permitted by law of India.

The funding requirements of the plan are based on the gratuity fund's actuarial measurement framework set out in the funding policies of the plan. The funding of the plan is based on a separate actuarial valuation for funding purpose for which assumptions may differ from the assumptions set out in (iii) below. Employees do not contribute to the plan.

The Company has defined that, in accordance with the terms and conditions of the aforesaid plan and in accordance with statutory requirements (including minimum funding requirements) of the plan of relevant jurisdiction, the present value of refund or reduction in future contributions is not lower than the balance of the total fair value of the plan assets less than total present value of obligations.

The following table sets out the status of the gratuity plan as required under Ind AS 19 - 'Employee Benefits'

i. Changes in present value of defined benefit obligation:

Particulars	As at 31 March 2026	As at 31 March 2025
Present value of obligation as at beginning of the year	234.77	208.25
Interest cost	15.31	14.64
Current service cost	60.04	33.38
Benefits paid	(27.00)	(27.74)
Past Service Cost including curtailment Gains/Losses	76.25	-
Actuarial (gain)/loss recognised in other comprehensive income		
-changes in financial assumption	-	2.84
-experience adjustment	3.50	3.40
Present value of obligation as at end of the year	**362.87**	**234.77**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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ii. Reconciliation of the present value of plan assets:

Particulars	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	**57.83**	**33.27**
Return on plan assets recognised in total other comprehensive income	4.08	3.24
Contribution paid into the plan	10.00	46.37
Benefits paid	(25.20)	(25.05)
Balance at the end of the year	**46.71**	**57.83**
Net defined benefit liability	**316.16**	**176.94**

iii. Actuarial Assumptions

A. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes into account inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows:

Particulars	31 March 2026	31 March 2025
Discounting rate	6.52%	6.52%
Future salary increase	6.00%	6.00%

B. Demographic assumptions

Particulars	31 March 2026	31 March 2025
i) Retirement age (years)	58	58
ii) Mortality table	IALM (2012 - 14)	IALM (2012 - 14)
iii) Ages	**Withdrawal rate per annum (%)**	**Withdrawal rate per annum (%)**
Up to 30 years (Store employees/Back office employees)	50/43	50/43
From 31 to 44 years (Store employees/Back office employees)	37/25	37/25
Above 44 years (Store employees/Back office employees)	30/21	30/21
iv) Weighted average duration of defined benefit obligation (years)	1.72	1.7

Assumption regarding future mortality have been based on published statistics and mortality tables

iv. (a) Expense recognised in the standalone statement of profit or loss:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Employee benefit expenses:		
(a) Current service cost	60.04	33.38
(b) Interest cost	15.31	14.64
(c) Past Service Cost including curtailment Gains/Losses	76.25	-
(d) Interest income on plan assets	(3.77)	(2.34)
Total (a)	**147.83**	**45.68**

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iv. (b) Remeasurements recognised in other comprehensive income

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Actuarial gain/(loss) on defined benefit obligation	(3.50)	(6.24)
Actuarial gain/(loss) on plan assets	0.31	0.90
Total (b)	**(3.19)**	**(5.34)**
Expense recognised in the standalone statement of profit and loss(a-b)	**151.02**	**51.02**

v. Reconciliation of statement of expense in the standalone statement of profit and loss and other comprehensive income

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Present value of obligation as at the end of the year	362.87	234.77
Present value of obligation as at the beginning of the year	(234.77)	(208.25)
Benefits paid	27.00	27.74
Actual return on plan assets	(4.08)	(3.24)
Expense recognised in the standalone statement of profit and loss	**151.02**	**51.02**

vi. Change in fair value of plan assets:

Particulars	As at 31 March 2026	As at 31 March 2025
Opening fair value of plan assets	57.83	33.27
Actual return on plan assets	4.08	3.24
Contribution by employer	10.00	46.37
Benefits paid	(25.20)	(25.05)
Fair value of plan assets as at year end	**46.71**	**57.83**

The Company expects to contribute ₹ 67.56 (31 March 2025: ₹ 42.54) to gratuity in the next year.

vii. The expected maturity analysis of undiscounted defined benefit liability is as follows

Particulars	Less than a year	Between one to two years	Between two to five years	Over five years
31 March 2026	124.64	57.11	102.67	78.48
31 March 2025	78.88	39.51	64.35	52.05

viii. Bifurcation of closing net liability at the end of year

Particulars	As at 31 March 2026	As at 31 March 2025
Current liability (amount due within one year)	108.59	59.44
Non-current liability (amount due over one year)	207.57	117.50
	316.16	**176.94**

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ix. Sensitivity analysis

A quantitative sensitivity analysis for significant assumptions is as shown below:

Impact of the change in discount rate on defined benefit obligation

Particulars	As at 31 March 2026	As at 31 March 2025
a) Impact due to increase of 1%	(9.01)	(5.68)
b) Impact due to decrease of 1%	9.31	5.86

Impact of the change in salary on defined benefit obligation

Particulars	As at 31 March 2026	As at 31 March 2025
a) Impact due to increase of 1%	9.31	5.86
b) Impact due to decrease of 1%	(9.10)	(5.74)

The sensitivity analysis is based on a change in above assumption while holding all other assumptions constant. The changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied when calculating the provision for defined benefit plan recognised in the standalone balance sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it provides an approximation of the sensitivity of the assumptions shown.

Risk exposure:

The defined benefit plan is exposed to a number of risks, the most significant of which are detailed below:

Change in discount rates: A decrease is discount yield will increase plan liabilities.

Mortality table: The gratuity plan obligations are to provide benefits for the life of the member, so increase in life expectancy will result in an increase in plan liabilities.

C. Compensated absences

Expense recognised in the standalone statement of profit and loss:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Employee benefit expenses:		
(a) Current service cost	81.22	36.46
(b) Past Service Cost including curtailment Gains/Losses	39.47	-
(c) Interest cost	9.37	9.14
(d) Net actuarial (gain)/loss recognized in the year	14.19	(6.36)
	144.25	**39.24**

D. Code of Social Security

On 21 November 2025, the Government notified certain provisions of the Labour Codes (New Labour Codes), including a uniform definition of wages. This amendment resulted into incremental defined benefit obligations pertaining to the services rendered for the period prior to such amendment and the Company has treated such incremental impact as past service cost. Based on the actuarial valuation as at 31 March 2026, the Company has recognised an increase in post-employment defined benefit obligations (gratuity) and other long-term employee benefit obligations (compensated absences) of ₹ 76.25 and ₹ 39.47 respectively, arising from this legislative change as past service cost. As this is a material, non-recurring impact of enactment, the related expense has been presented as Exceptional items for the year ended 31 March 2026.

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40. SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM is considered to be the Board of Directors who make strategic decisions and is responsible for allocating resources and assessing the financial performance of the operating segments.

As the Company's business activity primarily falls within a single business and geographical segment, i.e., food and beverages, and in India, thus there are no additional disclosures to be provided under Ind AS 108 – "Operating Segments'. The CODM considers that the various goods and services provided by the Company constitutes single business segment.

Information about geographical area

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
a. Revenue from operation (Food and beverage segment) (refer note 22) #		
(i) Domestic	35,371.70	33,177.40
(ii) International	354.72	315.93
b. Other income (refer note 23)		
(i) Domestic	399.73	316.85
(ii) International	175.30	181.98
Total	**36,301.45**	**33,992.16**

No single external customer amounts to 10% or more of the Company's revenue.

Revenue from food and beverage segment is directly attributed to domestic and international operations.

Non-current assets other than financial instruments and income tax assets (net)/deferred tax asset (net), comprises property, plant and equipment & right of use which are located in India.

41. SHARE BASED PAYMENTS

a. Description of share based payment arrangements

i Share Options Schemes (equity settled)

ESOS - 2021

On 17 March 2021, the Board of Directors approved the Employees Stock Option Scheme 2021 ("ESOS 2021") in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 which was approved by the shareholders on 17 March 2021.

ESOS 2021 provides that Options so granted, shall not represent more than 5% of the fully diluted share capital of the Company at any given point of time ("Ceiling Limit") and no Grantee shall be granted Options during any one year, equal to or exceeding 1% of the issued capital of the Company except with the specific approval of the members accorded in a general body meeting by way of a special resolution. As per ESOS 2021 Grant letters, holders of vested Options are entitled to purchase one equity share for every Option at an exercise price.

Note: The aforementioned Scheme have been defined prior to giving effect to stock split from ₹ 10/- to ₹ 1/- dated 25 March 2021.

