

# NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE is hereby given that the 8th Annual General Meeting of the members of Coffee Day Enterprises Limited will be held at Taj Vivanta, No. 2275, Tumkur Road, Yeshwantpur, Bengaluru- 560022, on Wednesday, September 14th, 2016 at 11:00 AM to transact the following businesses:**

## **ORDINARY BUSINESS:**

**Item No. 1** To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31st, 2016, together with the reports of the Board of Directors and Auditors there on.

**Item No. 2** To re-appoint a Director in place of Mr. Sanjay Nayar (DIN: 00002615) who retires by rotation and being eligible offers himself for re-appointment.

**Item No. 3** Ratification of appointment of Statutory Auditors and fixing their remuneration.

To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, pursuant to the recommendation of the Audit Committee and that of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on 30th September 2014, the appointment of B.S.R & Co LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) as Auditors of the Company to hold office from the conclusion of the eighth Annual General Meeting (AGM) till the conclusion of the ninth AGM, be and is hereby ratified and that board be and is hereby authorized to fix such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

## **SPECIAL BUSINESS:**

**Item No. 4** Issue of Non-Convertible Debentures on a Private Placement Basis – To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013

(‘the Act’), Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals, as may be required from regulatory authorities from time to time, consent of the Members be and is hereby accorded to the Board of Directors/Committee of Directors to offer, issue and allot, in one or more tranches Secured or Unsecured Non-convertible Debentures/Bonds on private placement basis during the Financial Year 2016-2017, for an amount not exceeding Rs. 5,500,000,000/- (Rupees Five Hundred Fifty Crores only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board/Committee of Directors to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person/persons as the Board/Committee of Directors may decide so, however that the aggregate amount of funds to be raised by issue of Non-convertible Debentures/Bonds shall not exceed Rs. 550 Crores

**RESOLVED FURTHER THAT** in connection with the above, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By Order of the Board  
**For Coffee Day Enterprises Limited**

**Sd/-**  
**Sadananda Poojary**  
Company Secretary & Compliance Officer  
FCS:5223

Date: May 20th, 2016  
Registered Office:  
23/2, Coffee Day Square  
Vittal Mallya Road  
Bangalore-560001  
CIN: L55101KA2008PLC046866

**NOTES**

**1.** Information under Regulation 36 of the Listing Obligations and Disclosure requirements, 2015 relating to Directors proposed to be appointed/re-appointed are provided in Annexure to this Notice.

**2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN HIS/HER STEAD AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS ETC. MUST BE ACCOMPANIED BY APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.**

**3.** A statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts in respect of Special Business under item No. 4 is annexed hereto.

**4.** The business set out in the Notice will be transacted through E-voting system through NSDL. Complete details of the instructions for E-voting are annexed to this Notice. In accordance with Regulation 44 of Listing Obligations and Disclosure requirements (LODR) the Company has provided the facility for voting through physical ballot for shareholder who do not have access to internet. Facility for voting through tablet will also be provided to the shareholders at the Meeting who have not cast their Ballot either through Ballot Paper or e-Voting.

**5.** Change of Address: Members are requested to notify any change of address and bank details

to their depository participants in respect of their holdings in electronic form.

**6.** 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 the PAN to their Depository Participants with whom they are maintaining their demat account(s).

**7.** Copies of the Annual Report 2015-16, the Notice of the 8th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode only to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

**8.** Members may also note that the Notice of the 8th Annual General Meeting and the Annual Report 2015-16 will be available on the Company's website, [www.coffeeday.com](http://www.coffeeday.com).

**9.** Shareholders, intending to require information about the Financial Accounts to be approved at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.

**10.** The Company has designated an exclusive e-mail id viz., [investors@coffeeday.com](mailto:investors@coffeeday.com) to enable investors to register their complaints/queries, if any.

**11.** The Annual Report of the Company for the year ended March 31, 2016 along with Notice, process and manner of remote e-voting, Attendance Slip and Proxy form are being sent by e-mail to those members who have registered their e-mail address with the Company or with their Depository Participant or Registrar and Share Transfer Agents of the Company. Members who are desirous to have a physical copy of the Annual Report should send a request to the company e-mail id viz., [investors@coffeeday.com](mailto:investors@coffeeday.com) clearly mentioning their Folio number/DP and Client ID.

**12.** The Relevant documents that are referred to in the accompanying Notice and the Explanatory Statements are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Bank Holidays), during business hours, up to the date of the Meeting.

**13.** Voting through electronic means Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited(NSDL)

**14. Information and other instructions relating to remote e-voting are as under:**

**i.** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of LODR, the Company is pleased to provide members within the facility to exercise their right to vote on resolutions proposed to be considered at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by the National Securities Depository Limited (NSDL).

**ii.** The facility for voting through tablet shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Tablet.

**iii.** The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**iv.** The remote e-voting period commences on 11th September, 2016 (9:00 am) and ends on 13th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**v. The process and manner for remote e-voting are as under:**

**A. In case a Member receives an email from NSDL [for members whose email IDs are**

**registered with the Company/Depository Participants(s)] :**

**a.** Open email and open PDF file viz; "Coffee Day remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

**b.** Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

**c.** Click on Shareholder - Login

**d.** Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

**e.** Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**f.** Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

**g.** Select "REVEN" of Coffee Day Enterprises limited.

**h.** Now you are ready for remote e-voting as the Cast Vote page opens.

**i.** Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.

**j.** Upon confirmation, the message "Vote cast successfully" will be displayed.

**k.** Once you have voted on the resolution, you will not be allowed to modify your vote.

**l.** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with an attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [harshavardhan@hrbandco.in](mailto:harshavardhan@hrbandco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives a physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requests for a physical copy] :**

**a.** Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :  
REVEN (Remote e-voting Event Number) USER ID  
PASSWORD/PIN

**b.** Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast your vote.

**vi.** For queries, you may refer to the (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

**vii.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

**viii.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**ix.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7th September, 2016.

