



**REPORT OF THE SCRUTINIZER**

*(Pursuant to Section 108 of the companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014 and SEBI - (Listing Obligation and Disclosure Requirement) Regulation 2015)*

To,

Mr. V.G. Siddhartha

The Chairman of 8<sup>th</sup> Annual General Meeting (AGM)

of the Equity Shareholders of

**Coffee Day Enterprises Limited,**

held on Wednesday 14<sup>th</sup> September, 2016

at Taj Vivanta, No. 2275, Tumkur Main Road,

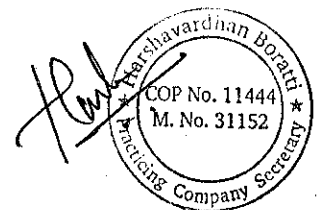
Yeshwanthpur, Bengaluru- 560022

Dear Sir,

I CS Harshavardhan R Boratti, Proprietor of **HRB & Co.**, Company Secretaries, Bengaluru, was appointed as scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the 'remote e-voting' process and voting done through 'electronic means' at the 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Coffee Day Enterprises Limited**, held on Wednesday 14<sup>th</sup> September 2016 at Taj Vivanta, No. 2275, Tumkur Main Road, Yeshwanthpur, Bengaluru- 560022.

The Management of the company is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to remote e-Voting and voting through electronic means on the resolution contained in the Notice of AGM of the members of the company.

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My responsibility as scrutinizer for the remote e-Voting process and for the voting through electronic means is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolution stated in the Notice of AGM dated 20<sup>th</sup> May, 2016 based on the report generated from remote e-Voting system provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the company to provide the said facilities for remote e-voting and Tab voting at the AGM.

I submit our report as under:

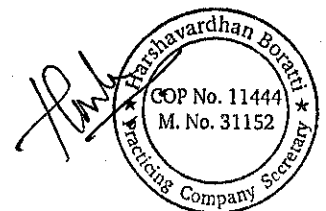
**A. Relating to Remote e-Voting:**

1. The remote e-Voting period remained open from 9 A.M. of September 11<sup>th</sup>, 2016 up to 5 P.M. of September 13<sup>th</sup>, 2016.
2. The Annual Report and the Notice of Annual General Meeting was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copies of Annual Reports containing the Notice and e-voting instructions slip were sent by courier / registered post / airmail.

**B. Relating to TAB Voting at AGM:**

1. After the conclusion of the AGM the shareholders present were allowed to cast their votes through Tab Voting (electronic means). The votes casted were reconciled with the records maintained by the NSDL / Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was no polling paper circulated at the AGM.

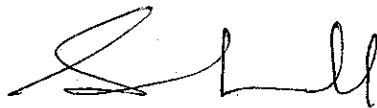
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**C. Result of remote e-Voting and TABVoting is as under:**

1. The voting rights were reckoned as on September 7<sup>th</sup>, 2016, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and Tab voting at the AGM.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting and Tab Voting were unblocked on September 14<sup>th</sup>, 2016 at around 12.30 P.M. in presence of two witnesses, namely **Mrs.Sushma M**, W/o. Ravi Kumar K N residing at No.370, 15<sup>th</sup> Cross, Hoysala Nagar, Sunkadakatte, BENGALURU - 560091 and **Mr.Prakash M**, S/o. Shri K.V Manjunath Gupta, residing at No.46, 1<sup>st</sup> Main, 2<sup>nd</sup> Cross, Hegganahalli, BENGALURU - 560091 who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:

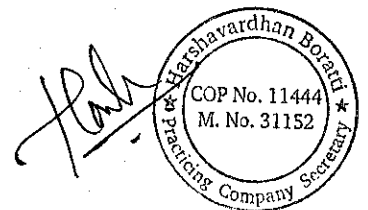


(Mrs.Sushma M)



(Mr.Prakash M)

3. Thereafter, the details of equity shareholders, who voted "For" or "Against" were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com>).