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The Options were granted on the dates as mentioned in the table below:

Scheme	Grant Date	Number of Options granted	Exercise Price (₹) (Post Split)	Vesting Condition	Remaining vesting period	Remaining contractual period
ESOS-2021	17 March 2021	7,200,000	43.33	Graded vesting over 4 years being first vesting due on 17 March 2022	-	Nil (Previous year: 0 year to 6 years)
ESOS-2021	31 August 2022	2,140,000	159.00	Graded vesting over 4 years being first vesting due on 31 August 2023	-@	Nil (Previous year: Nil)
ESOS-2021	09 February 2023	250,000	177.00	Graded vesting over 4 years being first vesting due on 09 February 2024	-@	Nil (Previous year: Nil)
ESOS -2021	07 November 2023	70,000	202.00	Graded vesting over 4 years being first vesting due on 07 November 2024	-@	Nil (Previous year: Nil)
ESOS -2021	18 December 2023	40,000	199.00	Graded vesting over 4 years being first vesting due on 18 December 2024	-@	Nil (Previous year: Nil)
ESOS -2021	11 November 2024	1,030,400	162.90	Graded vesting over 4 years being first vesting due on 11 November 2025	11 November 2025 to 11 November 2028	1 year to 8 years (previous year: 1 year to 9 years)
ESOS -2021	23 May 2025	390,200	147.60	Graded vesting over 4 years being first vesting due on 23 May 2026	23 May 2025 to 23 May 2029	1 year to 9 years (previous year: NA)
ESOS -2021	06 November 2025	159,800	151.20	Graded vesting over 4 years being first vesting due on 06 November 2026	06 November 2025 to 06 November 2029	1 year to 9 years (previous year: NA)
ESOS -2021	04 February 2026	143,100	122.40	Graded vesting over 4 years being first vesting due on 04 February 2027	04 February 2026 to 04 February 2030	1 year to 9 years (previous year: NA)

@ As on 31 March 2026, all the options have been either surrender or lapsed.

Note -

1. Exercise period in scheme is maximum five years from the date of vesting of shares.
2. All the options are equity settled.

(₹ in millions, except for share data or if otherwise stated)

b. Measurement of fair values

The fair values are measured based on the Black-Scholes-Merton model. The fair value of the options and inputs used in the measurement of the grant date fair values of the equity -settled share based payments are as follows:

Particulars	Options granted on 04 February 2026	Options granted on 06 November 2025	Options granted on 23 May 2025	Options granted on 11 November 2024	Options granted on 18 December 2023	Options granted on 07 November 2023	Options granted on 09 February 2023	Options granted on 31 August 2022	Options granted on 17 March 2021
Fair value per Option at grant date (in ₹)	37.75-52.74	58.69-78.06	56.40-75.00	64.38-85.61	92.03-116.19	95.38 - 120.18	82.46 - 100.65	106.39 - 125.17	18.35 - 23.94
Share price at grant date (in ₹)	123.26	169.1	165.33	181.29	184.9	189.85	159.95	184.05	43.30
Exercise price (in ₹)	122.40	151.20	147.60	162.90	199.0	202.00	177.00	159.00	43.33
Expected volatility	36.60%	38.31%	37.50%	39.77%	58.84%-64.35%	58.84%-64.35%	62.40%-68.60%	59.90%-69.00%	45.60% - 50.50%
Expected life (in years)	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50	3.50 - 6.50
Expected dividends	0.00%	0.00%	0.00%	0.00%	0.00%	-	0.00%	0.00%	0.00%
Risk-free interest rate	6.70%	6.50%	6.24%	6.77%	6.78%-6.83%	6.95%-6.99%	6.91% - 7.02%	6.62% - 6.88%	5.39% - 6.31%

The risk free interest rates are determined based on current yield to maturity of 10 years Government Bonds with similar residual maturity equal to expected life of the Options. Expected volatility calculation is based on historical daily closing stock prices of competitors using standard deviation of daily change in stock price. The minimum life of the stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which options cannot be exercised. The expected life has been considered based on average of maximum life and minimum life and may not necessarily be indicative of exercise patterns that may occur.

c. Effect of employee stock option schemes on standalone statement of changes in equity and standalone statement of profit and loss

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Employee stock options reserve transferred within standalone statement of changes in equity*	(5.52)	(58.07)
Employee stock option expense in standalone statement of profit and loss#	24.32	(92.11)

*represents amount transferred within other equity from employee stock options outstanding account to retained earnings due to forfeiture of vested options.

#included in salaries, wages and bonus (refer note 26)

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d. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option schemes are as follows:

Particulars	As at 31 March 2026		As at 31 March 2025	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Number of Options granted, exercised and forfeited				
Options outstanding as at the beginning of the year	3,739,200	70.65	5,472,500	91.73
Add: Options granted during the year	693,100	143.23	1,030,400	162.90
Less: Options exercised during the year *	2,885,000	43.33	290,000	43.33
Less: Options forfeited/ lapsed/surrendered during the year	489,600	160.97	2,473,700	158.92
Options outstanding as at the end of the year	**1,057,700**	**150.91**	**3,739,200**	**70.65**
Options exercisable at the end of the year	106,600	162.90	2,885,000	43.33
Weighted average share price at exercise date (₹)		**174.27**		**162.43**

* ₹ 3.03 has been received for 70,000 options as share application money for which allotment was pending as on 31 March 2025 and Company has allotted these shares to employees during the year ended 31 March 2026.

Particulars	As at 31 March 2026	As at 31 March 2025
Weighted average remaining life of options outstanding at the end of year (in years)	6.64	6.10

Incentive Policy for Middle and Senior Management

On 11 November 2024, the Nomination and Remuneration Committee adopted the "Incentive Policy for Middle and Senior Management" ("incentive policy"). As per the policy, the difference between the maturity value and the exercise price is the “gain” for a Grantee. The Company assures the gain equal to 100% of the annual salary of the respective Grantee. In case, the aggregate gain on all the vested options of the respective Grantee is less than his/ her annual salary, then the shortfall, if any, shall be paid by the Company by way of performance award to the Grantee, provided the Grantee remains on the pay-roll of the Company as on the date of settlement of performance award. The Company shall not be liable to pay the performance award in case the Grantee has exercised and sold any share arising out of the options until the date of settlement of performance award.

The Company has recognised liability of ₹ 39.46 (March 25: ₹ 9.01) for the same refer note 18. The liability will be due for payment after the period of 4 years and 3 months from the grant date of the options covered in the incentive policy.

The measurement of liability is arrived through report of a registered valuer using Monte Carlo model. Key inputs used in the estimation of value of liability are:

-risk-free rate of 6.24% to 6.77% (March 2025: 6.65%)

-volatility of 36.60% to 39.77% (March 2025: 37.29%)

-exercise price of the option of ₹ 122.40 to 162.90 (March 2025: 162.90)

-annual salary on the date of grant

The number of options covered under the incentive policy are 1,057,700 (Previous year 1,030,400)

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42. DISCLOSURE PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

Nature of the transaction (loans given/investments made/ guarantees given)	As at 31 March 2026	As at 31 March 2025
(A) Loans *		
RV Enterprizes Pte. Limited (refer note 47)**:		
Balance as at the beginning of the year	433.30	433.30
Add: Loan given during the year	-	-
Add: Interest accrued during the year	-	-
Less: Loan repaid during the year	-	-
Balance as at the end of the year	**433.30**	**433.30**
Maximum amount outstanding at any time during the year@	**433.30**	**433.30**
Devyani International DMCC (refer note 48 and note 56):		
Balance as at the beginning of the year	-	-
Add: Loan given during the year	1,178.06	-
Add: Interest accrued during the year	2.41	-
Less: Loan repaid during the year	-	-
Less: Foreign exchange loss	(2.30)	-
Balance as at the end of the year	**1,178.17**	**-**
Maximum amount outstanding at any time during the year	**1,178.17**	**-**
(B) Investments #		
Investments in equity shares ##		
RV Enterprizes Pte. Limited **	113.21	111.49
Devyani International (Nepal) Private Limited	94.07	94.07
Devyani RK Private Limited, (refer note 49)**	0.05	0.05
Devyani International DMCC (refer note 48)	3,427.07	3,427.07
Devyani PVR Inox Private Limited (refer note 49)	32.87	15.20
Sky Gate Hospitality Private Limited (refer note 50)	5,658.94	-
Investments in preference shares ##		
RV Enterprizes Pte. Limited **	615.30	615.30
Devyani International (Nepal) Private Limited	-	25.11
Equity share application pending allotment		
RV Enterprizes Pte. Limited **	-	1.72

(C) Guarantees

(i) The Company has given a corporate guarantee of THB 2,500 million to Bangkok Bank Public Company Limited (Thailand) in respect of term loan and other credit facilities availed by Restaurant Development Co. Ltd.(subsidiary company). The amount outstanding as on 31 March 2026 amounts to ₹ 7,114.73 (31 March 2025: 6,271.37).

(ii) The Company has given a corporate guarantee of USD 0.5 million and NGN 1,500 million to Standard Chartered Bank (Nigeria) in respect of term loan and other credit facilities availed by Devyani International (Nigeria) Ltd.(subsidiary company). The amount outstanding as on 31 March 2026 amounts to ₹ 149.71 (31 March 2025: 126.32).

(iii) The Company has given a corporate guarantee of USD 26 million to Axis Bank Limited, DIFC Branch (Dubai) in respect of term loan and other credit facilities availed by Devyani International DMCC (subsidiary company). The amount outstanding as on 31 March 2026 amounts to ₹ 2,461.01 (31 March 2025 Nil).

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* refer note 7 for particulars of the loans given.

refer note 6A and 6B for full particulars of the investments made.

the above investments are shown at cost as per financial reporting requirements.

** The investments and loans have been impaired (refer note 47 and 49)

@ During the year the Company has entered into the supplementary loan agreement with RV Enterprizes Pte. Limited for extension of repayment terms from one or more tranches before 31 December 2025 to revised repayment term i.e. one or more tranches before 31 March 2027.

Note: For other commitments refer note 38(b)

Note: The above loans, guarantees, investments have been given/made for the general business purpose.

