

COFFEE DAY ENTERPRISES LIMITED



To,

**National Stock Exchange of India Limited
Manager-Listing
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
Tel No. 022-2659 8237/38
takeover@nse.co.in**

**BSE Limited
General manager-DSC
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001
Tel No. 022-2272 2039/37/3121
corp.relations@bseindia.com**

Dear Sir/s,

29th August, 2018

**Regulation 30 of SEBI (LODR) Regulations, 2015 read with Schedule III:
Intimation of Notice of Annual General Meeting 2017-18**

We are forwarding herewith the Notice of 10th Annual General Meeting of the Company scheduled to be held on Thursday, the 27th September, 2018 at 11:00 AM at Café Coffee Day, Global village, RVCE Post, Mysore Road, Mylasandra, Bangalore-560059

Kindly take the same on record.

Thanking you

For Coffee Day Enterprises Limited


**Sadananda Poojary
Company Secretary & Compliance Officer
M. No.: F5223**



AGM NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF COFFEE DAY ENTERPRISES LIMITED WILL BE HELD AT CAFÉ COFFEE DAY, GLOBAL VILLAGE, RVCE POST, MYSORE ROAD, MYLASANDRA, BANGALORE (KA) 560059 ON THURSDAY, THE 27TH DAY OF SEPTEMBER, 2018 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

A. ORDINARY BUSINESS:

Item No.1: To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2018, together with the reports of the Board of Directors and Auditors thereon.

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

Item No.3: To appoint B.S.R & Associates LLP as Statutory Auditors.

The Companies Act 2013 was notified effective 1 April 2014. Section 139 of the act lays down the criteria for appointment and mandatory rotation of Statutory Auditors. Pursuant to the said 139 of the act and the rule made thereunder, their Current term will be expiring at the ensuing 10th AGM.

The Audit Committee of the Company has proposed and on 9 August 2018 the Board has recommended the appointment of B.S.R & Associates LLP, Chartered Accountants as the statutory Auditors of the Company, they shall hold office for a period of 5 consecutive years from the conclusion of the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting to be held in 2023.

Therefore, Shareholders are requested to consider and if thought fit to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s B.S.R & Associates LLP, Chartered Accountants (ICAI FRN: 116231W/W-100024), be and is hereby appointed as the Statutory Auditors of the Company pursuant to the proposal of the Audit Committee

of the Board and recommendations of the Board, to hold office for a period of five consecutive years commencing from the financial year 2018-19, on a remuneration as may be determined by the Managing Director in consultation with the Auditors and that such remuneration be paid on a progressive billing basis.”

B. SPECIAL BUSINESS:

Item No.4: Issue of Non-Convertible Debentures on Private Placement Basis for an amount not exceeding Rs 300 Crores (Three Hundred Crores Only) for repayment of existing debts pursuant to Section 42 and 71 of the Companies Act, 2013:

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 2018-2019, for an amount not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crores) for repayment of existing debts, 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 300 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**

Date: 09 August, 2018

Registered Office:

23/2, Coffee Day Square

Vittal Mallya Road

Bangalore (KA) - 560001

CIN: L55101KA2008PLC046866

Sd/-

Sadananda Poojary

Company Secretary & Compliance Officer

FCS: 5223

NOTES:

1. 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 FORTY-EIGHT (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 (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) 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.
2. 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.
3. The additional details of Director in respect of ‘Item no. 2’ pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter “LODR”) and the Secretarial Standards (SS-2 effective from 01st October, 2017)

issued by the Institute of Company Secretaries of India (ICSI), are annexed hereto.

4. Change of Address:
 - I. Members holding shares in ‘Demat form’ are requested to intimate immediately any change, if any, in their registered address along with the pin code or bank mandates to their depository participants with whom they have Demat accounts. The Company or Registrar and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form in this regard.
 - II. Members holding shares in ‘physical form’ are requested to intimate immediately any change, if any, in their registered address along with the pin code or bank mandates to the Company or the Registrar and Share Transfer Agents.
5. Submission of PAN:
 - I. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, members holding shares in ‘Demat form’ are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat account(s).
 - II. Members holding shares in ‘physical form’ can submit their PAN to the Company or the Registrar and Share Transfer Agents.
6. Members seeking any information or clarifications about the Financial Statements for the financial year 2017-18 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 documents relating thereto may be made available, if the Chairman permits such information to be furnished.
7. Members may also note that the Notice of the 10th Annual General Meeting and the Annual Report for the financial year 2017-18 will be available on the Company’s website i.e. www.coffeeday.com.
8. The Company has designated an exclusive E-mail Id viz., investors@coffeeday.com to enable investors to register their complaints/queries, if any.
9. The Annual Report of the Company for the financial year ended March 31, 2018 along with AGM 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. The members who have not registered their e-mail address are requested to register the same with the respective Depository Participant or Registrar and Share Transfer Agents to support the ‘Green initiative’ in good Corporate Governance practice. However, members who still desire to have a physical copy of the Annual Report 2017-18 should send a request to the Company’s e-mail id viz., investors@coffeeday.com

