

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS
DATED JULY 26, 2021, (THE "RHP"). YOU ARE ENCOURAGED TO READ GREATER DETAILS AVAILABLE IN THE RHP.**

BIDDER'S UNDERTAKING AND CONFIRMATION FOR BID CUM APPLICATION FORM

(IN CASE OF A JOINT BID, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF EQUITY SHARES.)

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. On the basis of RHP dated July 26, 2021, filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "RoC") (if I am/we are in India) or the preliminary international wrap, together with the RHP (the "Preliminary Offering Memorandum") (if I am/we are outside India), General Information Document for Investing in Public Offers ("GID") and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for Allotment to me/us of the Equity Shares in the Offer upto my/ our Bids for maximum number of Equity Shares at or above the Offer Price, to be discovered through the Book Building Process. I/we hereby confirm that I am/we are eligible person(s) to invest in the Offer in accordance with applicable laws. The amount payable on Bidding has been blocked in the ASBA Account with the relevant SCSB or the bank account linked with the UPI ID (in case of Retail Individual Bidders ("RIBs") using UPI Mechanism) as mentioned in the Bid cum Application Form, as the case may be. I/we agree to accept the Equity Shares Bid for, or such lesser number as may be Allotted to me/us subject to the terms of the RHP (if I am/we are in India), Preliminary Offering Memorandum (if I am/we are outside India), Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. I/we undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be Allotted and to register my/our address as given in the Depository records and to place my/our name on the register of members of the Company. I/we acknowledge that in case of QIB Bidders, only (i) the SCSBs (for Bids other than the Bids by Anchor Investors) and (ii) the Global Co-ordinators and Book Running Lead Managers and the Book Running Lead Manager (the "Lead Managers") and their affiliated Syndicate Members (only in the Specified Locations) have the right to reject Bids (including on technical grounds) at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Bidders and RIBs based only on technical grounds and as or specified in the Abridged Prospectus, GID and the RHP. I/we authorise the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the RoC without intimation to me/us and use this Bid cum Application Form as the application form for the purpose of this Offer. I/we confirm that I/we have read the RHP (if I am/we are in India) or the Preliminary Offering Memorandum (if I am/we are outside India).

I/WE CONFIRM THAT: EITHER I am/we are Indian national(s) resident in India and I am/we are not applying for the said Equity Shares as nominees of any person resident outside India or foreign nationals OR I am/we are Indian national(s) resident in India and I am/we are applying for the said Equity Shares as power of attorney holder(s) of non-resident Indian(s) as mentioned on non-repatriation basis OR I am/we are Indian national(s) resident outside India and I am/we are applying for the said Equity Shares on my/our own behalf through NRO account on non-repatriation basis. I am/we are, or at any time the Equity Shares are purchased will be, the beneficial owner of such Equity Shares and I/we and any customer I/we represent, (A) am/are located outside the United States within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended, ("Securities Act") and am/are purchasing the Equity Shares in an "offshore transaction" as defined in Regulation S under the Securities Act, and pursuant to the applicable laws of the jurisdictions where those offers and sales are made, and have read and agree to the representations, warranties and agreements contained in the sections "Transfer Restrictions" and "Distribution and Solicitation Restrictions" of the Preliminary Offering Memorandum; (B) am/are not an affiliate of the Company, or a person acting on behalf of such affiliate; (C) understand that the Equity Shares are being offered in a transaction not involving any public offering in the United States; and (D) understand that the Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

FOR QIB BIDDERS: I/we confirm that the Bid size/maximum Equity Shares applied for by me/us do not exceed the relevant regulatory approvals/limits. I am/We are not prohibited from accessing capital markets under any order/ruling/judgment of any regulatory, judicial or any other authority, including Securities and Exchange Board of India ("SEBI") or under the provisions of any law, regulation or statute.

Further: 1) In accordance with ASBA process provided in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and as disclosed in the RHP, I/we authorise (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSBs (at Designated SCSBs Branches) or the RTAs (at the Designated RTA Locations) or the CDPs (at Designated CDP Locations), as the case may be, to do all acts as are necessary to make the application in the Offer, including uploading my/our Bid, blocking, unblocking of funds in the bank account of the applicant maintained with the SCSB as specified in the Bid cum Application Form or in the bank account of the Applicant linked with the UPI ID provided in the Bid cum Application Form, as the case may be, transfer of funds to the Public Offer Account on receipt of instruction from Registrar to the Offer or the Sponsor Bank, as the case may be, after finalisation of Basis of Allotment; and (b) the Registrar to the Offer or Sponsor Bank, as the case may be, to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalisation of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient for per the highest Bid option, the SCSB/Registrar to the Offer shall reject the application. 3) I/we hereby authorise the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSBs (at Designated SCSBs Branches) or CDPs (at Designated CDP locations) or the RTAs (at Designated RTA locations), as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

I/we hereby provide my/our consent to the Stock Exchanges / Sponsor Banks / NPCI / Registrar to the Offer for collecting, storing and usage validating my/our PAN details from the bank account where my / our amount is blocked by the relevant SCSBs.

I/we acknowledge that as per existing policy of the Government of India, OCBs cannot participate in the Offer. I am/We are not an OCB. For further details, see "Offer Procedure" and "Restrictions on Foreign Ownership of Indian Securities" on pages 396 and 411 respectively of the RHP.

INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM

- Name of sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the First Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form. The Bid means an 'indication to make an Offer' during the Bid/Offer period by a Bidder and not 'an Offer'.
- The First Bidder, should mention his/ her PAN allotted under the Income Tax Act, 1961, DP ID, Client ID and UPI ID (as applicable). Except for Bids by or on behalf of the Central or State Government and the officials appointed by the courts and by investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market and by persons residing in the state of Sikkim and any other category of Bidders including without limitation, multilateral bilateral institution, the Bidders, or in the case of Bid in joint names, the First Bidder (the first name under which the beneficiary account is held), should mention his/ her PAN allotted under the Income Tax Act, 1961. Any Bid cum Application Form without the PAN is liable to be rejected other than as specified above.
- Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar to the Offer will obtain Demographic Details registered with Depository Participants to be used, among other things, for Allotment, technical rejections or unblocking of ASBA Account. Hence, Bidders are advised to immediately update any change in their Demographic Details as appearing on the records of the Depository Participant to ensure accuracy of records. Please note that failure to do so could result in failure in Allotment of Equity Shares, delays in unblocking of ASBA Account at the Bidders' sole risk and neither the Members of the Syndicate nor the Registered Brokers nor the Registrar to the Offer or RTAs/CDPs or the SCSBs nor the Company nor the Selling Shareholders shall have any responsibility and undertake any liability for the same.
- Bid Lot and Price Band:** The face value of Equity Shares is ₹ 1/- each. The Price Band and the minimum Bid Lot have been decided by the Company and the Selling Shareholders in consultation with the Lead Managers and will be advertised in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where the Registered Office is located, each with wide circulation, at least two (2) Working Days prior to the Bid/Offer Opening Date and will be made available to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, the "Stock Exchanges" for the purpose of uploading on their respective websites in accordance with SEBI ICDR Regulations. In case of any revision to the Price Band, the Bid/Offer Period will be extended, by at least three (3) additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding ten (10) Working Days. In case of a force majeure, banking strike or similar circumstances, the Company and the Selling Shareholders may, in consultation with the Lead Managers, may for reasons to be recorded in writing extend the Bid/Offer Period for minimum three (3) working days subject to the Bid/Offer Period not exceeding ten (10) working days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice and also by indicating the changes on the respective websites of the Lead Managers and on the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.
- Maximum and Minimum Bid Size:** In case of RIBs, such number of Equity Shares in multiples of the minimum Bid Lot such that the Bid Amount does not exceed ₹ 200,000. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Offer Price, as determined at the completion of the Book Building Process. In case of Non-Institutional Bidders and QIB Bidders, the minimum Bid size shall be such number of Equity Shares in multiples of the minimum Bid Lot such that Bid Amount exceeds ₹ 200,000. The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws and mentioned in the RHP or Preliminary Offering Memorandum.
- Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
- Please tick investor status as applicable. Please ensure investor status is updated in your Depository records.
- Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted.** Eligible NRI bidding on a non-repatriation basis by using the Resident Bid cum Application Form are required to authorise their SCSB to confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism), block their Non-Resident Ordinary (NRO) Accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. All Bidders including the Eligible NRIs Bidding on a non-repatriation basis can obtain the Bid cum Application Form from the Registered and Corporate Office of the Company or from the Syndicate Member or CDPs or RTAs or Registered Brokers from the Bidding Centres. In accordance with applicable law and UPI Circulars, Bidders to please ensure that SCSB where the ASBA Account is maintained has notified at least one branch in the location where Bid cum Application Forms will be deposited by Designated Intermediaries.
- Please note that application made using third party UPI ID or third party ASBA Bank A/c. are liable to be rejected.
 - QIBs and Non-Institutional Investors cannot use UPI Mechanism to apply.
 - For RIBs applying using UPI.**
 - Please ensure that your Bank is offering UPI facility for Public Offers.
 - Please mention UPI ID clearly in CAPITAL LETTERS only.
 - Ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.
 - Eligible NRIs applying in the Offer through the UPI Mechanism, are advised to acquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application Form.
 - UPI ID cannot exceed 45 characters.
 - Please ensure that you are using your UPI ID only and not the UPI ID of any third party.
 - RIBs Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN.
 - For further details, see "Offer Procedure" on page 396 of the RHP.
- Only the First Bidder is required to sign the Bid cum Application Form/ Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Necessary revisions in the Bidders' undertaking and instructions will be required depending upon the jurisdiction in which the sale of shares is proposed.
- Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Member of the Syndicate, Registered Broker, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms; and c. Ensure that all applicable documents in support of the Bid are attached with the Bid cum Application Form.
- The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected.
- The Equity Shares have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A and referred to in this Red Herring Prospectus as "U.S. QIBs" (for the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S and pursuant to the applicable laws of the jurisdictions where those offers and sales are made.

You may be sent the RHP (if you are in India) or the Preliminary Offering Memorandum and the Offering Memorandum (if you are outside India) either in physical form or electronic form or both. You shall not distribute or forward these documents and these documents are subject to the disclaimers and restrictions contained in or accompanies in them.

Note: Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is also available on the respective websites of the Lead Managers and the Stock Exchanges.