43. CAPITALISATION OF EXPENDITURE INCURRED DURING CONSTRUCTION PERIOD (REFER NOTE 3A & 3B)

The Company has commenced certain quick service restaurants (stores) during the year ended 31 March 2026 and 31 March 2025. Certain directly attributable costs are incurred on commissioning of the quick service restaurants up to the date of commercial operations. These costs have been apportioned to certain property, plant and equipment on reasonable basis. Details of such costs capitalised is as under:-

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Employee benefits expense	184.85	188.71
Other expenses (includes rent, freight and architect fees etc.)	117.08	163.09

44. IMPAIRMENT OF NON-CURRENT ASSETS

Impairment assessment of non current assets (other than goodwill and franchisee rights)

In accordance with Ind AS 36 "Impairment of Assets", the Company has identified individual quick service restaurant (store) as a separate cash generating unit (CGU) for the purpose of impairment assessment. Carrying value of a store includes property, plant and equipment, intangible assets used at a store, right-of-use assets and allocated corporate assets. Further carrying value and recoverable value of each store is calculated net of lease liabilities, because these specific cash store are separately identifiable.

Management periodically assesses whether there is an indication that a CGU may be impaired using a benchmark of two-year's history of operating losses or marginal profits for a store, which is even used by the management for the purpose of their internal reviews. Due to higher operating costs or decline in projected sales growth, certain stores have been impaired in the current and previous years for which impairment losses have been recognized and impairment reversals have occurred for certain stores where operational performance has been better than the anticipated one.

Results of impairment testing during current and previous year:

Particulars	For the year ended 31 March 2026			For the year ended 31 March 2025		
	Impairment loss recognized	Impairment loss reversed	Net impairment loss / (reversal)	Impairment loss recognized	Impairment loss reversed	Net impairment loss / (reversal)
Property, plant and equipment	260.60	91.84	157.46	263.14	75.71	187.43
Other intangible assets	11.32	-	11.32	33.88	-	33.88
	271.92	**91.84**	**168.78**	**297.02**	**75.71**	**221.31**

Since, the Company operates as a single segment, disclosure related to segment reporting are not applicable to the Company. There are no changes in the aggregation of assets used for identification of CGU in the current year from the previous year.

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Details of recoverable and carrying values of CGUs where impairment has been recorded or reversed.

	As at 31 March 2026	As at 31 March 2025
Where impairment loss is recorded		
Recoverable value	3,223.21	2,041.81
carrying value - net of opening impairment loss	3,391.99	2,338.83
Where impairment reversal is recorded		
Recoverable value	2,798.92	5,366.41
carrying value - net of opening impairment loss	1,662.35	2,500.88

The recoverable values above are calculated based on value in use methodology as per Ind AS 36. key assumptions used in the methodology are as follows:

Key assumptions	As at 31 March 2026	As at 31 March 2025
Sales growth rate %	0% to 5%	5.00%
Gross margins %	70.00% to 80.00%	70.00% to 80.00%
Discount rates % (determined by registered valuer)	14.02%	14.70%

Impact of reasonable change in assumptions on net impairment loss recorded:

Reasonable changes in key assumptions	As at 31 March 2026			As at 31 March 2025		
	From	To	Impact of reasonable changes in key assumptions are not material	From	To	Impact of reasonable changes in key assumptions are not material
Sales growth rate %	5.00%	4.00%		5.00%	4.00%	
Gross margins %	70.00% to 80.00%	69.50% to 79.50%		70.00% to 80.00%	69.50% to 79.50%	
Discount rates % (determined by registered valuer)	14.02%	15.02%		14.70%	15.70%	

Note: Period of projections is considered to be balance lease term of respective stores.

Goodwill and franchisee rights on business combination

During the earlier years, the Company had acquired 60 stores from Yum Restaurants (India) Private Limited ("Yum") in the States of Karnataka, Andhra Pradesh and Telangana (except in the city of Hyderabad) as per business purchase agreement dated 11 December 2019. Goodwill and other intangible assets (representing non exclusive franchisee rights) generated/acquired through the said acquisition were as mentioned below:

Particulars	As at 31 March 2026	As at 31 March 2025
Franchisee rights acquired (net carrying value) (A)	700.37	700.37
Goodwill (B)	495.08	495.08
Total (A+B)	**1,195.45**	**1,195.45**

In accordance with the requirements of Ind AS 36, Impairment of Assets (Ind AS 36), the Company has performed an annual impairment assessment of such franchisee rights and goodwill, which is mandatory as per Ind AS 36 for assets with indefinite life. Till 31 March 2024, franchisee rights were being amortised by the management (refer note 5), hence the same were tested for impairment, if any indicator existed till 31 March 2024 along with the specific stores to which these were allocated to.

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Each store is considered to be an independent cash generating unit (CGU) by the Company as each store has capability to generate independent cash flows and fulfils the requirements of Ind AS 36 also for reporting purposes.

The goodwill and franchisee rights are allocated to the three territories in whole, acquired by the Company under the said acquisition as the Company has rights of operate the acquired stores and the expand within the acquired territories with non-exclusive rights. Hence, the recoverability of the goodwill and franchisee rights is monitored by the management of the Company basis the stores (CGUs) operating in the territories (aggregating CGUs operating with in the territories) and plans to open new stores with in the territories.

The recoverable value used in impairment assessment of goodwill and franchise rights is determined based on cash flow projections for next five years approved by the management of the Company with certain key assumptions as mentioned below:

Key assumptions	As at 31 March 2026	As at 31 March 2025	Basis for key assumptions
Sales growth rate %	2% to 3%	3.00%	Historical trends, stores expansion, brand efforts, etc.
Gross margins %	70.00%	69.30%	Historical trends and management forecasts including certain cost saving measures
Discount rates %	13.96%	14.70%	Reflecting country and industry specific risks
Terminal growth rate or long term growth rate %	2.00%	2.00%	Industry and country specific forecasts

Based on the above assumptions, recoverable value against assets mentioned above, exceeds carrying value of assets of CGUs in the territories acquired by ₹ 4,251.18 as at 31 March 2026 (31 March 2025: 3,421.99). Hence, no impairment is required to be recorded.

Further, since there is significant headroom between carrying values of CGUs and recoverable value determined, recoverable value still after a reasonable change as mentioned below continues to be higher then carrying value of CGUs.

Reasonable changes in key assumptions	As at 31 March 2026	
	From	To
Sales growth rate %	3.00%	2.00%
Gross margins %	70.00%	69.00%
Discount rates %	14.02%	15.02%
Terminal growth rate %	2.00%	1.00%

The management of the Company has assessed and considered reasonable changes in the key assumptions as disclosed above and concluded that these reasonable possible changes in inputs used for calculating recoverable values will not lead carrying values to exceed recoverable values in any instance.

Impairment Testing was also performed by management on the goodwill of ₹ 9.49 arising from acquisition of stores from YUM. The assessment was carried out using the assumption outlined above. Based on the impairment test performed by management, the recoverable amount of CGU exceeds the carrying value of the CGUs, including the associated goodwill. Accordingly, no impairment is required to be recorded.

45. TRANSFER PRICING

The Company has established a comprehensive system of maintenance of information and documents that are required by the transfer pricing legislation under Section 92-92F of the Income tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by due date as required under the law. The management is of the opinion that its transactions with the associated enterprises are at arm's length so that the aforesaid legislation will not have any impact on the standalone financial statements, particularly on the amount of tax expense and that of provision for taxation.

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46. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, all other equity reserves attributable to the equity holders of the Company and combination of both long-term and short-term borrowings. The Company's objective for capital management is to maximize shareholder's value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plan and other strategic investment plans. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's funding requirements are met through equity infusions, internal accruals and a combination of both long-term and short-term borrowings. The Company raises long term loans mostly for its expansion requirements and based on the working capital requirement utilise the working capital facilities. The Company monitors capital on the basis of consolidated total debt to consolidated total equity on a periodic basis. As a part of its capital management policy the Company ensures compliance with all covenants and other capital requirements related to its contractual obligations. For calculating debt equity ratio below, debt is considered on a net basis, i.e., after deducting cash and cash equivalents. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2026 and 31 March 2025.

Particulars	As at 31 March 2026	As at 31 March 2025
Borrowings (non-current and current)	5,744.04	3,720.04
Less: Cash and cash equivalents	(173.98)	(234.57)
Total debt (a)	**5,570.06**	**3,485.47**
Equity share capital	1,232.94	1,206.27
Other equity	13,815.11	9,833.40
Total equity (b)	**15,048.05**	**11,039.67**
Debt equity ratio (c=a/b)	0.37	0.32

47. ASSESSMENT OF INVESTMENT IN AND LOAN TO SUBSIDIARY COMPANY

The Company holds 87.31% (31 March 2025: 87.19%) of equity share capital and 76.00% (31 March 2025: 76.00%) preference share capital of RV Enterprizes Pte. Limited (hereinafter referred to as "RVE"). The value of investments (equity and preference shares) as at the year end is ₹ 728.51 (31 March 2025: ₹ 728.51). The value of the loans to RVE, including interest accrued thereon is ₹ 433.30 (31 March 2025: ₹ 433.30). RVE is a special purpose vehicle, which has invested the funds in Devyani International (Nigeria) Limited (a step down subsidiary) through investment in shares and grant of loans USD 3.75 million (~₹ 252.51) (31 March 2025: USD 3.75 million (~₹ 252.51)) and USD 16.51 (~₹ 1376.71) (31 March 2025: USD 16.51 million (~₹ 1376.71)), respectively.

