

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L55101KA2008PLC046866

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCC3995L

(ii) (a) Name of the company

COFFEE DAY ENTERPRISES LIM

(b) Registered office address

No. 165 R.V. Road (Near Minerva Circle) Mavalli  
Bangalore South  
Bangalore  
Karnataka  
560004

(c) \*e-mail ID of the company

SA\*\*\*\*\*AY.COM

(d) \*Telephone number with STD code

80\*\*\*\*\*45

(e) Website

www.coffeeday.com

(iii) Date of Incorporation

20/06/2008

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	Bombay Stock Exchange of India Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh  
roli (West), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

27/09/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	I	Accommodation and Food Service	I1	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel,	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

25

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	COFFEE DAY GLOBAL LIMITED	U85110KA1993PLC015001	Subsidiary	89.03
2	A N Coffeeday International Li		Subsidiary	100

3	Classic Coffee Curing Works		Subsidiary	100
4	COFFEELAB LIMITED	U85110KA1996PLC019932	Subsidiary	100
5	Coffee Day Gastronomie Und K		Subsidiary	100
6	Coffee Day C Z a.s		Subsidiary	100
7	COFFEE DAY SCHAEERER TECHN	U29248KA2015FTC084523	Joint Venture	49
8	COFFEE DAY CONSULTANCY S	U74999KA2019PTC123085	Joint Venture	51
9	Calculus Traders LLP		Subsidiary	99.99
10	TANGLIN DEVELOPMENTS LIM	U85110KA1995PLC019495	Subsidiary	100
11	COFFEEDAY HOTELS & RESORT	U55101KA2004PTC034591	Subsidiary	100
12	COFFEE DAY TRADING LIMITED	U74140KA2000PLC026366	Subsidiary	88.77
13	COFFEE DAY KABINI RESORTS I	U55101KA2018PLC117722	Subsidiary	100
14	GIRI VIDHYUTH (INDIA) LIMITE	U40101KA2001PLC029866	Subsidiary	100
15	TANGLIN RETAIL REALITY DEVE	U70102KA2007PTC044421	Subsidiary	100
16	WILDERNESS RESORTS PRIVAT	U55101KA2005PTC035580	Subsidiary	100
17	KARNATAKA WILDLIFE RESORT	U92199KA2001PTC028981	Subsidiary	100
18	MAGNASOFT CONSULTING INI	U74140KA2000PTC026735	Associate	48.08
19	BAREFOOT RESORTS AND LEIS	U55101TN1998PTC040221	Associate	27.69
20	WAY2WEALTH ENTERPRISES PI	U65999AP2017PTC106315	Subsidiary	100
21	WAY2WEALTH CAPITAL PRIVA	U78300KA1995PTC018960	Subsidiary	99.99
22	AC&C Hospitality Resorts LLP		Subsidiary	62.43
23	Coffee Day Econ Private Limite	U52609KA2019PTC123086	Joint Venture	99.99
24	Magnasoft Europe Limited		Associate	100
25	Magnasoft Spatial Services Inc		Associate	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	270,834,000	211,251,719	211,251,719	211,251,719
Total amount of equity shares (in Rupees)	2,708,340,000	2,112,517,190	2,112,517,190	2,112,517,190

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	270,834,000	211,251,719	211,251,719	211,251,719
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,708,340,000	2,112,517,190	2,112,517,190	2,112,517,190

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,500,000	0	0	0
Total amount of preference shares (in rupees)	35,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference shares				
Number of preference shares	3,500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	35,000,000	0	0	

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	242	211,251,477	211251719	2,112,517,1	2,112,517,	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
Nil						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Nil						
<b>At the end of the year</b>	242	211,251,477	211251719	2,112,517,1	2,112,517,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
Nil						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Nil						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes     No     Not Applicable

Separate sheet attached for details of transfers

Yes     No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,000	1000000	2,319,164,237.68
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			2,319,164,237.68

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	2,319,164,237.68	0	0	2,319,164,237.68
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

196,370,000

**(ii) Net worth of the Company**

18,594,230,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	11,559,583	5.47	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,780,855	2.74	0	
10.	Others nil	0	0	0	
	<b>Total</b>	17,340,438	8.21	0	0