clearly mentioning their Folio number/DP and Client ID.

10. The relevant documents referred to in the accompanying Notice and the Explanatory Statement 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 (i.e. 09:00 a.m. to 06:00 p.m.) of the Company up to the date of this Annual general Meeting.
11. Voting through Electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2016, the Company is pleased to provide the members facility to exercise their right to vote at the 10th Annual General Meeting by electronic means and the business set out in the Notice of this meeting, may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). In accordance with the Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has also provided the facility for voting through physical ballot for members who does not have access to internet. Facility for voting through 'tablet' will also be provided to the members at the Meeting who have not cast their vote either through Ballot Paper or e-Voting. Complete instructions for e-voting including details of Login Id, process for generating or receiving password and for casting vote in secured manner are annexed to this Notice.
12. 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 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 10th 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 venue of the AGM ("remote e-voting") will be provided by 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 e-voting period commences on 24th September, 2018 (9:00 am) and ends on 26th September, 2018 (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 20 September 2018, may cast their vote by remote e-voting. The 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 way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
 - Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
 - Step 2:** Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to harshavardhan@hrbandco.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. 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).
- VII. 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 20th September, 2018.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2018, may obtain the login ID and password by sending a request at 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.
- IX. 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.
- X. 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.
- XI. Mr. Harshavardhan R. Boratti, Company Secretary in practice (FCS M. No.: 9490) 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.
- XII. 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 all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer, shall after the conclusion of voting at the general meeting, will 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.
- XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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 National Stock Exchange of India Limited.

ADDITIONAL DETAILS OF DIRECTOR W.R.T. 'ITEM NO. 2' OF THE NOTICE SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY [PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SS-2 ISSUED BY ICSI]

Name of the Director	Sanjay Omprakash Nayar
Date of Birth/Age	13.10.1960/57 Years
Date of Appointment on the Board	30.03.2010
Qualification	B.E; PGDM
Brief profile and nature of the expertise in specific functional areas	<p>Sanjay Omprakash Nayar (Mumbai) is a Non-Executive Director of our Company. He joined KKR in 2009 and is a Member and CEO of KKR India. He is also a member of the Asia Portfolio Management Committee and Asian Investment Committee. He is on the board of KKR's portfolio companies, Radiant Healthcare, Bharti Infratel, Coffee Day Holdings, and has had significant involvement with KKR's investment in Apollo Hospitals. He also supports expanding the range of KKR's credit and capital markets offerings across the region. Prior to joining KKR, he served as CEO of Citigroup's Indian and South Asian operations and as a member of Citigroup's Management Committee and Asia Executive Operating Committee. Currently, he is a member of the board of USISPF, and SEBI's NISM Board of Governors. Serves on the Board of Emerging Markets Private Equity Association (EMPEA), Washington D.C; and Indian School of Business (ISB); and Founding Member of Brookings,</p> <p>Mr. Nayar was the deputy Chairman of the Indian Banks Association (IBA); the Committee of the Reserve Bank of India tasked with building a Centre for Advanced Financial Learning (CAFRAL); Co-Chairman of the Banking Committee for the Federation of Indian Chambers of Commerce and Industry (FICCI). He also served as the Chairman of the Indian Private Venture Capital Association.</p>
Directorship held in other Companies	20*
Memberships/ Chairmanships of Committees across all other listed Companies	Nil
Shareholding in the Company	Nil

*List of Companies being part of Corporate Governance Report

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 Item No.4

The NCD'S/ Bonds/ other instruments including commercial paper issued on private placement basis are one of the important and cost effective sources of borrowing of the Company. The Company during the previous year has not availed the limit and with the intention to restructure its debt capital by repaying the existing debt, may raise NCD's during F.Y. 2018-19. The Board of Directors of the Company at its meeting held on 09th August, 2018 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, on 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. 300,00,00,000/- (Rs. Three Hundred Crores) only in aggregate. It may be noted that Section 42 of the Companies Act, 2013 and Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, 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.