During the current year and previous year, the step down subsidiary has generated profit of ₹ 20.42 (31 March 2025(loss): ₹ 320.86) and based on the cashflow projections of the step down subsidiary, RVE has impaired the investment and loans amounting to USD Nil (31 March 2025: Nil) and USD Nil (31 March 2025: USD 0.20 million), respectively.

As at 31 March 2026 and 31 March 2025, the management of the Company assessed the recoverability of the investments and loans by carrying out a valuation of the stepdown subsidiary's business with the help of an external valuation expert using the discounted cashflow method which resulted into the impairment of the said balances and accordingly, the Company recognised impairment of ₹ Nil (31 March 2025: ₹ 1.72), which has been presented as impairment of non current assets (refer note 29).

Key assumptions used in the calculating the recoverable value of the step down subsidiary:

- discount rates 22.40% (31 March 2025: 22.40%)
- terminal growth rate 3.00% (31 March 2025: 3.00%)

Major reasons which results in impairment in was significant devaluation of the functional currency of Nigerian entity against USD.

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48. ASSESSMENT OF INVESTMENT/ LOAN TO DEVYANI INTERNATIONAL DMCC, DUBAI

The Company holds 51% of equity share capital of Devyani International DMCC, Dubai (hereinafter referred to as "DID"). The carrying value of investment in DID as at 31 March 2026 is ₹ 3,427.07 (as at 31 March 2025 is ₹ 3,427.07).The value of the loans to DMCC, including interest accrued thereon is ₹ 1,178.17 (31 March 2025: ₹ Nil). The Company and Camas Investments Pte. Ltd., Singapore ("Camas"), an affiliate of Temasek Holdings (Private) Limited, invested AED 150.47 million (~ ₹ 3,407.85) and AED 145.53 million (~ ₹ 3,295.96) respectively, in DID under the Investment Agreement dated 18 December 2023 in ratio of 51:49. DID is subsidiary of the Company wherein the Company holds majority stake (51%) and has power to govern all relevant activities of DID thereby establishing control over DID. Under the Investment Agreement, Camas has an exit right by way of a put option towards the other party (holding company of the Company) after an agreed period as per the agreement itself.

On 17 January 2024, DID acquired Restaurants Development Co., Ltd. ("RD") (step down subsidiary), operating a chain of KFC restaurants in Thailand and expansion rights therein, by way of acquiring controlling interest in RD and its related entities for the consideration of THB 4,681.99 million (~ ₹ 10,913.28) including payment of erstwhile shareholder's loan, pursuant to the Share Purchase Agreement dated 18 December 2023. Under the said agreement, DID has obtained power to govern all relevant activities of RD and its related entities and has therefore, established its control over the aforesaid entities.

As DID has invested and acquired RD and its related entities, the recoverability of investment of the Company depends upon the performance of RD and its related entities being further investments of DID. Therefore, for impairment assessment, RD and its related entities in whole, are a cash generating unit (CGU).

Impairment assessment

In accordance with the requirements of Ind AS 36, to determine whether the carrying value of the CGU exceeds its recoverable value as at 31 March 2026, the Company has performed an annual impairment assessment of investment basis impairment indicator identified which is lower financial performance of CGU than anticipated at the time of acquisition. Further, increase in credit risk in loan receivable from subsidiary, if any, is assessed in accordance with the requirements of Ind AS 109, "Financial instruments" ('Ind AS 109'). Refer note 34. The recoverable value of CGU used in impairment assessment is determined based on cash flow projections for next five years approved by the management of the CGU and the Company with certain assumptions as mentioned below:

Key assumptions	As at 31 March 2026	As at 31 March 2025	Basis for key assumptions
Sales growth rate %	4% to 7%	9.64% to 12.54%	historical trends, stores expansion, brand efforts, etc.
EBITDA %	11% to 13%	9.17% to 13.22%	historical trends and management forecasts including certain cost saving measures
Discount rates %	12.00%	13.50%	reflecting country and industry specific risks
Terminal growth rate or long term growth rate %	3.00%	3.00%	industry and country specific forecasts

Based on the above assumptions, recoverable value of CGU mentioned above, exceeds carrying value of assets of CGU acquired by 31 March 2026 ₹ 1,668.51 as at (31 March 2025 ₹ 819.43). Hence, no impairment is required to be recorded.

Further, since there is significant headroom between carrying values of CGUs and recoverable value determined, recoverable value still after a reasonable change as mentioned below continues to be higher then carrying value of CGUs.

Reasonable changes in key assumptions	As at 31 March 2026		
	From	To	Impact on recoverable value
Sales growth rate %	4% to 7%	3% to 6%	1175.02
EBITDA %	11% to 13%	10% to 12%	-11.19
Discount rates %	12.00%	13.00%	488.23
Terminal growth rate %	3.00%	2.00%	871.52

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853 (₹ in millions, except for share data or if otherwise stated)

49. INVESTMENT IN JOINT VENTURES

Investment in Devyani PVR INOX Private Limited, a joint venture

During the year ended 31 March 2025, the Company has entered into an agreement with PVR INOX Limited and jointly incorporated an entity, namely "Devyani PVR INOX Private Limited" on 26 July 2024 to undertake business relating to development, operation and maintenance of Food Courts, standalone Food and Beverage outlets, and Lounges within the existing or future territories. Further, the arrangement has been considered as a joint venture basis on the jointly controlled matters agreed with parties under the arrangement. However, the Company holds 51% economic interest within the joint venture.

Investment in Devyani RK Private Limited, a joint venture

During the year ended 31 March 2024, the Company has entered into an agreement with R.K. Associates & Hoteliers Private Limited ("RKAHPL") and jointly incorporated an entity, namely 'Devyani RK Private Limited' ("DRKPL") on 30 January 2024 to undertake business relating to development, operation and maintenance of Food Courts, standalone Food and Beverage outlets, and Lounges within the existing or future territories of railway stations. Further, the arrangement has been considered as a joint venture basis on the jointly controlled matters agreed with parties under the arrangement. However, the Company holds 51% economic interest within the joint venture. During the current year, the Company has impaired this investment amounting to ₹ 0.05 (31 March 2025: Nil) as the Company does not intend to start business operations.

50. INVESTMENT IN SKY GATE HOSPITALITY PRIVATE LIMITED

On 10 June 2025, the Company acquired an 80.72% equity stake (on a fully diluted basis) in Sky Gate Hospitality Private Limited ("Sky Gate"), for an aggregate consideration of ~₹ 4,196 million, through a preferential issue of 23,718,413 equity shares of the Company. Accordingly, Sky Gate and its subsidiaries became subsidiaries of the Company with effect from 10 June 2025. Subsequently, the Company increased its equity stake in Sky Gate to ~86.13% on a fully diluted basis. Further, on 07 March 2026, the Company acquired the remaining equity stake in Sky Gate from its Founders, consequent to which, Sky Gate has become a wholly-owned subsidiary of the Company. The carrying value of investment in Sky Gate as at 31 March 2026 is ₹ 5,658.94 (31 March 2025: ₹ Nil).

Impairment assessment

In accordance with the requirements of Ind AS 36, to determine whether the carrying value of the CGU exceeds its recoverable value as at 31 March 2026, the Company has performed an annual impairment assessment of investment basis impairment indicator identified which is lower financial performance of CGU than anticipated at the time of acquisition. The recoverable value of CGU used in impairment assessment is determined based on cash flow projections for next five years approved by the management of the CGU and the Company with certain assumptions as mentioned below:

Key assumptions	As at 31 March 2026	Basis for key assumptions
Sales growth rate %	5% to 68%	historical trends, stores expansion, brand efforts, etc.
EBITDA %	14% to 17%	historical trends and management forecasts including certain cost saving measures
Discount rates %	12.99%	reflecting country and industry specific risks
Terminal growth rate or long term growth rate %	3.00%	industry and country specific forecasts

Based on the above assumptions, recoverable value of CGU mentioned above, exceeds carrying value of assets of CGU acquired by 31 March 2026 ₹ 1678.46. Hence, no impairment is required to be recorded.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

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Further, since there is significant headroom between carrying values of CGUs and recoverable value determined, recoverable value still after a reasonable change as mentioned below continues to be higher then carrying value of CGUs.