**Total number of shareholders (promoters)**

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	144,208,838	68.26	0	
	(ii) Non-resident Indian (NRI)	4,391,233	2.08	0	
	(iii) Foreign national (other than NRI)	19,084,802	9.03	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	2,442,923	1.16	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	18,529,884	8.77	0	
10.	Others Trust	5,253,601	2.49	0	
	<b>Total</b>	193,911,281	91.79	0	0

**Total number of shareholders (other than promoters)**

173,144

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

173,148

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

31

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AXA IM EQUITY TRUST	CITIBANK N.A. CUSTODY SERVICES			296,337	0.14
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			74,441	0.03
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			74,131	0.03
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			20,222	0
INDIA MAX INVESTME	ICICI BANK LTD SMS DEPT 1ST FLO			20,000	0
QUADRATURE CAPITA	JP Morgan Chase Bank N.A, India S			634	0
AMERICAN CENTURY B	DEUTSCHE BANK AG, DB HOUSE, F			302,992	0.14
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, INDIA			97,480	0.04
GALLUS AKTIEN EMER	HSBC SECURITIES SERVICES 11TH F			170,736	0.08
GLOBAL DELTA EMER	CITIBANK N.A. CUSTODY SERVICES			65,657	0.03
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			29,071	0.01
AMERICAN CENTURY B	DEUTSCHE BANK AG, DB HOUSE H			3,695	0
CC&L Q EMERGIN	HSBC SECURITIES SERVICES 11TH F			7,444	0
CC&L Q INTERNA	DEUTSCHE BANK AG, DB HOUSE H			3,560	0
GALAXY NOBLE GLOB	ICICI BANK LTD EMPIRE COMPLEX			20,000	0
ALASKA PERMANENT	STANDARD CHARTERED BANK SEC			18,832	0
PUBLIC EMPLOYEES RI	HSBC SECURITIES SERVICES 11TH F			8,526	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			414,128	0.19
AEGIS INVESTMENT FL	C/O KOTAK MAHINDRA BANK LIM			1,000	0
ASPIRE EMERGING FU	ICICI BANK LTD SMS DEPT 1ST FLO			6,000	0
CC&L Q EMERGIN	STANDARD CHARTERED BANK SEC			22,279	0.01
DIMENSIONAL WORLE	CITIBANK N.A. CUSTODY SERVICES			75,982	0.03
EMERGING MARKETS (	DEUTSCHE BANK AG, DB HOUSE H			22,721	0.01
UBS FUND MANAGEM	STANDARD CHARTERED BANK Sec			12,951	0
CC&L Q INTERNA	STANDARD CHARTERED BANK SEC			8,238	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	183,239	173,148
Debenture holders	2	2

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	0.97	0
<b>B. Non-Promoter</b>	0	5	5	0	0	0
(i) Non-Independent	0	1	1	0	0	0
(ii) Independent	0	4	4	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	6	0	0.97	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MALAVIKA SIDDHART	00136524	Whole-time director	2,044,656	
MALAVIKA SIDDHART	ABFPH9207C	CEO	2,044,656	
SAKALESPUR VISWE	00323799	Director	0	
MOHAN RAGHAVEND	01718628	Director	0	
GIRI DEVANUR	00125603	Director	0	03/10/2024
CHICKMAGALORE HA	07789047	Director	0	
INDUPURA RENUKA P	09180669	Director	0	
RADHAKRISHNAN RA	AAXPR7822A	CFO	0	
SADANANDA THIMMA	AAOPP0042R	Company Secretar	10	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	15/09/2023	176,917	69	11

## B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2023	6	4	66.67
2	30/05/2023	6	6	100
3	14/08/2023	6	6	100
4	14/09/2023	6	5	83.33
5	30/10/2023	6	4	66.67
6	09/11/2023	6	4	66.67
7	13/02/2024	6	5	83.33