4. The combined result of remote e-voting and Tab Voting is as under:

a) **RESOLUTION 1**

To consider & adopt the audited financial statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of Resolution

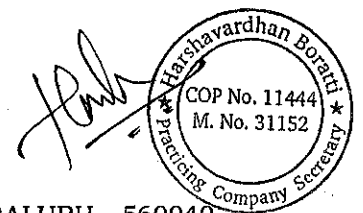
Particulars	Remote e-voting	TAB Voting	Total
Number of Members voted (in person or by proxy)	239	112	351
Number of votes cast by them	16,57,84,280	1,40,89,949	17,98,74,229
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted **against** the resolution

Particulars	Remote e-voting	TAB Voting	Total
Number of Members voted (in person or by proxy)	7	8	15
Number of votes cast by them	1,802	103	1,905
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

**Result: Passed with requisite majority**

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**b) RESOLUTION 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.

(i) Voted **in favour** of Resolution

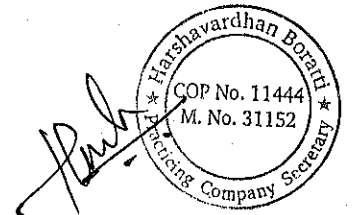
Particulars	Remote e-voting	TAB Voting	Total
Number of Members voted (in person or by proxy)	211	112	323
Number of votes cast by them	16,57,34,790	1,40,89,949	17,98,24,739
% of Total Number of valid votes cast	99.97%	100%	99.97%

(ii) Voted **against** the resolution

Particulars	Remote e-voting	TAB Voting	Total
Number of Members voted (in person or by proxy)	33	8	41
Number of votes cast by them	51,157	103	51,260
% of Total Number of valid votes cast	0.03%	Negligible	0.03%

**Result: Passed with requisite majority**

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c) **RESOLUTION 3**

Ratification of appointment of Statutory Auditors and fixing their remuneration.

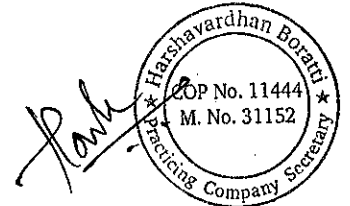
(i) Voted **in favour** of Resolution

Particulars	Remote e-voting	TAB Voting	Total
Number of Members voted (in person or by proxy)	234	112	346
Number of votes cast by them	16,57,43,303	1,40,89,949	17,98,33,252
% of Total Number of valid votes cast	99.97%	100%	99.98%

(ii) Voted **against** the resolution

Particulars	Remote e-voting	TAB Voting	Total
Number of Members voted (in person or by proxy)	10	8	18
Number of votes cast by them	42,629	103	42,732
% of Total Number of valid votes cast	0.03%	Negligible	0.02%

**Result: Passed with requisite majority**





**d) RESOLUTION 4**

Issue of Non-Convertible Debentures on a Private Placement Basis for an amount not exceeding INR 550 Crores.

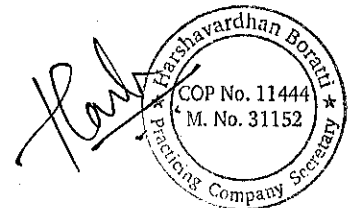
(i) Voted **in favour** of Resolution

Particulars	Remote e-voting	TAB Voting	Total
Number of Members voted (in person or by proxy)	215	111	326
Number of votes cast by them	16,57,59,486	1,40,89,939	17,98,49,425
% of Total Number of valid votes cast	99.98%	100%	99.99%

(ii) Voted **against** the resolution

Particulars	Remote e-voting	TAB Voting	Total
Number of Members voted (in person or by proxy)	29	9	38
Number of votes cast by them	26,416	113	26,529
% of Total Number of valid votes cast	0.02%	Negligible	0.01%

**Result: Passed with requisite majority**



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5. The details containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed and there were no instances of invalid votes observed.
6. All the relevant records were handed over to the CS Sadananda Poojary, Company Secretary of the company for safe keeping.

for **HRB & Co.,**

*Company Secretaries*

Firm's registration Number: S2014KR261500

CS Harshavardhan R Boratti

Proprietor

C. P. No. : 11444

Membership No. 31152



Place: Bengaluru

Date: 15.09.2016