TEAR HERE

COMPANY CONTACT DETAILS		REGISTRAR TO THE OFFER CONTACT DETAILS
DEVYANI INTERNATIONAL LIMITED Registered Office: F-2/7, Okhla Industrial Area, Phase-I, New Delhi 110 020, India; Tel: +91 011 4170 6720; Website: www.dil-rjcorp.com ; Corporate Office: Plot No. 18, Sector-35, Gurugram 122 004, Haryana, India; Contact Person: Anil Dwivedi, Company Secretary and Compliance Officer; E-mail: companysecretary@dil-rjcorp.com ; Corporate Identity Number: U15135DL1991PLC046758		Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India Tel: +91 22 4918 6200 E-mail: devyani ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance E-mail: devyani ipo@linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

This is an abridged prospectus containing salient features of the red herring prospectus dated July 26, 2021, (the "RHP"). You are encouraged to read greater details available in the RHP. Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONGWITH INSTRUCTIONS AND SIX PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this abridged prospectus ("Abridged Prospectus") and the general information document for investing in public offers ("GID") undertaken through the Book Building Process before applying in the Offer (as defined below). The investors are advised to retain a copy of the RHP/Abridged Prospectus for their future reference. You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges (as defined below), Members of the Syndicate, Registered Brokers, Collecting Depository Participants ("CDPs"), Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Bankers to the Offer, or Self Certified Syndicate Banks ("SCSBs"). You may also download the RHP from the websites of the Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in, the Stock Exchanges where the Equity Shares (as defined below) are proposed to be listed, i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, the "Stock Exchanges") at www.bseindia.com and www.nseindia.com, respectively and the Global Co-ordinator and Book Running Lead Managers ("GCBRLMs") at www.investmentbank.kotak.com, www.india.cla.com, www.edelweissfin.com and the Book Running Lead Manager ("BRLM") and together with GCBRLMs, the "Lead Managers") at www.motilaloswalgroup.com. This Abridged Prospectus may only be accessed by investors outside of India that have read the Preliminary Offering Memorandum of the Company dated July 26, 2021, a copy of which is available to eligible investors from the Lead Managers.

**DEVYANI INTERNATIONAL LIMITED**

Our Company was originally incorporated as 'Universal Ice Creams Private Limited' at New Delhi as a private limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated December 13, 1991 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("RoC"). Subsequently, the name of our Company was changed to 'Devyani International Private Limited' and a fresh certificate of incorporation dated June 7, 2000, was issued by the RoC. Thereafter, our Company was converted into a public limited company and consequently the name of our Company was changed to 'Devyani International Limited' and a fresh certificate of incorporation dated May 9, 2005 was issued by the RoC. For details in relation to the changes in the registered office of our Company, see "History and Certain Corporate Matters" beginning on page 166 of the RHP.

Registered Office: F-2/7, Okhla Industrial Area, Phase-I, New Delhi 110 020, India; **Tel:** 011 4170 6720; **Website:** www.dil-rjcorp.com;

Corporate Office: Plot No. 18, Sector-35, Gurugram 122 004, Haryana, India; **Contact Person:** Anil Dwivedi, Company Secretary and Compliance Officer;

E-mail: companysecretary@dil-rjcorp.com; **Corporate Identity Number:** U15135DL1991PLC046758

OUR PROMOTERS: RAVI KANT JAIPURIA, VARUN JAIPURIA AND RJ CORP LIMITED

INITIAL PUBLIC OFFER OF UP TO 10 EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH ("EQUITY SHARES") OF DEVYANI INTERNATIONAL LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ 10 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 10 PER EQUITY SHARE) AGGREGATING UP TO ₹ 100 MILLION COMPRISING A FRESH ISSUE OF UP TO 10 EQUITY SHARES AGGREGATING UP TO ₹ 4,400 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 155,333,330 EQUITY SHARES AGGREGATING UP TO ₹ 100 MILLION, COMPRISING UP TO 65,333,330 EQUITY SHARES AGGREGATING UP TO ₹ 100 MILLION BY DUNEARN INVESTMENTS (MAURITIUS) PTE. LTD. ("DUNEARN" OR "INVESTOR SELLING SHAREHOLDER") (SUCH EQUITY SHARES OFFERED BY DUNEARN, "DUNEARN OFFERED SHARES") AND UP TO 90,000,000 EQUITY SHARES AGGREGATING UP TO ₹ 100 MILLION BY RJ CORP LIMITED ("RJ CORP" OR "PROMOTER SELLING SHAREHOLDER", TOGETHER WITH THE INVESTOR SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS") (SUCH EQUITY SHARES OFFERED BY RJ CORP, THE "RJ CORP OFFERED SHARES", TOGETHER WITH DUNEARN OFFERED SHARES, "OFFERED SHARES") (SUCH OFFER BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, "THE OFFER").

THE OFFER INCLUDES A RESERVATION OF UP TO 550,000 EQUITY SHARES, AGGREGATING UP TO ₹ 100 MILLION CONSTITUTING UP TO 10% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS "NET OFFER". THE OFFER AND NET OFFER SHALL CONSTITUTE 10% AND 10%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, AN ENGLISH NATIONAL DAILY NEWSPAPER AND ALL EDITIONS OF JANSATTA, A HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF NEW DELHI, WHERE OUR REGISTERED OFFICE IS LOCATED, EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"), AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders may, in consultation with the Lead Managers, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Lead Managers and at the terminals of the Syndicate Members and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

PROCEDURE

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the GID from the Lead Managers or download it from the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com or from the websites of the Lead Managers at www.investmentbank.kotak.com, www.india.cla.com, www.edelweissfin.com and www.motilaloswalgroup.com.

ELIGIBILITY FOR THE OFFER

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended read with Regulation 31 of the SEBI ICDR Regulations, as amended through the Book Building Process and in compliance with Regulation 6(2) of the SEBI ICDR Regulations.

Whether the Company is compulsorily required to allot at least 75% of the net Offer to Qualified Institutional Buyers – Yes

INDICATIVE TIMELINE

BID/ OFFER OPENS ON ⁽¹⁾	Wednesday, August 4, 2021	Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account	On or about Thursday, August 12, 2021
BID/OFFER CLOSES ON	Friday, August 6, 2021	Credit of Equity Shares to demat accounts of Allottees	On or about Friday, August 13, 2021
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Wednesday, August 11, 2021	Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Monday, August 16, 2021

(1) Our Company and the Selling Shareholders in consultation with the Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 27 of the RHP.