## C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/04/2023	3	3	100
2	Audit Committee	30/05/2023	3	3	100
3	Audit Committee	14/08/2023	3	3	100
4	Audit Committee	30/10/2023	3	2	66.67
5	Audit Committee	09/11/2023	3	3	100
6	Audit Committee	13/02/2024	3	3	100
7	NRC Committee	30/05/2023	3	3	100
8	Risk Management	14/07/2023	3	3	100
9	Risk Management	08/01/2024	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	Stakeholders F	30/05/2023	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2024
								(Y/N/NA)
1	MALAVIKA SI	7	6	85.71	11	10	90.91	Yes
2	SAKALESPUF	7	7	100	11	11	100	Yes
3	MOHAN RAGI	7	7	100	11	11	100	Yes
4	GIRI DEVANU	7	2	28.57	0	0	0	No
5	CHICKMAGAL	7	5	71.43	2	2	100	Yes
6	INDUPURA R	7	7	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RADHAKRISHNAN	CFO	17,184,252	0	0	0	17,184,252
2	SADANANDA THIM	Company Secre	2,991,278	0	0	0	2,991,278
	Total		20,175,530	0	0	0	20,175,530

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAKALESPUR VIS	Independent Dir	0	0	0	1,300,000	1,300,000
2	MOHAN RAGHAVE	Independent Dir	0	0	0	1,300,000	1,300,000
3	GIRI DEVANUR	Independent Dir	0	0	0	200,000	200,000
4	INDUPURA RENUK	Director	0	0	0	700,000	700,000
	Total		0	0	0	3,500,000	3,500,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Govindraj Akshay

Whether associate or fellow

Associate  Fellow

Certificate of practice number

15584

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

MALAVIKA  
SIDDHART  
HA HEGDE

DIN of the director

0\*1\*6\*2\*

**To be digitally signed by**

SADANAN  
DA  
POOJARY

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

FII or FPPs_cdel.pdf CSR Committee30052023.pdf CDEL_MGT-8_signed.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

## Coffee Day Enterprises Limited

### Details in respect of shares held by or on behalf of the FIIs/ FPIs.

Sr. No	Name Of FII/FPI	Address	No. of Share	% of share holding
1	AXA IM EQUITY TRUST - AXA IM ALL COUNTRY ASIA PACIFIC EX-JAPAN SMALL CAP EQUITY QI	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST,	296337	0.1403
2	DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	74441	0.0352
3	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST,	74131	0.0351
4	EMERGING MARKETS TARGETED VALUE PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST,	20222	0.0096
5	INDIA MAX INVESTMENT FUND LIMITED	ICICI BANK LTD SMS DEPT 1ST FLOOR EMPIRE COMPLEX 414 S B MARG LOWER PAREL MUMBAI	20000	0.0095
6	QUADRATURE CAPITAL VECTOR SP LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E.	634	0.0003
7	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	302992	0.1434
8	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E.	97480	0.0461
9	GALLUS AKTIEN EMERGING MARKETS AKTIV	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	170736	0.0808
10	GLOBAL DELTA EMERGING MARKETS FUND, LP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST,	65657	0.0311
11	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST,	29071	0.0138

12	AMERICAN CENTURY ETF TRUST- AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	3695	0.0017
13	CC&L Q EMERGING MARKETS EQUITY UCITS FUND, A SUB-FUND OF CONNOR, CLARK & LUNN UCITS ICAV	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	7444	0.0035
14	CC&L Q INTERNATIONAL EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	3560	0.0017
15	GALAXY NOBLE GLOBAL OPPORTUNITIES FUND PCC- LUNA	ICICI BANK LTD EMPIRE COMPLEX 1ST FLOOR SMS DEPT 414, S.B. MARG, LOWER PAREL (WEST) MUMBAI MAHARASHTRA	20000	0.0095
16	ALASKA PERMANENT FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23- 25 MAHATMA GANDHI ROAD FORT, MUMBAI	18832	0.0089
17	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	8526	0.004
18	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C- 54 AND C-55, BKC BANDRA - EAST,	414128	0.196
19	AEGIS INVESTMENT FUND PCC	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS,INFINITY PARK GEN. AK VAIDYA MARG, MALAD E,	1000	0.0005
20	ASPIRE EMERGING FUND	ICICI BANK LTD SMS DEPT 1ST FLOOR EMPIRE COMPLEX S B MARG LOWER PAREL MUMBAI MAHARASHTRA	6000	0.0028
21	CC&L Q EMERGING MARKETS EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23- 25 MAHATMA GANDHI ROAD FORT, MUMBAI	22279	0.0105
22	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C- 54 AND C-55, BKC BANDRA - EAST,	75982	0.036
23	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	22721	0.0108

