

# 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]



# Annual Return

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. 23/2, COFFEEDAY SQUARE  
VITTAL MALLYA ROAD  
BANGALORE  
Karnataka  
560001

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

sadananda@abccoffeeday.com

(d) \*Telephone number with STD code

08040012345

(e) Website

www.coffeeday.com

(iii) Date of Incorporation

20/06/2008

(iv)	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, Vikhroli (West)

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

Pre-fill

(e) Extended due date of AGM after grant of extension

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	27
2	I	Accommodation and Food Service	I2	Food and beverage services provided by hotels, restaurants, caterers, etc.	69

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

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

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	82.09
2	TANGLIN DEVELOPMENTS LIM	U85110KA1995PLC019495	Subsidiary	87.12
3	COFFEE DAY TRADING LIMITED	U74140KA2000PLC026366	Subsidiary	88.77
4	COFFEEDAY HOTELS & RESORT	U55101KA2004PTC034591	Subsidiary	100
5	COFFEE DAY KABINI RESORTS I	U55101KA2018PLC117722	Subsidiary	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
Compulsorily Convertible 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	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
<b>Equity shares</b>				
<b>At the beginning of the year</b>	211,251,719	2,112,517,190	2,112,517,190	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
NIL				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	

iv. Others, specify	0	0	0	
NIL				
<b>At the end of the year</b>	211,251,719	2,112,517,190	2,112,517,190	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NIL				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NIL				
<b>At the end of the year</b>	0	0	0	

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

0

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 style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,000	10,00,000	2,217,620,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,299,450,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,611,390,000
Deposit			0
<b>Total</b>			<b>5,128,460,000</b>

**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>	2,005,310,000	212,310,000	0	2,217,620,000
<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
Total					

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

### (i) Turnover

227,080,000

### (ii) Net worth of the Company

31,736,690,000

## 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	27,092,186	12.82	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)	7,525,030	3.56	0	

10.	Others NIL	0	0	0	
	<b>Total</b>	34,617,216	16.38	0	0

**Total number of shareholders (promoters)**

5

**(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	47,687,516	22.57	0	
	(ii) Non-resident Indian (NRI)	2,234,625	1.06	0	
	(iii) Foreign national (other than NRI)	200	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	6,380,000	3.02	0	
5.	Financial institutions	2,182	0	0	
6.	Foreign institutional investors	9,685,395	4.58	0	
7.	Mutual funds	4,876,540	2.31	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	98,730,879	46.74	0	
10.	Others HUF, Trusts, Clearing Memk	7,037,166	3.33	0	
	<b>Total</b>	176,634,503	83.61	0	0

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

67,910

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

67,915

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

21

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ALPHA DYNAMIX MUL	C/O ARCH GLOBAL CONSULT LTD			100,000	0.04
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			8,834	0
DANSKE INVEST SICAV	STANDARD CHARTERED BANK SEC			225,880	0.1
DANSKE INVEST SICAV	STANDARD CHARTERED BANK SEC			402,564	0.19
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			161,329	0.07
EMERGING MARKETS (	CITIBANK N.A. CUSTODY SERVICES			227,184	0.1
EQ ASSETS	ICICI BANK LTD SMS DEPT 1ST FLO			20,000	0
GMO EMERGING DOM	DEUTSCHE BANK AG, DB HOUSE H			78,819	0.03
GMO EMERGING DOM	DEUTSCHE BANK AG, DB HOUSE H			1,048,219	0.49
GOVERNMENT PENSIC	CITIBANK N.A. CUSTODY SERVICES			6,267,084	2.96
INDIA MAX INVESTME	ICICI BANK LTD SMS DEPT 1ST FLO			20,000	0
MDPIM EMERGING MA	CITIBANK N.A. CUSTODY SERVICES			116,685	0.05
NOMURA SINGAPORE	HSBC SECURITIES SERVICES 11TH F			47,001	0.02
SOCIETE GENERALE - C	SBI-SG GLOBAL SECURITIES SERVIC			192,056	0.09
SPDR S AND P EMERG	DEUTSCHE BANK AG DB HOUSE, H			7,365	0
SUNSUPER SUPERANN	DEUTSCHE BANK AG, DB HOUSE H			210,487	0.09
T.A. WORLD EX U.S. CC	CITIBANK N.A. CUSTODY SERVICES			11,470	0
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			170,282	0.08
WISDOMTREE INDIA IN	CITIBANK N.A. CUSTODY SERVICES			83,101	0.03
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			10,998	0
WULAR INDIA FUND	KOTAK MAHINDRA BANK LIMITED			276,037	0.24