Reasonable changes in key assumptions	As at 31 March 2026		
	From	To	Impact on recoverable value
Sales growth rate %	5% to 68%	4% to 67%	254.30
EBITDA %	14% to 17%	13% to 16%	465.70
Discount rates %	12.99%	13.99%	664.70
Terminal growth rate %	3.00%	2.50%	257.10

51. FINANCIAL RATIOS

Ratio	Measurement unit	Numerator	Denominator	As at 31 March 2026 Ratio	As at 31 March 2025 Ratio	Change	Remarks for changes >= 25%
Current ratio	Times	Current assets	Current liabilities	0.31	0.40	-22.75%	Not Applicable
Debt-equity ratio	Times	Total debt [Non-current borrowings + Current borrowings]	Total equity	0.38	0.34	13.28%	Not Applicable
Debt service coverage ratio	Times	Earnings available for debt service [Profit after tax + Depreciation and amortisation+ impairment +finance cost+ loss on sale of property, plant and equipment]	Debt service (Interest and lease payments+ principal repayments)	1.55	1.78	-13.04%	Not Applicable
Return on equity ratio	Percentage	Net profit after tax	Average shareholder's equity [(opening shareholder's equity + closing shareholder's equity) /2]	-2.54%	2.16%	-217.80%	Refer note (ii) below.
Inventory turnover ratio	Times	Costs of materials consumed+Purchases of stock-in-trade	Average inventories [(opening inventories + closing inventories) /2]	9.70	10.04	-3.39%	Not Applicable
Trade receivables turnover ratio	Times	Revenue from operations	Average trade receivables [(opening trade receivables +closing trade receivables)/2]	64.88	64.51	0.58%	Not Applicable

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853

(₹ in millions, except for share data or if otherwise stated)

Ratio	Measurement unit	Numerator	Denominator	As at 31 March 2026 Ratio	As at 31 March 2025 Ratio	Change	Remarks for changes >= 25%
Trade payables turnover ratio	Times	Purchases + other expenses (excluding non cash expenses)	Average trade payables [(opening trade payables +closing trade payables)/2]	7.36	8.69	-15.31%	Not Applicable
Net capital turnover ratio	Times	Revenue from operations	Working capital [Current assets - Current liabilities]	-5.73	-7.72	-25.73%	Refer note (i) below.
Net profit ratio	Percentage	Net profit after tax	Revenue from operations	-0.93%	0.71%	-231.02%	Refer note (ii) below.
Return on capital employed	Percentage	Earnings before interest and taxes (excluding interest on lease liabilities)	Net worth + Total debt - Deferred tax asset	-1.15%	4.36%	-126.32%	Refer note (ii) below.
Return on investment	Percentage	Income from mutual fund investment	Time based weighted average amount of investment in mutual fund	5.24%	6.48%	-19.20%	Not Applicable
Return on investment	Percentage	Interest income on bank deposits	Time based weighted average amount of investment in bank deposit	5.95%	7.06%	-15.70%	Not Applicable

Note (i): The variance is on account of increase in trade payables during the current year towards the year end.

Note (ii): The variance is on account of decrease in profitability during the current year.

52. The Board of Directors of the Company ("Board") at its meeting dated 10 March 2026, had approved the Scheme of Amalgamation (the 'Scheme') for amalgamation of SKY Gate Hospitality Private Limited, Blackvelvet Hospitality Private Limited and Say Chefs Eatery Private Limited, (wholly owned subsidiaries companies) with the Company. The Scheme was filed with the Hon'ble National Company Law Tribunal (NCLT), Chandigarh on 31 March 2026. The appointed date of the Scheme is 01 April 2025. The matter was listed on 08 May 2026 before the Hon'ble NCLT and the order has been reserved.

53. The Board approved a Scheme of Arrangement under Sections 230-232 of the Companies Act, 2013, for the amalgamation of Sapphire Foods India Limited with the Company, with an Appointed Date of 01 April 2026. Under the Scheme, the Company will issue 177 equity shares of ₹ 1 each for every 100 equity shares of ₹ 2 each held in Sapphire Foods India Limited. The Company is in the process of obtaining necessary regulatory and other approvals.

54. ADDITIONAL REGULATORY INFORMATION NOT DISCLOSED ELSEWHERE IN THE STANDALONE FINANCIAL INFORMATION

a) During the current and previous year, the Company does not have any Benami property and no proceedings have been initiated or pending against the Company for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853 (₹ in millions, except for share data or if otherwise stated)

b) The Company does not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956, except for carry forward of outstanding balances from previous years with the parties mentioned below:

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding as at 31 March 2026	Relationship with the struck off company	Balance outstanding as at 31 March 2025	Relationship with the struck off company
Potency Retails Private Limited	Trade payables	0.18	Not Applicable	0.18	Not Applicable
Sunrise Electronic Solutions Private Limited	Trade payables	0.00	Not Applicable	0.00	Not Applicable
Sakha Services Private Limited	Trade payables	0.01	Not Applicable	0.01	Not Applicable
Santosh Provisions Private Limited	Trade payables	0.03	Not Applicable	0.03	Not Applicable
Naman Buildcon Limited	Trade receivables	0.11	Not Applicable	0.11	Not Applicable
Radical Infraone Private Limited	Capital creditors	0.20	Not Applicable	0.20	Not Applicable

c) During the current year and previous year, the Company does not have any charge which is yet to be registered with ROC beyond the statutory period for the financial year ended 31 March 2026.

d) The Company has not traded or invested in Crypto currency or Virtual Currency during the current and previous financial year.

e) The Company has not advanced or provided loan to or invested funds in any entity(ies) including foreign entities (Intermediaries) or to any other person(s) except as disclosed in Note 56, with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries (31 March 2025: Nil).

f) The Company has not received any fund during the year ended 31 March 2026 (31 March 2025: Nil) from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

g) The Company has not undertaken any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended 31 March 2026 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) (31 March 2025: Nil).

h) The Company has not been declared a 'Wilful Defaulter' by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. (31 March 2025: Nil)

i) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 during the year ended 31 March 2026 (31 March 2025: Nil).

j) During the year ended 31 March 2026 and 31 March 2025, the Company has followed cost model while valuing its property, plant & equipments. The same is in accordance with the reporting standard.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853 (₹ in millions, except for share data or if otherwise stated)

55. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
a) Gross amount required to be spent during the year	17.71	23.31
b) Detail of amount spent in Corporate Social Responsibility		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above*	17.71	23.31
Total	**17.71**	**23.31**
Amount of shortfall at the end of the year	Nil	Nil

*As per section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The CSR activities and spend are as per the CSR Policy recommended by the CSR Committee and approved by the Board. The same has also been uploaded on the Company's website https://dil-rjcorp.com

56. During the year ended 31 March 2026, the Company has invested in subsidiaries, as disclosed in note 48 and note 50, for further investment in step down subsidiaries of the Group, in the ordinary course of business. The details are as follows:

Name of intermediary	Date	Amount	Nature	Details of funds further invested/provided loan by intermediary*	Date of investment
Devyani International DMCC	23 March 2026	1,178.06	Loans	₹ 1,178.06 loan given to Yellow Palm Company Limited for further investment in equity shares of Restaurants Development Co., Ltd.	25 March 2026
Sky Gate Hospitality Private Limited	26 June 2025	188.58	Investment	₹ 62.03and ₹ 126.55 amount paid to minority shareholder for acquisition of non-controlling interest in Blackvelvet Hospitality Private Limited and in Say Chefs Private Limited respectively.	11 July 2025

The above transaction are not in violation of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

57. AUDIT TRAIL

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies covered under the Act, which uses accounting software for maintaining its books of accounts, shall only use such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the user details and the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company uses accounting softwares for maintaining its accounting records, sales invoicing and inventory management. During the year, the audit trail (edit log) feature at the application level was operating for all relevant transactions recorded in such software. However, the audit trail (edit log) feature for any direct changes made at the database level was not enabled for the such accounting softwares.

The Company uses another accounting software for maintenance of payroll records which is operated by a third-party software service provider. As per the 'Independent Service Auditor's Report on a Description of the Service Organization's System and the Suitability of the Design and Operating Effectiveness of Controls' (based on the criteria for a description of a service organization's system as set forth in DC Section 200, 2018 Description Criteria for a Description of a Service Organization's System in a SOC 2 Report, in AICPA Description criteria), the audit trail (edit log) feature for any direct changes made at the database level and changes made at application level was operating throughout the period for all relevant transactions recorded in the software.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2026

CIN: L15135HR1991PLC143853 (₹ in millions, except for share data or if otherwise stated)

Further, for all the accounting softwares, the audit trail has been preserved by the Company as per the statutory requirements for record retention as applicable, except for database level for accounting software used for maintaining its accounting records, sales invoicing and inventory management.

58. There are no material adjusting or non adjusting subsequent events, except as already disclosed.

59. The previous year numbers have been regrouped/reclassified wherever necessary to confirm the current year presentation. The impact of such reclassification/regrouping is not material.

As per our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar
Partner
Membership No.: 095256

Place: Gurugram
Date: 15 May 2026

For **O P Bagla & Co LLP**
Chartered Accountants
Firm's Registration No.: 000018N/N500091

Neeraj Kumar Agarwal
Partner
Membership No.: 094155

For and on behalf of the **Board of Directors of**
Devyani International Limited

Manish Dawar
Whole-time Director
(President & Group CEO)
DIN: 00319476

Raj Gandhi
Director
DIN: 00003649

Anupam Kumar
Chief Financial Officer

Pankaj Virmani
Chief Sustainability Officer and
Company Secretary
Membership No.: A18823

Place: Gurugram
Date: 15 May 2026

DEVYANI
INTERNATIONAL LIMITED

Concept, Content & Design
(info@wyatt.co.in)

DEVYANI
INTERNATIONAL LIMITED

DEVYANI INTERNATIONAL LIMITED

Registered & 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: L15135HR1991PLC143853

NOTICE

Notice is hereby given that 35th (Thirty Fifth) Annual General Meeting ("**AGM**") of Devyani International Limited ("**the Company**") will be held on **Friday, 14 August, 2026 at 11:00 A.M. (IST)** through Video Conferencing/ Other Audio-Visual Means ("**VC/ OAVM**") facility, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the reports of Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2026.

