

To,

National Stock Exchange of India Limited
Manager-Listing
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BSE Limited
General manager-DSC
Phiroze Jeejeebhoy Towers
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Dear Sirs,

11th August, 2016

Regulation 30 of LODR, 2015 read with Schedule III: Intimation of scheme of Amalgamation

This is to inform you that the Board of Directors at their Meeting held today considered and approved the Scheme of Amalgamation ("Scheme") of Coffee Day Overseas Private Limited ("Transferor Company"), with Coffee Day Enterprises Limited ("Transferee Company"). The Scheme shall come into effect subject to the approval from the Stock Exchanges, Honorable High Court of Karnataka, Competition Commission of India and other such statutory authorities as may be required.

The details pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD/4/2015 Dated September, 9th 2015 are as follows:

a) Brief details of the merger:

This Scheme of Amalgamation provides for the amalgamation of Coffee Day Overseas Private Limited, having its registered office at No-23/2, Coffee Day Square Vittal Mallya Road, Bengaluru 560001 (i.e. the "**Transferor Company**") with Coffee Day Enterprises Limited, having its registered office at No-23/2, Coffee Day Square Vittal Mallya Road, Bengaluru 560001 (i.e. the "**Transferee Company**") pursuant to the relevant provisions of the Companies Act, 1956 and the Companies Act, 2013, if applicable.

b) Whether the transaction falls under Related Party Transaction (RPT):

No, the aforesaid transaction does not fall under the purview of RPT

c) Area of Business of the entity:

Coffee Day Overseas Private Limited- Transferor Company

The Transferor Company is involved in the business of:

- (i) setting up of cafés hotels, restaurants, cyber cafes;
- (ii) manufacturing, distribution and dealership of milk and milk products;

- (iii) manufacturing, distribution and dealership of bread, confectionaries and other bakery items;
- (iv) cultivating and dealing with agricultural products horticultural products, dairy and farm produce and products including food grains, cereals, seeds, oilseeds, vegetables, fruits, edible oils, food products and preparation of any nature and description; and
- (v) import and export all kinds and types of food products.

Coffee Day Enterprises Limited- Transferee Company

The Transferee Company is involved in the business of:

- (i) running holiday resorts, boarding and lodging houses, hotels, restaurants, cafes, villas, and other types of accommodation;
- (ii) import, export, processors, wholesale traders in coffee and allied products; and
- (iii) taking over all the assets and liabilities and to continue the business and all activities of Coffee Day Holdings Co.

d) Rationale of the Scheme

- (i) The amalgamation will provide significant impetus to the growth of the Transferee Company. The amalgamation will lead to synergies of operations and a stronger and wider capital and financial base for future growth/expansion of the Transferee Company.
- (ii) To economize on administrative and other expenses.
- (iii) To increase the efficiency of combined business by pooling of resources and their optimum utilisation, thereby availing synergies from combined resources.
- (iv) The banks, creditors and institutions, if any, are not affected by the proposed amalgamation as their security is maintained.
- (v) There shall be impetus and increase in the area of sales, network of the Transferee Company.
- (vi) The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent.
- (vii) This will help to the Transferee Company to consolidate its stake in its group company, Coffee Day Global Limited ("CDGL"), and in doing so, to achieve all of the above with respect to the Transferee Company's dealings with CDGL as well.

e) Consideration:

For every 1 equity share, each having a face value of Rs. 10/- each in the Transferor Company, 21 fully paid up equity shares, each having a face value of Rs. 10 each, of the Transferee Company shall be issued to the shareholders of the Transferor Company.

f) Shareholding Pattern**Pre & Post the proposed Scheme of Amalgamation****Pre-Shareholding Pattern:**

COFFEE DAY ENTERPRISES LTD					
Authorised Capital					
	No of Shares	Rs per share	Total	% of Holding	
Equity	270,584,000	10	2,705,840,000	98.72%	
0.001% Compulsorily Convertible Preference Shares	3,500,000	10	35,000,000	1.28%	
Total	274,084,000		2,740,840,000	100.00%	
Issued, Subscribed & Paid-up Capital					
SI No.	Equity Shares	No of Shares	Rs per share	Total	% of Holding
PROMOTER & PROMOTER GROUP					
1	Mr. V.G Siddhartha	63,945,904	10	639,459,040	31.04%
2	Devadarshini Info Technologies Pvt Ltd	12,408,440	10	124,084,400	6.02%
3	Coffeeday Consolidations Pvt.Ltd	12,268,416	10	122,684,160	5.96%
4	Gonibedu Coffee Estates Private Limited	11,071,104	10	110,711,040	5.37%
5	Mrs Malavika Hegde	2,923,104	10	29,231,040	1.42%
6	Mrs. Vasanthi Hegde	2,611,504	10	26,115,040	1.27%
7	Mr S.V Gangaiah Hegde	2,594,792	10	25,947,920	1.26%
8	Sivan Securities Pvt.Ltd	444,032	10	4,440,320	0.22%
	TOTAL-A	108,267,296	10	1,082,672,960	52.56%
	PUBLIC	97,734,423	10	977,344,230	47.44%
	TOTAL-B	97,734,423	10	977,344,230	47.44%
	Total- Equity -----A+B	206,001,719		2,060,017,190	100.00%



Post Shareholding Pattern

Authorized Share Capital					
	Equity	270,584,000	10	2,705,840,000	98.72%
	0.001% Compulsorily Convertible Preference Shares	3,500,000	10	35,000,000	1.28%
	Total	274,084,000		2,740,840,000	100.00%
SI No. Issued, Subscribed & Paid-up Capital					
	Equity Shares	No of Shares	Rs per share	Total	% of Holding
PROMOTER & PROMOTER GROUP					
1	Mr. V.G Siddhartha	63,945,904	10	639,459,040	30.27%
2	Devadarshini Info Technologies Pvt Ltd	12,408,440	10	124,084,400	5.87%
3	Coffeeday Consolidations Pvt.Ltd	12,268,416	10	122,684,160	5.81%
4	Gonibedu Coffee Estates Private Limited	11,071,104	10	110,711,040	5.24%
5	Mrs Malavika Hegde	2,923,104	10	29,231,040	1.38%
6	Mrs. Vasanthi Hegde	2,611,504	10	26,115,040	1.24%
7	Mr S.V Gangaiah Hegde	2,594,792	10	25,947,920	1.23%
8	Sivan Securities Pvt.Ltd	444,032	10	4,440,320	0.21%
	TOTAL-A	108,267,296	10	1,082,672,960	51.25%
	PUBLIC	97,734,423	10	977,344,230	46.26%
	TRUST (To be Issued)	5,250,000	10	52,500,000	2.49%
	TOTAL-B	102,984,423	10	1,029,844,230	48.75%
	Total- Equity -----A+B	211,251,719		2,112,517,190	100.00%

For Coffee Day Enterprises Limited

Sadananda Poojary
Company Secretary & Compliance Officer