**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	6	5
Members (other than promoters)	40,597	67,910
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	1	0	1	0	0.05
<b>B. Non-Promoter</b>	0	3	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	2	0	0
<b>C. Nominee Directors representing</b>	0	1	0	0	0	0
(i) Banks & FIs	0	1	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	0	3	0	0.05

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

5

**(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)
ALBERT JOSEF HIERC	00063759	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MALAVIKA SIDDHARTI	00136524	Director	112,402	
SAKALESPUR VISWES	00323799	Director	0	
RADHAKRISHNAN RAI	AAXPR7822A	CFO	586	
SADANANDA THIMMA	AAOPP0042R	Company Secretar	2,070	

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

3

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)
SANJAY OMPRAKASH	00002615	Nominee director	13/11/2019	Cessation
SULAKSHANA RAGHA	03523815	Additional director	01/08/2019	Cessation
VEERAPPA HEGDE GA	00063987	Managing Director	31/07/2019	Demise

**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	14/12/2019	69,582	450	99.98

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/04/2019	6	5	83.33
2	24/05/2019	6	5	83.33
3	31/07/2019	5	4	80
4	08/08/2019	4	3	75

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	14/08/2019	4	4	100
6	30/08/2019	4	4	100
7	16/09/2019	4	4	100
8	13/11/2019	3	3	100
9	08/01/2020	3	3	100
10	29/01/2020	3	3	100

### C. COMMITTEE MEETINGS

Number of meetings held

8

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	24/05/2019	3	3	100
2	Audit Committee	08/08/2019	2	2	100
3	Audit Committee	13/11/2019	3	3	100
4	Audit Committee	29/01/2020	3	3	100
5	Nomination and Remuneration	24/05/2019	3	3	100
6	Nomination and Remuneration	27/01/2020	3	3	100
7	Stake Holders	24/05/2019	3	3	100
8	Risk Management	29/01/2020	2	2	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	31/12/2020
								(Y/N/NA)
1	ALBERT JOSHI	10	10	100	6	6	100	Yes
2	MALAVIKA SINGH	10	8	80	6	6	100	Yes

3	SAKALESPUF	10	10	100	8	8	100	Yes
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**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	SADANANDA THIM	Company Secre	2,100,000	0	0	0	2,100,000
2	RADHAKRISHNAN	CFO	3,500,000	0	0	0	3,500,000
	Total		5,600,000	0	0	0	5,600,000

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ALBERT JOSEF HI	Independent Dir	0	0	0	1,800,000	1,800,000
2	SAKALESPUR VIS	Independent Dir	0	0	0	1,800,000	1,800,000
	Total		0	0	0	3,600,000	3,600,000

**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

As per the attached MGT-8.