PRICE INFORMATION OF BRLMS

Issue Name	Name of Merchant Banker	+/- % change in closing price, +/- % change in closing benchmark		
		30 th calendar days from listing	90 th calendar days from listing	180 th calendar days from listing
Clean Science and Technology Limited	Kotak	-	-	-
G R Infraprojects Limited	Kotak, Motilal	-	-	-
Krishna Institute of Medical Sciences Limited	Kotak	-	-	-
Sona BLW Precision Forgings Limited	Kotak	+45.45%, [+0.42%]	-	-
Macrotech Developers Limited	Kotak, Edelweiss	+30.22%[+5.21%]	+75.43%[+10.89%]	-
Home First Finance Company India Limited	Kotak	+4.98%[+1.97%]	-5.64%[-1.05%]	-
Zomato Limited	Kotak	-	-	-
Burger King India Limited	Kotak, CLSA, Edelweiss	+146.50%, [+7.41%]	+135.08%, [+10.86%]	+168.25%, [+16.53%]
Stove Kraft Limited	Edelweiss	30.68% [0.09%]	28.92% [-2.05%]	-
Indigo Paints Limited	Kotak, Edelweiss	+75.72% [4.08%]	+55.40% [-0.11%]	-
Equitas Small Finance Bank Limited	Edelweiss	5.45% [12.34%]	19.55% [16.84%]	68.18% [25.38%]
Mazagon Dock Shipbuilders Limited	Edelweiss	18.90% [5.87%]	52.90% [20.25%]	45.79% [24.34%]
Powergrid Infrastructure Investment Trust	Edelweiss	14.00% [7.64%]	-	-

Notes : 1. Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Lead Manager with common issues disclosed once.

For further details, please refer to price information of past issued handled by Lead Managers starting on page 380 of the RHP.

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS			BOOK RUNNING LEAD MANAGER
Kotak Mahindra Capital Company Limited Tel: +91 22 4336 0000 E-mail: dil.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com	CLSA India Private Limited Tel: +91 22 6650 5050 E-mail: devyani.ipo@clsa.com Investor Grievance E-mail: investor.helpdesk@clsa.com	Edelweiss Financial Services Limited Tel: +91 22 4009 4400 E-mail: dil.ipo@edelweissfin.com Investor Grievance E-mail: customerservice.mb@edelweissfin.com	Motilal Oswal Investment Advisors Limited Tel: +91 22 7193 4380 E-mail: devyani.ipo@motilaloswal.com Investor Grievance E-mail: moiaplredressal@motilaloswal.com

Name of Syndicate Members	Kotak Securities Limited, Edelweiss Securities Limited and Motilal Oswal Financial Services Limited
Registrar to the Offer	Link Intime India Private Limited; Tel: +91 22 49186200; E-mail: devyani.ipo@linkintime.co.in; Investor Grievance E-mail: devyani.ipo@linkintime.co.in
Joint Statutory Auditors	APAS & Co. LLP, Chartered Accountants and Walker Chandiok & Co LLP, Chartered Accountants
Name of Credit Rating Agency and grading obtained, Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks, Syndicate SCSB Branches and mobile applications enabled for UPI mechanism	<p>The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RII using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.</p> <p>In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35as updated from time to time.</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time</p>

Registered Brokers	Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com/ , as updated from time to time.
Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable:	The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , respectively, as updated from time to time.

PROMOTER OF OUR COMPANY

The Promoters of our Company are: Ravi Kant Jaipuria, Varun Jaipuria, and RJ Corp Limited.

- 1. Ravi Kant Jaipuria**, is a Non-Executive Director and Chairman of the Board of our Company and has over three decades of experience in conceptualizing, executing, developing and expanding food, beverages and dairy business in South Asia and Africa.
- 2. Varun Jaipuria**, is a Non-Executive Director of our Company. He attended Millfield School, Somerset, England and attended a degree course in international business from the Regent's University, London. He has 12 years of experience in the soft drinks industry and has also completed a program for leadership development at the Harvard Business School.
- 3. RJ Corp Limited (RJ Corp)** : RJ Corp was incorporated on March 1, 1980 as Cheers Beverages Private Limited, a private limited company under the Companies Act, 1956 with the RoC. Its registered office is situated at F-2/7, Okhla Industrial Area, Phase-I, New Delhi 110 020. RJ Corp is currently engaged in running franchise of a sports brand, trading in ice-cream and milk products, and investment activities in group and other companies.

For details in respect of the Promoter, see “*Our Promoter and Promoter Group*” beginning on page 192 of the RHP.

OUR BUSINESS OVERVIEW AND STRATEGY

Business Overview : We are the largest franchisee of Yum Brands in India and are among the largest operators of chain quick service restaurants (“QSR”) in India (*Source: GlobalData Report*), on a non-exclusive basis, and operate 655 stores across 155 cities in India, as of March 31, 2021, and 696 stores across 166 cities in India, as of June 30, 2021. Yum! Brands Inc. operates brands such as KFC, Pizza Hut and Taco Bell brands and has presence globally with more than 50,000 restaurants in over 150 countries, as of December 31, 2020. In addition, we are a franchisee for the Costa Coffee brand and stores in India. Our business is broadly classified into three verticals that includes stores of KFC, Pizza Hut and Costa Coffee operated in India (KFC, Pizza Hut and Costa Coffee referred to as “**Core Brands**”, and such business in India referred to as the “**Core Brands Business**”); stores operated outside India primarily comprising KFC and Pizza Hut stores operated in Nepal and Nigeria (“**International Business**”); and certain other operations in the F&B industry, including stores of our own brands such as Vaango and Food Street (“**Other Business**”). Revenue from our Core Brands Business, together with our International Business, represented 83.01%, 82.94% and 94.19% of our revenue from operations in Fiscals 2019, 2020 and 2021, respectively.