**x.** Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 7th September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**xi.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

**xii.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through tablet.

**xiii.** Mr. Harshavardhan.R.Boratti, Company Secretary in practice (Membership No. 31152) M/s. HRB & Co., has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

**xiv.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of tablet for members present at the AGM but have not cast their votes by availing the remote e-voting facility.

**xv.** The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**xvi.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.coffeeday.com](http://www.coffeeday.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and The NSE of India Limited.

**DETAILS OF THE DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015)**

<b>Name of the Director</b>	<b>Sanjay Omprakash Nayar</b>
Date of Birth/Age	13.10.1960/55 year
Date of Appointment on the Board	30.03.2010
Qualification	B.E;PGDM

Brief profile and nature of their expertise in specific functional areas	<b>Sanjay Omprakash Nayar</b> , 55, is a Non-Executive of our Company. He holds a bachelors degree in science (mechanical engineering) from University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He is currently the chief executive officer of KKR India Advisors Private Limited. Prior to joining KKR India Advisors Private Limited in 2009, he has worked with Citigroup for nearly 24 years where he was the chief executive officer for India operations for the period from 2002 to 2009.
Directorship held in other Companies	19*
Memberships/Chairmanships of committees across all other companies	—
Shareholding in the Company	—
* List of Companies being part of the Corporate Governance Report	

#### Statement to Be Annexed to the Notice

Pursuant to Section 102 Of the Companies Act, 2013

#### Item No. 4 Issue of Non-Convertible Debenture on Private Placement Basis:

NCD'S/Bonds/Other instruments including commercial paper issued on private placement basis is one of the important & cost effective source of borrowing of the Company, The Company with the intention to restructure its debt capital by repaying the existing debt, may raise NCD's during FY 2016-17, the Board of Directors of the Company at its meeting held on 20th May, 2016 subject to the approval of Members in the general meeting proposed to issue Non-convertible Debentures/Bonds to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Directors.

The amount to be raised by way of issue of Non-convertible Debentures on a private placement basis however shall not exceed Rs. 550 crores (Rs. Five Hundred and Fifty Crores) only in aggregate.

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, allows a company to pass a special resolution once in a year for all the offer or invitation for non-

convertible debentures to be made during the year through a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to authorize the Board (including any Committee of the Board) to issue Non-convertible Debentures/Bonds during the FY 2016-17 on private placement basis upto Rs. 550 crores as stipulated above, in one or more tranches.

The Board recommends the Special Resolution set forth in Item NO.4 of the Notice for approval of the Members. None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board  
**For Coffee Day Enterprises Limited**

Date: May 20th, 2016

#### Registered Office:

23/2, Coffee Day Square

Vittal Mallya Road

Bangalore-560001

CIN: L55101KA2008PLC046866

Sd/-

**Sadananda Poojary**

Company Secretary & Compliance Officer F5223

**Coffee Day Enterprises Limited**  
**CIN: L55101KA2008PLC046866**  
**Registered Office:**  
**23/2, Coffee Day Square Vittal Mallya Road**  
**Bangalore-560001 Ph: +91 80 40012345**  
**Fax:+ 91 80 40012650**  
**Website : www.coffeeday.com :: e-mail ID : investors@coffeeday.com**

**ATTENDANCE SLIP**

NAME & ADDRESS OF THE SHAREHOLDER:	Folio No:
	DP ID:
	Client ID:
	No. of Shares:

I hereby record my presence at the 8th Annual General Meeting of the Company, at **Taj Vivanta, No. 2275, Tumkur Road, Yeshwantpur, Bengaluru- 560022** on Wednesday, the 14th September, 2016 at 11.00 a.m.

Name of the Shareholder / Proxy *	Signature of the Shareholder/Proxy*

\*Strike out whichever is not applicable

**Coffee Day Enterprises Limited**  
**CIN: L55101KA2008PLC046866**  
**Registered Office:**  
**23/2, Coffee Day Square Vittal Mallya Road**  
**Bangalore-560001 Ph: +91 80 40012345**  
**Fax:+ 91 80 40012650**  
**Website : www.coffeeday.com :: e-mail ID : investors@coffeeday.com**

**PROXY FORM**

[Pursuant to Section 105[6] of the Companies Act, 2013 and Rule 19[3] of the Companies  
[Management and Administration] Rules, 2014]

Name of the Member:	
Registered Address:	
E-mail ID:	
Folio No./ Client ID:	
DP ID:	

**I / We being the Member[s] of the above mentioned Company hereby appoint:**

1. Name..... Address ....., E-mail ID ....., Signature ..... Or failing him	2. Name ....., Address ....., E-mail ID ....., Signature ..... or failing him
3. Name ....., Address ....., E-mail ID ....., Signature .....	

As my/our Proxy to attend and vote [on a poll] for me/us and on my/our behalf at the 08th Annual General Meeting of the Company to be held on at Taj Vivanta, No. 2275, Tumkur Road, Yeshwantpur, Bengaluru- 560022 on Wednesday, the 14th September, 2016 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolutions	For	Against
1. Adoption of Report and Accounts		
2. Re-election of Mr. Sanjay Nayar		
3. Appointment of Statutory Auditors		
4. Issue of Non - Convertible Debentures on Private Placement Basis		

Signed on this \_\_\_\_\_ day of \_\_\_\_ 2016  
Signature of Shareholder \_\_\_\_\_  
Signature of Proxy holder[s] \_\_\_\_\_

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

**Vivanta by Taj**  
2275, Tumkur Main Rd  
Yeshwanthpur  
Bengaluru 560022  
Karnataka