2. To appoint Mr. Raj Gandhi (DIN: 00003649), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.

3. To appoint Mr. Manish Dawar (DIN: 00319476), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.

SPECIAL BUSINESS

4. **To approve re-appointment of Mr. Manish Dawar (DIN: 00319476) as a Whole-time Director of the Company designated as President & Group Chief Executive Officer**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196 and 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") [including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force], the enabling provisions of Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, as may be required and subject to such conditions, as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company, recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members be and is hereby accorded to re-appoint Mr. Manish Dawar (DIN: 00319476) as a Whole-time Director (Designated as President & Group Chief Executive Officer) of the Company, liable to retire by rotation, for a period of up to 3 (three) years with effect from February 17, 2027, on such terms and conditions, including remuneration by way of salary, perquisites and other allowances & benefits to be paid to him, as set-out in the Explanatory Statement annexed to this Notice.

   RESOLVED FURTHER THAT the Board of Directors of the Company including Nomination and Remuneration Committee (hereinafter referred to as "**Board**"), be and is hereby authorized to increase, alter, vary and modify the said terms and conditions of re-appointment (including remuneration) payable to Mr. Manish Dawar during his tenure, as per the provisions of the Act and the SEBI Listing Regulations.

   RESOLVED FURTHER THAT where in any financial year, during the tenure of up to 3 (three) years of Mr. Manish Dawar as a Whole-time Director, if the Company has no profits or its profits are inadequate, the Company may pay to Mr. Manish Dawar, the remuneration as set-out in the Explanatory Statement annexed to this Notice, including any revisions approved by the Board from time to time, as minimum remuneration, in accordance with the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Act and the SEBI Listing Regulations.

   RESOLVED FURTHER THAT the total managerial remuneration payable to Mr. Manish Dawar, in a financial year, may exceed the limit of 5% of net profit of the Company; and overall managerial remuneration payable to all Director(s) of the Company may exceed the limit of 11% of net profit of the Company, as prescribed under Section 197 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and to deal with all matters connected therewith or incidental thereto, without seeking any further approval of the Members of the Company."

By Order of the Board
For **Devyani International Limited**

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

Place: Gurugram
Date: May 15, 2026

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of 35th Annual General Meeting ("**AGM**").

2. The Ministry of Corporate Affairs ("**MCA**") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 read with other related circulars including General Circular No. 03/2025 dated September 22, 2025 ("**MCA Circulars**"), permitted the holding of AGM through Video Conferencing/ Other Audio Visual Means ("**VC/ OAVM**") facility without the physical presence of the Members at a common venue. In compliance with the MCA Circulars read with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), AGM of the Company is being held through VC/ OAVM facility.

   The Deemed Venue for the AGM shall be the Registered Office of the Company.

3. In terms of the MCA Circulars, the AGM is being held through VC/ OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

   However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC/ OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution in the manner prescribed in Note No. 22.

4. Members attending the AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. In terms of Section 152 of the Act, Mr. Raj Gandhi and Mr. Manish Dawar, Directors, retire by rotation at the AGM and being eligible, offer themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended their re-appointment subject to the approval of Members of the Company.

6. Details of Directors seeking re-appointment at the AGM, pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are annexed to this Notice of AGM.

7. All documents referred in this Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days up to the date of AGM between 11:00 A.M. to 02:00 P.M. and also during the AGM.

8. During the AGM, copies of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act and a Certificate from Secretarial Auditors of the Company certifying that Employees Stock Option Scheme 2021 of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and resolution(s) of the Members of the Company, shall remain electronically available to the Members of the Company.

9. Pursuant to Sections 101 and 136 of the Act read with relevant rules made thereunder and circulars issued by the MCA, from time to time and Regulation 36 of the SEBI Listing Regulations, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ("**DP**"). Member(s) holding shares in physical form and who have not registered their e-mail address with the Company/ Registrar to an Issue and Share Transfer Agent ("**RTA**") can now register the same by sending an e-mail to Compliance Officer of the Company at **companysecretary@dil-rjcorp.com** and/ 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 DP only. The registered e-mail address will be used for sending future communications.

10. In compliance with the aforesaid MCA Circulars and the SEBI Listing Regulations, the Notice of AGM and Annual Report along with login details for joining the AGM through VC/ OAVM facility including e-voting, are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA. A letter providing the web-link for accessing the Notice of AGM and Annual Report, including the exact path, will be sent to those members who have not registered their e-mail address with the Company. Members may note that this Notice of AGM and Annual Report will also be available on the Company's website (**https://dil-rjcorp.com**), Stock Exchanges' websites (**www.bseindia.com** and **www.nseindia.com**) and National Securities Depository Limited ("**NSDL**") website (**www.evoting.nsdl.com**).

11. The Notice of AGM and Annual Report will be sent to those Members/ Beneficial Owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on **Friday, July 17, 2026**.

12. Members desiring any information/ clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at **companysecretary@dil-rjcorp.com** at least seven days before AGM from their registered e-mail address mentioning their name, DP ID Client ID/ Folio no. and mobile number to enable the management to keep the information ready at the AGM. Members desiring to seek information/ clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by NSDL.

13. Members are requested to note that KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, is the RTA of the Company to manage the work related to shares held in physical and dematerialized form.

14. 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 Permanent Account Number ("**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.

15. SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 has advised the Members of the listed companies holding shares in physical form to update their bank account details and PAN. Accordingly, to have the above details updated, Members holding shares in physical form are requested to send the following documents to the RTA:

    a. Self-attested copy of PAN card; and

    b. An original cancelled cheque of 1st Member (Name of 1st Member should be printed on cheque leaf). If name of 1st Member is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker along with cancelled cheque (Photocopy of cheque will not be accepted/ entertained).

16. 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 lodgment of 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.

17. 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. Relevant details and prescribed forms in this regard are available on website of the Company at **https://dil-rjcorp.com/shareholder-information/**.

18. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 in terms of Section 72 of the Act read with rules made thereunder to the RTA. Members holding shares in electronic form may submit the same to their respective DP. The nomination form can be downloaded from the Company's website **https://dil-rjcorp.com/shareholder-information/**. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or the Company at its Registered Office address.

19. Non-Resident Indian Members are requested to inform the RTA, immediately of:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, account number, account type and branch address of the bank with PIN Code.

20. To comply with the provisions of Section 108 of the Act and rules made thereunder, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the MCA Circulars, the Company has availed the services of NSDL for providing the Members with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) on all resolutions set forth in this Notice.

    Only those Members who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The instructions for joining the AGM through VC/ OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM under Note No. 22.

21. SEBI vide its 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 circular, post exhausting the options to resolve their grievance with the listed company/ its RTA 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/**.

22. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

A. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

i. The remote e-voting period begins on **Tuesday, August 11, 2026 at 09:00 A.M. (IST)** and ends on **Thursday, August 13, 2026 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

ii. The Members, whose name appear in the Register of Members/ Beneficial Owners as on **Friday, August 7, 2026 (i.e. cut-off date)**, may cast their vote electronically.

iii. The voting right of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

iv. The details of the process and manner for remote e-voting are explained herein 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 e-voting and joining AGM for individual shareholders holding securities in demat mode

Pursuant to the 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 the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, e-voting process has been enabled for 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.

Login method for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. OTP based login: (i) Click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp**. (ii) Enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP. (iii) Enter the OTP received on registered e-mail ID/ mobile number and click on login. (iv) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. (v) Click on Company name or e-voting service provider i.e. NSDL. You will be redirected to e-voting website of NSDL to caste your vote during the remote e-voting period. 2. Users already registered for **IDeAS** facility: (i) Visit eservices website of NSDL viz. **https://eservices.nsdl.com** (ii) Click on the 'Beneficial Owner' icon under 'Login' available under 'IDeAS' section. (iii) Enter User ID and Password. After successful authentication, click on 'Access to e-Voting' appearing on the left-hand side under e-voting services and you will be able to see e-voting page. (iv) Click on Company name or e-voting service provider i.e. NSDL. You will be re-directed to e-voting website of NSDL to cast your vote during the remote e-voting period. 3. User not registered for IDeAS facility: (i) Click on link: **https://eservices.nsdl.com** and select 'Register Online for IDeAS Portal' OR Click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above. 4. Alternatively, by directly accessing the e-voting website of NSDL: (i) Visit e-voting website of NSDL viz. **https://www.evoting.nsdl.com** (ii) Click on the icon 'Login' available under 'Shareholder/ Member' section. (iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen. (iv) After successful authentication, you will be re-directed to NSDL website wherein you can 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 or joining AGM & e-voting during the AGM. 5. 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	1. User already registered for **Easi/ Easiest:** (i) Visit URL: **https://web.cdslindia.com/myeasitoken/Home/Login** OR **www.cdslindia.com** and click on 'Login' and select 'New System Myeasi'. (ii) Enter your User ID and Password. (iii) After successful authentication, the user will be able to see the e-voting menu having link of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 2. User not registered for **Easi/ Easiest:** (i) Click on link: **https://web.cdslindia.com/myeasitoken/Home/EasiRegistration** (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above. 3. Alternatively, by directly accessing the e-voting website of CDSL: (i) Visit **www.cdslindia.com** and select 'E Voting'. (ii) Provide your demat account number and PAN. (iii) System will authenticate user by sending OTP on registered Mobile No. & E-mail ID as recorded in the demat account. (iv) After successful authentication, user will be provided link for the e-voting service provider i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their Depository Participant (DP)	1. You can login using the credentials of your demat account through the website of your DP registered with NSDL/ CDSL, for remote e-voting. 2. Once logged-in, you will be able to see 'e-voting' option. Once you click on 'e-voting' option and after successful authentication, you will be re-directed to e-voting module of NSDL/ CDSL wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL to cast your vote during the remote e-voting period or join AGM & vote during the AGM.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forgot User ID' and 'Forgot Password' option available at above-mentioned 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 call at: 022-48867000
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 e-voting and joining AGM for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Visit the e-voting website of NSDL. Open web browser by clicking the URL: **https://www.evoting.nsdl.com/** either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, Password/ OTP and a verification code as shown on the screen.