Strengths : 1) Portfolio of highly recognized global brands catering to a range of customer preferences; 2) Multi-dimensional comprehensive QSR player; 3) Presence across key consumption markets with a cluster-based approach; 4) Cross brand synergies with operating leverage; 5) Disciplined financial approach with focus on cash flows and returns; 6) Distinguished Board and experienced senior management team.

Strategies : 1) Strategically expand store network of our Core Brands Business; 2) Continue to improve unit-level performance; 3) Focus on delivery channel for Core Brands; 4) Invest in technology and focus on our digital capabilities.

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1	Ravi Kant Jaipuria	Non-Executive Director and Chairman	He is our Company's promoter and has over three 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 a business leader.
2	Varun Jaipuria	Non-Executive Director	He has 12 years of experience in the soft drinks industry and has also completed a program for leadership development at the Harvard Business School. He has been a Director on our Board since November 13, 2009.
3	Raj Pal Gandhi	Non-Executive Director	He has over 28 years of experience with our group company and has been instrumental in strategizing our diversification, expansion, mergers and acquisitions, capex funding and institutional relationship. He has been a Director on our Board since August 13, 2007.
4	Virag Joshi	Whole-time Director (President & CEO)	He has been a key strategist in expansion of Pizza Hut, KFC, Costa Coffee outlets from a small base of five restaurants in 2002 to 600 plus outlets. He has been a Director on our Board since November 10, 2004.
5	Manish Dawar	Whole-time Director and Chief Financial Officer	He is a chartered accountant and has worked in various corporate setups including Reebok India, Reckitt Benckiser, Vedanta, DEN Networks Limited, and Vodafone India Limited. He has been a Director on our Board since February 17, 2021.
6	Ravi Gupta	Independent Director	He holds bachelor's and master's degree in commerce from University of Delhi and was employed as Associate Professor in commerce department of Shri Ram College of Commerce, University of Delhi. He has been Director on our Board since April 6, 2018.
7	Rashmi Dhariwal	Independent Director	She holds a bachelor's degree in arts from the University of Delhi and attorney-at-law from the Calcutta High Court. She has been a Director on our Board since April 6, 2018.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

8	Naresh Trehan	Independent Director	He is a certified thoracic and cardiac surgeon by the American Board of Thoracic Surgery. He was awarded Padma Bhushan Award in 2001 by the Government of India. He has been a Director on our Board since April 21, 2021.
9	Girish Kumar Ahuja	Independent Director	He holds a bachelor's and master's degree in commerce from the University of Delhi. He is a qualified and practicing chartered accountant for the past 45 years. He has been a Director on our Board since April 21, 2021.
10	Pradeep Khushalchand Sardana	Independent Director	He holds a bachelor's degree in mechanical engineering from the Indian Institute of Technology, Delhi. He has 19 years of industry experience and was previously associated with PepsiCo. He has been a Director on our Board since April 21, 2021.

For further details in relation to our Board of Directors, see "Our Management" beginning on page 176 of the RHP.

OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 4,400 million by our Company and an Offer for Sale of up to 155,333,330 Equity Shares aggregating up to ₹ [●] million, comprising up to 65,333,330 Equity Shares by Duneam aggregating up to ₹ [●] million and up to 90,000,000 Equity Shares by RJ Corp.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as follows:

(₹ in million)

Particulars	Amount to be funded from the Net Proceeds	Estimated deployment of the Net Proceeds in Fiscal 2022
Repayment/prepayment of all or certain borrowings of our Company	3,240.00	3,240.00
General corporate purposes ⁽¹⁾	[●]	[●]
Total	[●]	[●]

(1) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds.

Means of Finance

The fund requirements for the Objects are proposed to be entirely funded from the Net Proceeds and hence, no amount is proposed to be raised through any other means of finance. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VIII and Regulation 7(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of Convertible Security, if any: Not Applicable

Name of Monitoring Agency: Axis Bank Limited

Shareholding Pattern as on the date of the RHP:

Category of shareholder	Number of Shares held	Shareholding as a % of total pre-Offer paid up Equity Share capital
Promoter and Promoter Group*	874,339,464	75.79
Public	279,295,526	24.21
Total	1,153,634,990	100.00

*Promoter Group does not hold Equity Shares as of the date of the RHP.

Number of Equity Shares proposed to be sold by Selling Shareholder:

Name of the Selling Shareholder	Number of Equity Shares proposed to be sold
Duneam	Up to 65,333,330 Equity Shares
RJ Corp	Up to 90,000,000 Equity Shares

RESTATED FINANCIAL STATEMENTS

Summary of Restated Consolidated Financial Information

(All amounts in million of Indian Rupees, unless otherwise stated)

Particulars	Financial Year ended March 31, 2021	Financial Year ended March 31, 2020	Financial Year ended March 31, 2019
Revenue from operations	11,348.38	15,163.86	13,105.98
Restated loss before exceptional items and tax	(1,392.76)	(1,114.89)	(711.36)
Restated loss for the year	(629.87)	(1,214.18)	(941.44)
Basic earnings per share (₹)	(0.50)	(1.14)	(0.75)
Diluted earnings per share (₹)	(0.50)	(1.14)	(0.75)

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Equity share capital	1,153.63	1,061.67	1,061.67
Other equity	(15.90)	(2,952.68)	(1,764.05)
Non-controlling interests	(419.15)	(391.14)	(509.61)
Total equity	718.58	(2,282.15)	(1,211.99)
Return on net worth	(48.52%)	NA*	NA*
Net Asset Value per Equity Share (in ₹)	1.03	(1.78)	(0.66)

* Not Applicable since Company has loss and negative net worth in the relevant periods

For further details, see "Restated Consolidated Financial Statements" on beginning on page 205 of the RHP.