**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

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(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

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**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



DIN of the director

To be digitally signed by



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 Attachment(s), if any

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

**List of attachments**

AGM extension order.pdf
MGT-8 CDEL 2019-20.pdf
Declaration by PCS 2019-20_HRB.pdf

**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**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**

### DECLARATION

In connection with signing of Annual Return of the Company in Form MGT-7 pertaining to the financial year 2019-20 under section 92(1) of the Companies Act, 2013, I wish to state that my signing as a Company Secretary in Practice is subject to the following:

1. The maintenance of statutory records and registers under the Companies Act, 2013 is the responsibility of the Board of Directors and Management of the Company;
2. The compliance of applicable provisions of the Companies Act, 2013 and disclosures under the Companies Act, 2013 is the responsibility of the Board of Directors and Management of the Company;
3. The financial information & particulars filled in the said form are based on the Financial Statements of the Company for the financial year 2019-20; and
4. The Annual Return (including the particulars of compliances and disclosures made by the Company under the Companies Act, 2013 stated at point no. XI (A) & reasons/ observations for non-compliances, if any stated at point no. XI (B) and the particulars of penalty and punishment, if any, stated at point no XII) and attachment thereto have been prepared/ filled by the Management of the Company and confirmed by the Director signing the said form.

As per information and explanations provided to me and based on my verification of the Company's statutory registers, forms and returns filed and other records maintained by the Company as required under the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and also as per the details available from the Company, its officers, agents and authorized representatives during the process of verification of the contents of Annual Return of the Company as mentioned hereinabove, I found it to be true, correct and complete and no information material to this form has been suppressed or concealed .

For **HRB & Co.**,

*Company Secretaries*

Firm's registration Number: S2014KR261500



Proprietor

Membership No. 9490

C. P. No. : 11444.





GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF THE REGISTRAR OF COMPANIES, KARNATAKA  
II FLOOR, "E" WING, KENDRIYA SADAN, KORAMANGALA,  
BANGALORE - 560 034

Order

Extension of time for holding Annual General Meeting (AGM)  
for the financial year ended on 31.03.2020

1. WHEREAS, Sub-section (1) of Section 96 of the Companies Act, 2013 (the Act) provides, inter-alia, that every company, other than a One Person Company, shall in each year hold in addition to any other meetings, a general meeting as its Annual General Meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
2. And WHEREAS, the first proviso to Sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year;
3. And WHEREAS, the third proviso to Sub-section (1) of section 96 of the Act provides that the Registrar may, for any special reason, extend the time within which any annual general meeting, other than the first annual general meeting, shall be held, by a period not exceeding three months;
4. And WHEREAS, various representations have been received from the companies, Industry bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2020 due to the difficulties faced in view of the Covid\_19 pandemic;
5. And WHEREAS, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reasons, the time within which the AGM for the financial year ended on 31.03.2020 is required to be held as per provisions of sub-section (1) of section 96 ought to be extended in terms of the third proviso to section 96(1);

6. Now, therefore, in terms of power vested with the undersigned under the third proviso to Sub-section (1) of Section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM, for the financial year ended on 31.03.2020, for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM, for a period of three months from the due date by which the AGM ought to have been held in accordance with the provisions of Sub-section (1) to Section 96 of the Act, without requiring the companies to file applications for seeking such extension by filing the prescribed Form No. GNL-1.

Explanation: It is hereby clarified that the extension granted under this Order shall also be applicable to all the pending applications filed in Form No. GNL-1 for the extension of AGM for the financial year ended on 31.03.2020, which are yet to be approved;

The approval for extension of AGM upto 3 months from the due date of AGM shall be deemed to have been granted by the undersigned without any further action on the part of the company.

  
(C.V. SAJEEVAN)  
REGISTRAR OF COMPANIES,  
KARNATAKA, BENGALURU

Place: Bengaluru

Date: 8<sup>th</sup> September 2020

**FORM NO. MGT -8**

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

**CERTIFICATE BY PRACTICING COMPANY SECRETARY**

I/ We have examined the registers, records, books, and papers of **COFFEE DAY ENTERPRISES LIMITED** CIN: L55101KA2008PLC046866 (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2020. In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

- A. The annual return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the company has complied with provisions of the Acts and Rules made there under in respect of the followings *subject to reporting made hereunder*:

1. Its status under the Act as a **Public Limited Company**.
2. **Maintenance of registers / records & making entries therein within the time prescribed therefore;**
  - 2.1. the Company is regular in maintenance of registers/records & making entries therein within the time prescribed;
  - 2.2. The Company has maintained the Registers in the prescribed Format.
3. **Filing of forms and returns are not stated in the Annual Return; however the company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;**

During the Reporting Period, the company has filed the necessary forms.