24	UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHALF OF SIHL INSTITUTIONAL FUND - AKTIEN EMERGING MARKETS	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	12951	0.0061
25	CC&L Q INTERNATIONAL SMALL CAP EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23- 25 M.G. ROAD FORT, MUMBAI	8238	0.0039
26	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C- 54 AND C-55, BKC BANDRA - EAST,	64838	0.0307
27	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	46372	0.022
28	STERN GLOBAL FUND VCC - STERN MULTI STRATEGY FUND	63 MARKET STREET, 04-02, BANK OF SINGAPORE CENTRE SINGAPORE - 048942	150751	0.0714
29	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C- 54 AND C-55, BKC BANDRA - EAST,	119340	0.0565
30	DIMENSIONAL FUNDS PLC - MULTI- FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	15915	0.0075
31	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C- 54 AND C-55, BKC BANDRA - EAST, MUMBAI	268650	0.1272

GENERATED ON : 27/11/2024

## C. COMMITTEE MEETINGS

Number of meetings held- 11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Number of members attended	% of attendance
11	CSR Meeting	30/05/2023	3	3	100

GAACER/1142711/202425

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

**Form MGT- 8**

For the Financial Year ended 31<sup>st</sup> March 2024

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

Corporate Identification Number : L55101KA2008PLC046866

I have examined the registers, records and books and papers of "**Coffee day Enterprises Limited**" (**the Company**) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, agents and representations made by them, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately:
1. The preparation of Annual Return (Form MGT-7) and the contents mentioned therein is the responsibility of the management of the Company including the due compliance of applicable provisions of the Companies Act, 2013.
  2. I have not verified the correctness and appropriateness of the financial records and the Books of Accounts of the Company. For the financial records, I have relied on the Audited financials which has been duly approved by the Board, signed by the Statutory Auditors and adopted by the Members.
  3. Wherever required, I have obtained the management representation about the compliance of laws, rules and provisions under the Companies Act, 2013 and happening of various events etc., at the Company and relied on the same.
  4. I have not commented on transactions where the Ministry of Corporate Affairs has not clarified on the status of the transactions which have been permitted and entered under the Companies Act, 1956 and continuing during the year.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;



2. maintenance of statutory registers/records as stated in **Annexure 'A'** to this certificate & making entries therein within the prescribed therefore;
3. Filing of forms, returns, documents and resolutions as given below in , with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, wherever applicable;
4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, as detailed in **Annexure 'B'** and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given & consents were obtained for convening meetings at shorter notice and the proceedings held by circular resolutions have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed. Further, the company has not passed any resolution by postal ballot during the year under report.
5. Contracts/arrangements with related parties, if any, are at arm's length and in compliance with provisions of Section 188 and other applicable provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014;
6. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
7. Constitution and disclosures of directors and the remuneration paid to them in accordance to the provisions of the Act during the year under report;
8. Appointment and remuneration of Statutory Auditor, Internal Auditor and Secretarial Auditor as per the provisions of sections 139, 138 and 204 of the Act, respectively;

SL. No.	Name	Particular	Date of Event
1	M/s ABS & Co, Chartered Accountants	Appointment of Internal Auditor	30.05.2023
2	M/s G Akshay & Associates, Practising Company Secretaries	Appointment of Secretarial Audit	30.05.2023

9. Borrowings from public financial institutions, banks and others and creation/modification of charges in that respect, wherever applicable, in compliance of provisions of Section 77, 179, 180 and other applicable provisions of the Act and the Companies (Registration of Charges) Rules, 2014 and the Companies (Meetings of Board and its Powers) Rules, 2014;
10. loans, investments and securities to other bodies corporate or persons in compliance with the provisions of section 186 of the Act ;
11. Approvals if any, have been taken from the Central Government, Tribunal, Regional



Director, Registrar, Court or such other authorities under the various provisions of the Act, wherever applicable;

12. The Company has shifted its registered office within the local limits of the same State in accordance with the provisions of the Act during the year under report;
13. The Company has complied with Beneficial Ownership and Significant Beneficial Ownership intimations to the ministry in accordance to Section 89 and Section 90 of the Act read with The Companies (Management and Administration) Rules, 2014 and The Companies (Significant Beneficial Owners) Rules, 2018 during the year under report.
14. The Company has appointed secretarial auditor and internal auditor pursuant to Section 204 and Section 138 of the Act during the period under report.