The 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 F.Y. 2018-19 on private placement basis up to Rs. 300 Crores as stipulated above, in one or more tranches.

The approval of the members is therefore sought for issue of Debentures, on a private placement basis, in 1 (One) or more series, for a period of 1 (One) year from the date of passing the resolution, on following terms and conditions:

- a) Particulars of the offer including date of passing of Board resolution: Not applicable;
- b) Kinds of securities offered and price at which security is being offered: as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition from time to time;
- c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable;
- d) Name and address of valuer who performed valuation: Not applicable;
- e) Amount which the company intends to raise by way

of such securities: upto Rs. 300 crores by issue of Debentures in 1 (One) or more series, on private placement basis

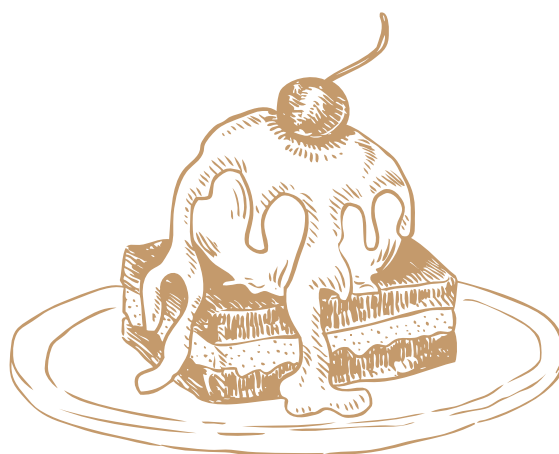
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: as may be determined by the Board of Directors (or any other person authorized by the Board of Directors) from time to time;

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 is 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: 09th August, 2018

Registered Office:
23/2, Coffee Day Square
Vittal Mallya Road
Bangalore (KA) - 560001
CIN: L55101KA2008PLC046866

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





COFFEE DAY ENTERPRISES LIMITED

CIN: L55101KA2008PLC046866

Regd. Office: 23/2, Coffee Day Square, Vittal Mallya Road Bengaluru-560001

Phone: +91 (80) 40012345; Fax: +91 (80) 40012987

Website: www.coffeeday.com, E-mail: 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./DP ID-Client ID	

I/We being the member(s) holding _____ shares of above named Company, hereby appoint:

Name: _____ Address: _____

E-mail ID _____ Signature: _____

Or failing him/her

Name: _____ Address: _____

E-mail ID _____ Signature: _____

Or failing him/her

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 10th Annual General Meeting of the Company to be held on 27th day of September 2018 at "Café Coffee Day, Global village, RVCE Post, Mysore Road, Mylasandra, Bangalore-560059" and at any adjournment thereof in respect of such resolutions as are indicated below:

Serial No.	Resolutions	For	Against
1.	Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon.		
2.	Re-appointment of Mr. Sanjay Omprakash Nayar as Director liable to retire by rotation.		
3.	Appointment of Auditors, M/s B.S.R & Associates LLP, Chartered Accountants, (ICAI Regn No. 116231W/W-100024), as Statutory Auditors.		
4.	Issue of Non-Convertible Debentures on Private Placement Basis.		

Signed this _____ day of _____ 2018

Signature of Member(s): _____

Signature of Proxy holder(s): _____

Notes:

1. 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.
2. For the Resolutions, Statement setting out material facts thereon and notes please refer to the Notice of the 10th Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.