4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at **https://eservices.nsdl.com/** with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(i) 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******.
(ii) 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**************
(iii) For Members holding shares in Physical Form.	Electronic Voting Event Number ("**EVEN**") followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

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

   (i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

   (ii) 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   (iii) How to retrieve your 'initial password'?

      a) 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'.

      b) 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:

   (i) 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**.

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

   (iii) 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.

   (iv) 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 'I hereby agree to all 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:

Cast your vote electronically and join AGM on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select 'EVEN' of the Company to cast your vote during the remote e-voting period or to cast your vote during the AGM. For joining AGM, you need to click on 'VC/ OAVM' link placed under 'Join Meeting'.

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.

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 **https://www.evoting.nsdl.com** to reset the password.

3. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section available at **www.evoting.nsdl.com** or call on 022-48867000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at **evoting@nsdl.com** or T301, 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 resolutions set-out in this Notice

1. **Physical Holding:** Send a request to KFin Technologies Limited, RTA 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.

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 e-voting and joining AGM for Individual shareholders holding securities in demat mode.

3. Alternatively shareholders may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies' read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ Shareholders, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote during the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned for remote e-voting.

C. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/ OAVM

1. Members will be able to attend the AGM through VC/ OAVM facility provided by NSDL at **www.evoting.nsdl.com** by following the steps mentioned above at Step 1. After successful login, click on the link of 'VC/ OAVM' placed under 'Join Meeting' menu against the Company name available in Shareholder/ Member/ Creditor login where EVEN of the Company will be displayed.

   Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

2. Facility of joining the AGM through VC/ OAVM shall be available 30 minutes before and after the scheduled

time of the commencement of AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 3,000 Members on first come first served basis (excluding shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit, Risk Management and Ethics Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.) whose presence is mandatorily required under the provisions of the Act & the SEBI Listing Regulations who are allowed to attend the AGM without restriction on account of first come first served basis.

3. Members joining through Laptops/ Mobile devices are recommended to use stable Wi-Fi or LAN connection for better experience.

4. Members who need assistance for attending or voting during the AGM, can contact NSDL at 022-48867000 or contact Ms. Pallavi Mhatre, Assistant Vice President, NSDL at **evoting@nsdl.com**.

5. Any person who acquire shares and become Member of the Company after the date of dispatch of this Notice and holding shares as on the cut-off date, may obtain the login ID and password by following the instructions as mentioned in the Notice or sending a request at **evoting@nsdl.com**.

Other Instructions

1. The Board of Directors appointed Mr. Neeraj Arora (CP No. 16186), or failing him, Mr. Kapil Dev Taneja (CP No. 22944), Partners of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed.

2. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days or 3 days, whichever is earlier, from the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same.

3. The results of voting will be declared within 2 working days or 3 days, whichever is earlier, from the conclusion of AGM and the result declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. **https://dil-rjcorp.com** and on the website of NSDL **https://www.evoting.nsdl.com** immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

4. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. **August 14, 2026**.

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

ITEM NO. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), at its meeting held on February 4, 2026, approved the elevation of Mr. Manish Dawar (DIN: 00319476), Whole-time Director of the Company, and designated him as 'President & Group Chief Executive Officer' of the Company, w.e.f. April 1, 2026 and his current term of office as Whole-time Director is up to February 16, 2027.

Under Mr. Dawar's leadership, the Company successfully completed its IPO and public listing in 2021, acquired a controlling stake in Restaurants Development Co., Ltd. operating 274 KFC restaurants in Thailand (as of September 2023), expanded into the Indian cuisine segment through the acquisition of Sky Gate Hospitality Private Limited and its brands 'Biryani By Kilo' and 'Goila Butter Chicken', and played a key role in the proposed merger with Sapphire Foods India Limited, which is expected to create one of India's largest QSR operators in India. He was instrumental in the Company's significant growth, expanding the store network from ~700 in March 2021 to over 2,200 at present and increasing revenue from ~₹ 11 Bn in FY 2020-21 to ~₹ 56 Bn in FY 2025-26, demonstrating strong execution of the Company's growth and expansion strategy.

Considering his performance and based on the recommendation of the NRC, the Board of Directors at its meeting held on May 15, 2026, considering the skills, domain knowledge, rich experience across various industries and performance, recommended the re-appointment of Mr. Manish Dawar as a Whole-time Director of the Company, liable to retire by rotation, for a further period of up to 3 (three) years with effect from February 17, 2027, on the terms and conditions including remuneration payable to him during such tenure. The said re-appointment is subject to approval of the Members.

In terms of the applicable provisions of the Companies Act, 2013 ("**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), it is proposed to seek approval of the Members for the re-appointment and remuneration payable to Mr. Manish Dawar, as a Whole-time Director of the Company, designated as President & Group Chief Executive Officer.

Mr. Manish Dawar satisfies all the conditions set-out in Section 196(3) read with Part-I of Schedule V to the Act and is eligible for re-appointment. The remuneration proposed to be paid to Mr. Manish Dawar is as per the Remuneration Policy for the Directors, Key Managerial Personnel (KMP), Members of Senior Management and other Employees of the Company. Mr. Manish Dawar is not disqualified to act as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Mr. Manish Dawar holds a bachelor's degree in commerce with Honours from Panjab University, Chandigarh. He is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has wide experience in various industry domains and across various geographies in the world. He has worked in various corporates including Hindustan Unilever Limited, Reebok India, Reckitt Benckiser, Vedanta and Vodafone India. He has also been the recipient of numerous awards and recognitions for his exemplary leadership and significant contributions to the corporate and business landscape.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Manish Dawar, upon re-appointment, are as under:

a. **Salary, Perquisites and Allowances:** Mr. Dawar shall be entitled to fixed remuneration of up to ₹ 85 million (Rupees Eighty Five million only) per annum. In addition, the Company may award variable compensation of up to 50% of the fixed remuneration, subject to the achievement of mutually agreed quantitative and qualitative Key Performance Indicators (KPIs). The variable compensation payable to Mr. Dawar shall be determined based on the Company's actual performance against its business plan, measured across key business parameters including turnover, EBITDA, net new units added and other parameters as per the Company policy.

b. The Company's contribution to superannuation or annuity fund, gratuity payable, personal and medical insurance and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

c. Perquisites and allowances payable to Mr. Manish Dawar, as recommended by NRC, shall be in addition to the remuneration under (a) above. The said perquisites shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 2025 and rules made thereunder or any statutory amendment(s), modification(s) or re-enactment thereof.

d. Currently, Mr. Manish Dawar doesn't hold any employee stock options. Mr. Manish Dawar shall be entitled to such number of stock options as per the Employees Stock Option Scheme 2021 ("**ESOP Scheme 2021**") of the Company subject to the terms and conditions of such ESOP Scheme 2021, including the maximum quantum of benefit or number of options that he, as a participant of such ESOP Scheme 2021, is entitled to thereunder. Employee stock options to be granted to Mr. Manish Dawar, from time to time, shall not be considered as a part of remuneration/ perquisites under (a) above and that the perquisite value of stock options to be exercised shall be in addition to the remuneration/ perquisites under (a) above.

e. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on the Company's business and communication expenses shall be reimbursed at actuals and not considered as perquisite.

f. **General:**

i. The Whole-time Director shall perform his duties in the interest of the Company.

ii. The Whole-time Director shall adhere to the Code of Conduct of the Company and shall also comply with the other policies and laws applicable on the Company.

iii. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act and the SEBI Listing Regulations.

iv. The office of the Whole-time Director may be terminated by the Company or by him by giving, 3 (three) months' prior notice in writing.

v. The terms and conditions of the re-appointment (including remuneration) of Mr. Manish Dawar may be altered, varied or modified by the Board of Directors (including NRC), from time to time, in terms of Schedule V and other applicable provisions of the Act.

Proposed remuneration for Mr. Dawar is commensurate with the Company's scale, complexity, and his leadership role, and is suitably benchmarked against peer organizations to ensure industry alignment and parity, in line with recognized best practices.

Pursuant to the provisions of the Section 197 read with Schedule V to the Act, in the event of loss or inadequacy of profits in any financial year, the Company may pay the above-mentioned remuneration, including any subsequent revisions approved by the Board of Directors, from time to time, as minimum remuneration to Mr. Manish Dawar for a period of up to 3 (three) years with effect from February 17, 2027.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Manish Dawar pursuant to the provisions of Section 190 of the Act.

Given his expertise, knowledge and experience, the NRC and the Board of Directors are of the opinion that it would be in the interest of the Company to re-appoint Mr. Manish Dawar as a Whole-time Director of the Company.

Details about Mr. Manish Dawar pursuant to the provisions of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India) are annexed and form part of this Notice.

Further, the total managerial remuneration payable to Mr. Manish Dawar, in a financial year, may exceed the limit of 5% of net profit of the Company; and overall managerial remuneration payable to all Director(s) of the Company may exceed the limit of 11% of net profit of the Company, as prescribed under Section 197 of the Act, read with rules made thereunder or other applicable provisions or any statutory modifications thereof. Hence, the approval of the Members is sought by way of special resolution pursuant to the provisions of Section 197 of the Act read with rules made thereunder.