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP. Please also refer to the section titled "Risk Factors" on page 27 of the RHP.

- 1) The current and continuing impact of the ongoing COVID-19 pandemic on our business and operations has been significant. The impact of the pandemic on our operations in the future, including its effect on the ability or desire of customers to dine in stores, is uncertain and may be significant and continue to have an adverse effect on our business prospects, strategies, business, operations, our future financial performance, and the price of our Equity Shares.
- 2) We rely on our arrangements with Yum for our KFC and Pizza Hut stores that comprise a significant majority of our business, and a termination of or inability to renew these arrangements, will have a material adverse effect on our business, results of operations and financial condition.
- 3) We rely on the Costa IDA with Costa for our Costa Coffee stores and a termination of or material modification to the existing terms of the Costa IDA will materially and adversely affect our ability to continue our Costa business and operations and our future financial performance.
- 4) We have incurred losses in Fiscals 2019, 2020 and 2021, resulting in erosion of our net worth. In the event our net loss continues to increase, it may adversely affect our business and financial condition.
- 5) Our Statutory Auditors have included certain adverse remarks/ qualifications/ matters of emphasis in our Audited Consolidated Financial Statements.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION
A. Total number of outstanding litigations/ regulatory action against the Company and amount involved:

Type of Proceedings	No. of cases	Amount involved (in million)*
Litigation against our Company	35	1.21
Indirect tax matters	8	19.45
Direct tax matters	8	0.28

*to the extent quantifiable

B. Top 5 material outstanding litigation/regulatory action against the Company:

Sr. No.	Particulars	Litigation filed by	Current Status	Amount involved (in million)*
1.	An FIR was filed under Sections 406, 272 and 273 of the Indian Penal Code, 1860 in the Jorhat police station on October 16, 2020 alleging that the chicken served to him and to other customers at KFC, Jorhat was rotten and sought an inquiry into the quality of the food served at the establishment. Subsequently, the investigating officer issued a notice for examination under Section 41(A) of the Code of Criminal Procedure, 1973 ("CrPC") to Subrata Chakraborty, the Regional Manager (Operations) for KFC, Gauhati (employee of our Company) and others. On receipt of such notice, Subrata Chakraborty filed a criminal petition under Section 482 of the CrPC before the Gauhati High Court to quash the FIR, submitting that the allegations made in the FIR are false and baseless and the alleged items had not been properly examined under the Food Safety and Standards Act, 2006 ("FSSA"), and the police had no power to investigate the matter without a judicial order. The Gauhati High Court, by its order dated December 2, 2020 directed that no coercive order shall be taken against Subrata Chakraborty till the returnable date.	Ashim Borah	Outstanding	-
2.	Mr. Ranjeet Singh filed an FIR under Section 3 of the Delhi Prevention of Defacement of Public Property, 2007 with the Saket police station on December 31, 2019 against Partner/ Director of Pizza Hut located at 9 Community Centre, PVR Saket, New Delhi, alleging that our Company has displayed the signage of Pizza Hut in violation of the permissible size allowed by the South Delhi Municipal Corporation. Thereafter, a trial has been initiated pursuant to the FIR. The matter is currently pending in the Saket District Court.	Mr. Ranjeet Singh	Outstanding	-

Sr. No.	Particulars	Litigation filed by	Current Status	Amount involved (in million)*
3.	A complaint was filed before the Adjudication Officer cum Additional District Magistrate, Mathura alleging that the sample of Sambar Masala (packed) was misbranded and in contravention of the FSSA and rules notified thereunder. The FSO Mathura conducted an inspection of Company's premises at Food Court, Expressway, Noida on August 4, 2016 and collected the sample of Sambar Masala (packed) and sent it for analysis. The food analyst in its report dated September 06, 2016 opined that the sample was misbranded. The Adjudication officer cum Additional District Magistrate passed an order dated May 7, 2018 imposing a penalty of ₹ 0.10 million on Mr. Virender Singh and ₹ 0.30 million on our company (the "Impugned Order"). Our Company filed an appeal before the Session Judge, Agra, Uttar Pradesh (the "Appeal"). The Session Judge, Agra by its order dated April, 23, 2019 admitted the Appeal and stayed the execution of the Impugned Order subject to deposition of 50% of the penalty amount, which was duly paid by the Company.	Uttar Pradesh through the Food Safety Officer, Mathura ("FSO Mathura")	Outstanding	0.40
4.	A complaint was filed alleging that the sample of 'Crushed Red Chilly' was 'substandard' and 'misbranded' and in contravention of the FSSA and rules notified thereunder. The FSO Delhi conducted an inspection of our Company's premises at Pizza Hut, M-20, Connaught Place, New Delhi on September 16, 2011 and sent the sample for analysis. The food analyst in its report dated September 26, 2011 opined that the sample of 'Crushed Red Chilly' was substandard as its non-volatile ether content was less than the minimum prescribed limit. Subsequently, in its order dated May 7, 2013 ("May 2013 Order"), the Additional District Magistrate, Jamnagar imposed a penalty of ₹ 0.30 million on our Company. Our Company filed an appeal before the Food Safety Appellate Tribunal, New Delhi ("FSAT Delhi") challenging the May 2013 Order on the grounds, inter alia, that the accused was only responsible for using the 'Crushed Red Chilly' and not manufacturing the same. The FSAT Delhi passed an order dated February 19, 2019 remanding the case back to the Additional District Magistrate, Jamnagar for passing a reasoned order since the May 2013 Order did not contain any finding on the contention raised by the appellants herein.	Food Safety Officer, Delhi ("FSO Delhi")	Outstanding	0.30
5.	A complaint has been filed before the Court of Additional District Magistrate alleging that the sample of 'Fusilli Barilli (Pasta)' was misbranded and was in contravention of the FSSA and rules notified thereunder. The FSO Delhi conducted an inspection of our Company's premises at one of the stores of the Company in Laxmi Nagar, Delhi on June 21, 2018 and sent the sample for analysis. The food analyst in its report dated July 4, 2018 opined that the sample of 'Fusilli Barilli (Pasta)' was misbranded. Subsequently, Bipin Kumar Maurya has filed a reply challenging the complaint on the grounds that, inter alia, the product was not manufactured and only used by the accused and thus, the complaint shall be dismissed. An order was passed by the ADM on June 2, 2021 ("June Order") imposing a penalty of ₹ 50,000 on our Company and its employees. Our Company has filed an appeal dated July 15, 2021 before Food Safety Appellate Tribunal ("FSAT") against the June Order and a stay was ordered against the June Order.	Food Safety Officer, New Delhi ("FSO Delhi")	Outstanding	0.05