C. Further, I certify that;

1. The Company has not issued or allotted securities during the year under report.
2. The Company was not required to close its Register of Members / Security holders during the year;
3. The Company has not effectuated any transmission/transfer of securities during the period under report; there were no transfer of equity shares in dematerialized form and physical form pursuant to Section 56 of the Act during the period under report.
4. The Company has not reduced its share capital referred in section 66 of the Act, during the year under report;
5. The Company has not converted any of its securities during the period under report and hence compliance of the provisions of section 62, 71 and other applicable provisions of the Act and the Companies (Share Capital and Debenture) Rules, 2014 in that regard does not arise;
6. The Company has not given advances or loans to its director and /or persons or firms or companies referred in Section 185 of the Act and are in terms as specified in the provision of the Section 185 of the Act.
7. The Company has not declared/paid any dividend during the period under report. Further, the Company has not effectuated transfer of amounts in unpaid dividend account, application money due for refund and the interest accrued thereon, which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
8. The Company has not issued any preference shares; hence, the question of compliance of provisions relating to redemption of preference shares does not arise.



9. The Company has not bought back any of its securities during the year under report.
10. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
11. There were no instances of filling up casual vacancies of auditors of the Company.
12. There were no appointment and re-appointment of directors, independent directors and Key Managerial Personnel during the year under report.
13. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.
14. The Company has not altered the provisions of Memorandum and Articles of Association during the year under report.

**Place:** Bengaluru

**Date:** 27.11.2024



**G Akshay & Associates**

Practising Company Secretary

Membership No. F10967

C. P. No. 15584

**UDIN: F010967F002930103**

**Annexure - A**

**Registers as maintained by the Company**

1.	Register of Members	u/s 88
2.	Register of Debenture holders and other security holders	u/s 88
3.	Register of Directors and Key Managerial Personnel and their shareholding	u/s 170
4.	Minutes Book of Board Meetings	u/s 118
5.	Minutes Book of General Meetings	u/s 118
6.	Minutes Book of Committee Meetings	u/s 118
7.	Register of Charges	u/s 85
8.	Register of Contracts with related party and Contract and Bodies etc., in which Directors are interested	u/s 189
9.	Register of Renewed and Duplicate Share Certificate	u/s 46
10.	Register of Loans, Guarantees, Security and Acquisition made by the Company	u/s 186
11.	Register of Investments not held in its own name by the Company	u/s 187
12.	Register of Application monies/Allotments	---
13.	Register of share transfers	---
14.	Books of Accounts	---



**Annexure - B**

**1. Meetings of Board of Directors**

SL No.	Date of Board Meeting
1	26.04.2023
2	30.05.2023
3	14.08.2023
4	14.09.2023
5	30.10.2023
6	09.11.2023
7	13.02.2024

**2. Details of Circular Resolutions passed by the Board of Directors of the Company:**

SL No.	Date of Board Meeting
1	03.04.2023

**3. Meetings of Audit Committee:**

SL No.	Date of Committee Meeting
1	26.04.2023
2	30.05.2023
3	14.08.2023
4	30.10.2023
5	09.11.2023
6	13.02.2024

**4. Meetings of Nomination & Remuneration Committee:**

SL No.	Date of Committee Meeting
1	30.05.2023

**5. Meetings of Stakeholders Relationship Committee:**

SL No.	Date of Committee Meeting
1	30.05.2023

**6. Meetings of Corporate Responsibility Statement Committee:**

SL No.	Date of Committee Meeting
1	30.05.2023

**7. Meetings of Independent Director:**

SL No.	Date of Committee Meeting
1	13.02.2024



**8. Meetings of Risk Management Committee:**

SL No.	Date of Committee Meeting
1	14.07.2023
2	08.01.2024

**9. General Meeting:**

SL No.	Type of Meeting	Date of Meeting
1	AGM	15.09.2023