Statement of information/ details for the Members pursuant to Section II of Part II of Schedule V to the Act:

I. General Information:

(i) **Nature of industry –** The Company is one of the largest franchisees for KFC, Pizza Hut and Costa Coffee and master franchisee for, 'SANOOK KITCHEN' and 'New York Fries' in India. It is primarily engaged in the business of developing, managing and operation of Quick Service Restaurants for above Brands and its own non-franchised brand Vaango and other brands. The Company has also strengthened its Indian cuisine offerings through the acquisition of Sky Gate Hospitality Private Limited, wholly-owned subsidiary, which owns popular brands such as 'Biryani By Kilo' and 'Goila Butter Chicken'.

(ii) **Date or expected date of commencement of commercial production -** Business commenced on December 13, 1991.

(iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus –** Not Applicable

(iv) **Financial performance (on standalone basis) based on given indicators as per Audited Financial Statements are as under:**

(₹ in Million except EPS)

Particulars	2025-26	2024-25	2023-24
Turnover	35,726.42	33,493.33	31,162.22
Profit/(Loss) before Tax	(496.03)	270.33	75.10
Profit/(Loss) after Tax	(331.49)	237.19	(63.37)
Earnings per share (EPS) (₹)	(0.27)	0.20	(0.05)

(v) **Foreign investments or collaborations, if any:**

The Company has the following foreign subsidiaries:

1. Devyani International (Nepal) Private Limited;
2. RV Enterprises Pte. Ltd.;
3. Devyani International (Nigeria) Limited (step-down subsidiary);
4. Devyani International DMCC;

5. White Snow Company Limited (step-down subsidiary);
6. Blackbriar Co., Ltd., (step-down subsidiary);
7. Yellow Palm Co., Ltd., (step-down subsidiary); and
8. Restaurants Development Co., Ltd. (step-down subsidiary).

II. Information about the appointee:

(i) **Date of Birth:** December 19, 1965

(ii) **Experience and Background details:** Mr. Manish Dawar holds a bachelor's degree in commerce with Honours from Panjab University, Chandigarh. He is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has wide experience in various industry domains and across various geographies in the world. He has worked in various corporates including Hindustan Unilever Limited, Reebok India, Reckitt Benckiser, Vedanta and Vodafone India.

(iii) **Past remuneration:** Details of past remuneration are given in the Annexure.

(iv) **Recognition or awards:** Mr. Manish Dawar has been the recipient of numerous awards and recognitions for his exemplary leadership and significant contributions to the corporate and business landscape.

(v) **Job profile and suitability:** Mr. Manish Dawar is the President & Group Chief Executive Officer of the Company. His job profile includes looking after over-all management of the Company, subject to the superintendence and control of the Board of Directors of the Company. Considering his rich experience and leadership skills, the Board of Directors has recommended his re-appointment as a Whole-time Director of the Company.

(vi) **Remuneration proposed:** Already mentioned hereinabove.

(vii) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** In view of Mr. Manish Dawar's skills, knowledge, performance and rich experience, the proposed remuneration is commensurate and comparable with the remuneration payable to other Executives in the Industry with similar experience.

(viii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, or other director, if any:** Except proposed remuneration as stated above, Mr. Manish Dawar does not have any other pecuniary relationship with the Company, its managerial personnel and other Directors.

III. Other information:

(i) **Reasons for loss or inadequate profits:** Over the past three years, the Company pursued an aggressive expansion strategy, opening approximately 1,000 new stores. As is typical in large-scale rollouts, newly launched outlets generate lower revenue and operate at suppressed profitability during their initial 24–36 month rampup period. This gestation cycle has temporarily diluted overall portfolio margins, contributing to the reported loss.

(ii) **Steps taken or proposed to be taken for improvement:** The Company is implementing cost optimization initiatives and leveraging technology to enhance operational efficiency and margins. In parallel, the Company's proposed merger with Sapphire Foods India Limited, is a strategic combination designed to unlock efficiencies, optimize costs, and achieve economies of scale. This integration will strengthen margins, improve unit economics, and accelerate cash flow generation. Together with the natural maturation of the newly opened stores, these measures are designed to strengthen profitability and accelerate recovery.

(iii) **Expected increase in productivity and profits in measurable terms:** The Company's cost optimization initiatives and adoption of technology are expected to enhance operational efficiency, strengthen margins, and improve overall profitability. The proposed merger with Sapphire Foods India Limited will unlock synergies through economies of scale and streamlined processes, further boosting unit economics and accelerating cash flow generation. In addition, the natural maturation of newly opened stores, supported by positive SSSG, is anticipated to drive stronger revenue generation and sustained margin expansion. Collectively, these measures position the Company to achieve higher productivity, improved profitability, and longterm financial resilience.

Mr. Manish Dawar, being appointee, is interested in the resolution set-out at Item No. 4 of this Notice. The relatives of Mr. Manish Dawar may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mr. Manish Dawar is not related to any Director of the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, set-out at Item No. 4.

The Board of Directors of the Company recommends the resolution set-out at Item No. 4 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
Address: Plot No. 18, Sector-35,
Gurugram-122004, Haryana

Place: Gurugram
Date: May 15, 2026

Annexure

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

[Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India]

S. No.	Name of Director	Mr. Raj Gandhi (DIN: 00003649)	Mr. Manish Dawar (DIN: 00319476)
i)	Date of Birth/ Age	June 7, 1957/ 69 Years	December 19, 1965/ 60 Years
ii)	Qualifications	He is a qualified Chartered Accountant of the 1980 batch. He also participated in a residential management program on Venture Capital and Private Equity at Harvard Business School.	Bachelor's degree in Commerce with Honours from the Panjab University, Chandigarh. He is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.
iii)	Experience	Mr. Raj Gandhi has total 45 years of experience, out of which 33 years of experience is with the RJ Corp Group. He is instrumental in formulating Company's strategy towards diversification, expansion, mergers and acquisitions, capex planning, including capital/ fund raising. He enjoys long-standing relationships with institutional investors and lenders. The expertise in specific functional areas are given in the Corporate Governance Report forming part of Annual Report of the Company for the FY 2025-26.	He has wide experience in various industry domains and across various geographies in the world. He has worked in various corporates including Hindustan Unilever Limited, Reebok India, Reckitt Benckiser, Vedanta and Vodafone India. The expertise in specific functional areas are given in the Corporate Governance Report forming part of Annual Report of the Company for the FY 2025-26.
iv)	Terms and conditions of appointment/ re-appointment	Mr. Raj Gandhi is Non-executive Director of the Company, liable to retire by rotation.	As set-out in the explanatory statement.
v)	Details of remuneration sought to be paid	Nil	As set-out in the explanatory statement.
vi)	Last remuneration drawn (Per Annum)	Nil	Given in Corporate Governance Report for the Financial Year 2025-26
vii)	Date of first appointment on the Board	August 13, 2007	February 17, 2021
viii)	No. of shares held in the Company (including as a beneficial owner)	30,00,000	36,05,003
ix)	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
x)	No. of Board Meetings attended/ held during Financial Year 2025-26	7/7	7/7

S. No.	Name of Director	Mr. Raj Gandhi (DIN: 00003649)	Mr. Manish Dawar (DIN: 00319476)
xi)	Directorships held in other companies (excluding foreign Companies)	1. Alisha Torrent Closures (India) Private Limited 2. Cryoviva Biotech Private Limited 3. CV Biotech Private Limited 4. Devyani Food Industries Limited 5. KV Retail Private Limited 6. RJ Corp Limited (Listed-Debt) 7. Varun Beverages Limited (Listed-Equity) 8. Lunarmech Technologies Private Limited 9. Sky Gate Hospitality Private Limited	1. Devyani PVR INOX Private Limited 2. Devyani RK Private Limited 3. Sky Gate Hospitality Private Limited
xii)	Chairman/ Member of the Committee of the Board of Directors of the Company	1. Investment and Borrowing Committee-Chairman 2. Share Allotment Committee- Chairman 3. CSR and ESG Committee-Member 4. Stakeholders' Relationship Committee-Member	1. Stakeholders' Relationship Committee-Member 2. Investment and Borrowing Committee-Member 3. Share Allotment Committee- Member
xiii)	Committee positions held in other companies	**1. Cryoviva Biotech Private Limited** a) Corporate Social Responsibility Committee-Member **2. Devyani Food Industries Limited** a) Audit Committee-Member b) Corporate Social Responsibility Committee-Member c) Investment and Borrowing Committee-Member d) Nomination and Remuneration Committee-Member **3. RJ Corp Limited** a) Audit Committee-Member b) Corporate Social Responsibility Committee-Member c) Investment and Borrowing Committee-Chairman d) Nomination and Remuneration Committee-Member **4. Varun Beverages Limited** a) Corporate Social Responsibility Committee-Member b) Environment, Social and Governance Committee-Member c) Investment and Borrowing Committee-Chairman d) Share Allotment Committee-Chairman e) Stakeholders' Relationship Committee-Member	None

S. No.	Name of Director	Mr. Raj Gandhi (DIN: 00003649)	Mr. Manish Dawar (DIN: 00319476)
		5. Lunarmech Technologies Private Limited a) Corporate Social Responsibility Committee-Member	
xiv)	Resignation from listed entities in the past three years	None	None
xv)	In case of independent directors, the skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	NA	NA