*to the extent quantifiable

For further details, see "Outstanding Litigation and Material Developments" beginning on page 359 of the RHP.

D. **Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoter in last 5 financial years including outstanding action:** Nil

E. **Brief details of outstanding criminal proceedings against our Promoter:** Nil

For further details, see "Outstanding Litigation and Material Developments" beginning on page 359 of the RHP.

ANY OTHER IMPORTANT INFORMATION AS PER THE LEAD MANAGERS / COMPANY - NIL

DECLARATION BY THE COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

We hereby confirm that all statements, disclosures and undertakings specifically made by us in the Red Herring Prospectus in relation to ourselves are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in the Red Herring Prospectus.

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IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS (RHP)

BIDDER'S UNDERTAKING FOR REVISION FORM

I/We (on behalf of joint Bidders, if any) confirm that the Acknowledgement Slip for my/our Bids is enclosed for the revisions which are being requested. I/We agree to be bound by all the terms & conditions mentioned in the Bid Cum Application Form submitted earlier by me/us. I/We (on behalf of joint Bidders, if any) authorise you to reject this Bid Revision Form, in case any of the details of my/our existing Bids as appearing on the electronic book building system do not tally with the details given in this Bid Revision Form.

INSTRUCTIONS FOR FILLING UP THE REVISION FORM

- Name of sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The Bid means an 'indication to make an Offer' and not 'an Offer'.
- Please ensure that the Bid options provided are in the same order as that provided in the Bid Cum Application Form submitted earlier.
- In case there is no change in the particular Bid option, please write "NO CHANGE". In case you want to cancel the Bid option, please write "CANCELLED".
- Total Bid Amount payable must be calculated for the highest of three options, at Bid Price. Total Bid Amount to be paid must be calculated net of total amount paid at the time of submission of Bid cum Application Form. Bidders, please ensure that your Bank has notified an SCSB Branch in the city where the Bid cum Application Form is being submitted.
- Revision of Bids in case of Revision of Price Band:** In case of an upward revision in the Price Band, RIBs who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price), with the SCSBs/ members of the Syndicate/Registered Brokers/RTA/CDPs to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, shall be adjusted downwards for the purpose of Allotment, such that no additional amount would be required to be blocked and the Bidder is deemed to have approved such revised Bid at Cut-off Price. In case of a downward revision in the Price Band, announced as above, RIBs who have bid at Cut-off Price, could either revise their Bid or the excess amount blocked at the time of bidding would be unblocked from the ASBA Account after the Allotment is finalised.
- Only the First Bidder is required to sign the Bid Cum Application Form/Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Applicants should specify only his/her ASBA bank account or UPI ID linked with his/her own bank account in case of sole Bidder and ASBA bank account or UPI ID linked with the bank account of First Bidder in case of joint Bidder, in the application form. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Signature of the ASBA Account holder is mandatory.
- Please note that application made using third party UPI ID or third party ASBA Bank A/c are liable to be rejected.
 - QIBs and Non-Institutional Investors cannot use UPI Mechanism to apply.
 - For RIBs applying using UPI.**
 - Please ensure that your Bank is offering UPI facility for Public Offers.
 - Please mention UPI ID clearly in CAPITAL LETTERS only.
 - Ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlid=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlid=43>) respectively, as updated from time to time.
 - Eligible NRIs applying in the Offer through the UPI Mechanism, are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application Form.
 - UPI ID cannot exceed 45 characters.
 - Please ensure that you are using your UPI ID only and not the UPI ID of any third party.
 - RIBs Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN.
 - For further details, see "Offer Procedure" on page 396 of the RHP.
- Other Instructions:** a. Revision to Bids must be made only in the prescribed Revision Form, as applicable; b. Revision Form must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Member of the Syndicate/ SCSBs/Registered Brokers/RTA/CDPs will not be liable for errors in data entry due to incomplete or illegible Revision Forms; c. Ensure that Acknowledgment Slip for your Bid and any other applicable documents in support of the revision are attached with the Revision Form; and d. Bidders shall only be required to issue instruction to block the revised amount in excess of their original blocked amount based on the cap of the revised Price Band upon an upward revision of their Bid.
- Revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