COFFEE DAY ENTERPRISES LIMITED

CIN: L55101KA2008PLC046866

Regd. Office: 23/2, Coffee Day Square, Vittal Mallya Road Bengaluru-560001

Phone: +91 (80) 40012345; Fax: +91 (80) 40012987

Website: www.coffeeday.com, E-mail: investors@coffeeday.com

ATTENDANCE SLIP

NAME & ADDRESS OF THE SHAREHOLDER	FOLIO NO.:
	DP ID:
	CLIENT ID:
	NO. OF SHARES

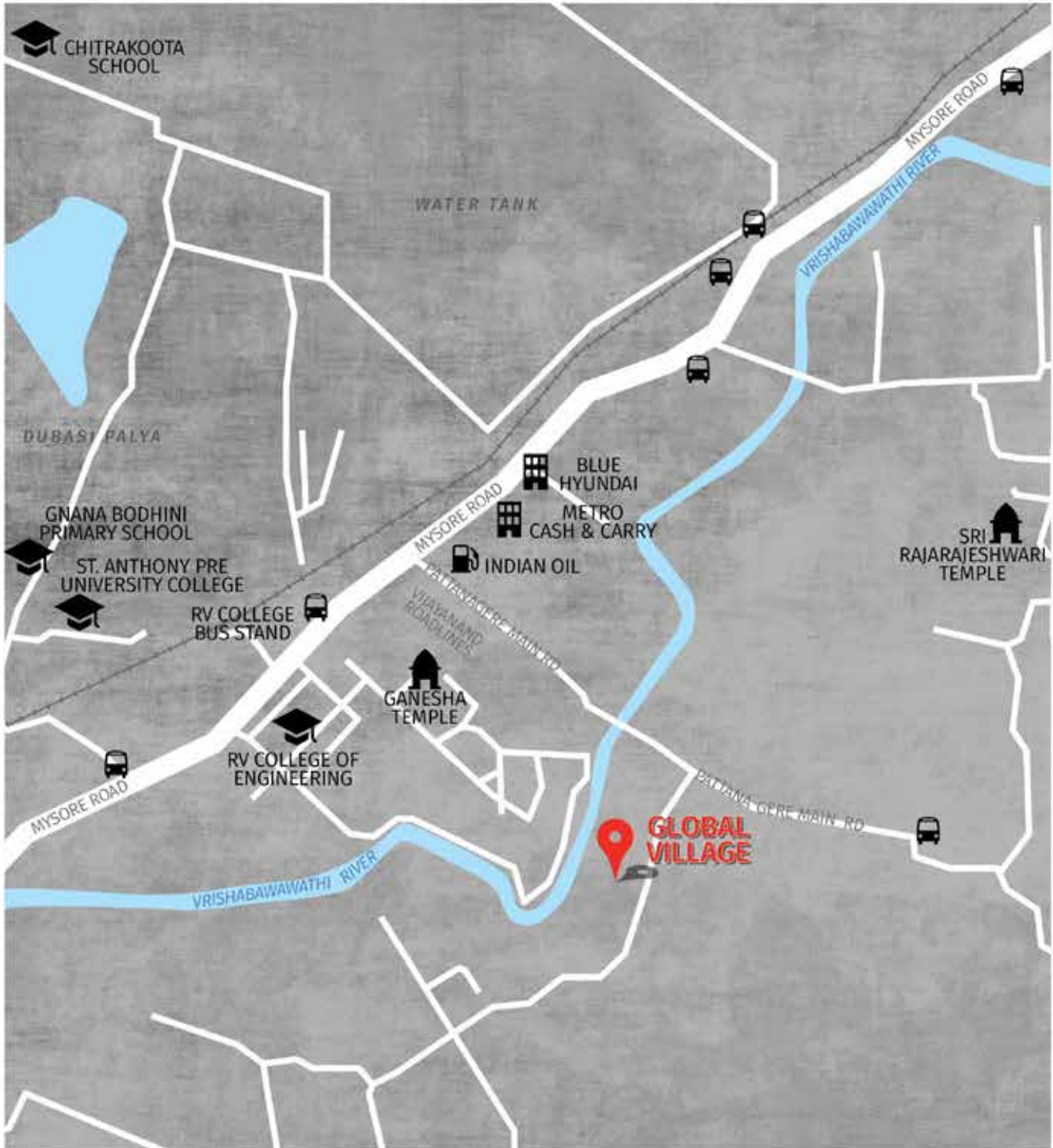
I hereby record my presence at the 10th Annual general Meeting of the Company at Café Coffee Day, Global village, RVCE Post, Mysore Road, Mylasandra, Bangalore-560059 on 27th day of September 2018.

NAME OF THE SHAREHOLDER/PROXY	SIGNATURE OF THE SHAREHOLDER/PROXY

*Strike out whichever is not applicable

ROUTE MAP

Global Village
Café Coffee Day,
RVCE Post, Mysore Road,
Mylasandra, Bangalore 560059
Karnataka



* TRANSPORT FACILITY WILL BE ARRANGED FROM 10:15 AM TO 10:45 AM ON AGM DATE,
FROM NAYANDAHALLI METRO STATION TO REACH THE VENUE