OFFER STRUCTURE

Particulars	Eligible Employees [*]	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation ⁽²⁾	Up to 550,000 Equity Shares	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	The Employee Reservation Portion shall constitute up to [●] % of the Offer Size	Not less than 75% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not more than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and RIBs	Not more than 10% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment if respective category is oversubscribed [*]	Proportionate [*]	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Proportionate	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see "Offer Procedure" beginning on page 396 of the RHP.
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹ 500,000	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply ⁽³⁾	Eligible Employees (such that the Bid Amount does not exceed ₹ 500,000)	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAL, provident funds with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices including FPIs which are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of Payment	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾ In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process (except for Anchor Investors)			

^{*} Assuming full subscription in the Offer.

^{*} Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ 500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Further, an Eligible Employee Bidding in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

(1) Our Company and the Selling Shareholders may, in consultation with the Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.

(2) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and under the SEBI ICDR Regulations.

(3) If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under "Offer Procedure - Bids by FPIs" on pages 400 of the RHP and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

**COMMON BID
REVISION
FORM**

DEVYANI INTERNATIONAL LIMITED - INITIAL PUBLIC OFFER - R
Registered Office: F-2/7, Okhla Industrial Area, Phase-I, New Delhi 110 020, India; Tel: 011 4170 6720; Website: www.dil-rjcorp.com;
Corporate Office: Plot No. 18, Sector-35, Gurugram 122 004, Haryana, India;
Contact Person: Anil Dwivedi, Company Secretary and Compliance Officer; E-mail: companysecretary@dil-rjcorp.com;
Corporate Identity Number: U15135DL1991PLC046758

FOR RESIDENT INDIAN INVESTORS INCLUDING
RESIDENT QIBs, NON-INSTITUTIONAL BIDDERS,
RETAIL INDIVIDUAL BIDDERS AND ELIGIBLE NRIs
APPLYING ON A NON-REPATRIATION BASIS

DEVYANI
INTERNATIONAL LIMITED

To,
The Board of Directors
DEVYANI INTERNATIONAL LIMITED

100% BOOK BUILT OFFER
ISIN : INE872J01023
LEI No.: 335800QL2YIWJ1DFK350

**Bid cum
Application
Form No.**

MEMBERS OF THE SYNDICATE STAMP & CODE	REGISTERED BROKER / SCSB / CDP / RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER Mr. /Ms./M/s. _____ Address _____ _____ Email _____ Tel. No. (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	
2. PAN OF SOLE / FIRST BIDDER _____		
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID		

PLEASE CHANGE MY BID

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)											
	(In Figures)								(In Figures Only)											
	8	7	6	5	4	3	2	1	Bid Price			Retail Discount			Net Price			"Cut-off" (Please ✓ tick)		
Option 1									3	2	1	3	2	1	3	2	1	<input type="checkbox"/>		
(OR) Option 2																		<input type="checkbox"/>		
(OR) Option 3																		<input type="checkbox"/>		

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)											
	(In Figures)								(In Figures Only)											
	8	7	6	5	4	3	2	1	Bid Price			Retail Discount			Net Price			"Cut-off" (Please ✓ tick)		
Option 1									3	2	1	3	2	1	3	2	1	<input type="checkbox"/>		
(OR) Option 2																		<input type="checkbox"/>		
(OR) Option 3																		<input type="checkbox"/>		

6. PAYMENT DETAILS [IN CAPITAL LETTERS]										PAYMENT OPTION : FULL PAYMENT <input checked="" type="checkbox"/>									
Additional Amount Blocked (₹ in figures) _____ (₹ in words) _____																			
ASBA Bank A/c No. _____																			
Bank Name & Branch _____																			
UPI ID (Maximum 45 characters) _____																			

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM, THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDER'S UNDERTAKING" AS GIVEN ALONG WITH THE BID CUM APPLICATION FORM. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE / FIRST BIDDER	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	MEMBERS OF THE SYNDICATE / SUB - SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA / AGENT STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : _____, 2021	I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer. 1) _____ 2) _____ 3) _____	

TEAR HERE

DEVYANI INTERNATIONAL LIMITED	DEVYANI INTERNATIONAL LIMITED BID REVISION FORM - INITIAL PUBLIC OFFER - R	Acknowledgement Slip for Members of the Syndicate / Sub-Syndicate Member / Registered Broker / SCSB / CDP / RTA / Agent	Bid cum Application Form No.
DPID / CLID			
Additional Amount Blocked (₹ in figures)	ASBA Bank A/c No./UPI ID		
Bank Name & Branch			
Received from Mr./Ms./M/s.			
Telephone / Mobile	Email		

TEAR HERE

DEVYANI INTERNATIONAL LIMITED - BID REVISION FORM - INITIAL PUBLIC OFFER - R	Option 1	Option 2	Option 3	Stamp & Signature of Members of the Syndicate / Sub-Syndicate Member / Registered Broker / SCSB / CDP / RTA / Agent _____ _____ _____	Name of Sole / First Bidder _____ _____ _____
	No. of Equity Shares				
	Bid Price				
	Additional Amount Blocked (₹ in figures)				
ASBA Bank A/c No. /UPI ID	Acknowledgement Slip for Bidder _____ _____ _____				
Bank Name & Branch	Bid cum Application Form No.				

Important Note : Application made using third party UPI ID or ASBA Bank A/c are liable to be rejected.

TEAR HERE - PLEASE FILL IN BLOCK LETTERS