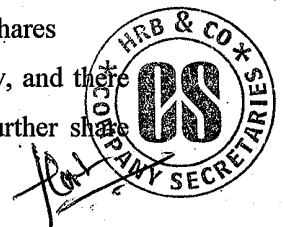
4. **Calling/convening/holding meetings of Board of directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot have been properly recorded in the Minute Book/registers maintained for the purpose and same have been signed;**





During the Reporting Period:

- 4.1. The maximum gap of the meetings of the board of the Directors does not exceed 120 days; and Annual General Meeting of members for the financial year ending 31.03.2020 was held on 31.12.2020.
  - 4.2. The company has given the proper notice for the meeting as per the provisions of the Act.
  - 4.3. The company has recorded minutes properly; and the entries into the registers were made within the time limit prescribed under the Act.
5. **Closure of register of members / Security holders, as the case may be;**  
The company was not required to close its register of Members.
6. **Advances / loans to its directors and/or persons or firms or companies referred in section 185 of the Act ;**  
The company has given advances or loans to its directors and /or persons or firms or companies referred in Section 185 of the Act and are in terms as specified as specified in the provisions of the Section 185 of the Act;
7. **Contracts / arrangements with related parties as specified in Section 188 of the Act ;**  
The company has entered into related party transaction falling within the preview of Sec 188 of the Companies Act, 2013 as per the Audited Balance Sheet. As explained to us the Contracts / arrangements with related parties which were in the ordinary course of business and on the Arm's length price as specified in the provisions of the Section 188 of the Act. In the absence of access to the financial records we have relied on the Auditors Report dated 25.11.2020;
8. **Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances as reported in this return ;**
- 8.1. There was no fresh issue or allotment of Equity shares in the Company, and there was no reduction of share capital or conversion of shares / securities. Further share transfers of shares were through dematerialized form. There were no transmission of shares
  - 8.2. There was no fresh issue or allotment of preference shares in the Company, and there was no reduction of share capital or conversion of shares / securities. Further share transfers of shares were through dematerialized form;



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8.3. The company has allotted debentures during the period under review and the company has complied with the relevant provisions of the act.

**9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;**

There were no transaction necessitating the company to keep in abeyance the right to dividend, right shares, and bonus shares pending registration of Transfer of Shares

**10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend;**

10.1. During the reporting period the company has not declared any dividend / issued right shares / bonus shares etc.

10.2. The company was not required to transfer of unpaid / unclaimed dividend / other amounts to the IEPF in accordance with section 125 of the act.

**11. 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 ;**

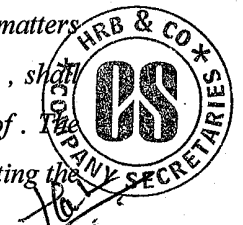
The audited financial Statements of the company were approved and signed in Board Meeting on 25.11.2020 whereas the board report of the company contains the matters specified under section 135 of the act.

**12. Constitution / appointment / reappointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them ;**

12.1. There were changes to the composition of the Board of Directors, *however in terms of provisions of Section 203 of the Companies Act, 2013, every listed company shall have either managing director, or Chief Executive Officer or manager and in their absence, a whole-time director as whole-time key managerial personnel. The company could not comply the same.*

12.2. *In terms of provisions of Section 135 of the Companies Act,2013, the company was required to constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director. The company could not comply the same.*

12.3. *In terms of provisions of Section 117, a copy of every resolution, in respect of matters specified in resolutions passed in pursuance of sub-section (3) of section 179 , shall be filed with the Registrar within thirty days of the passing or making thereof . The Board of Directors on 31.07.2019 has constituted Executive Committee delegating the*





*powers vested with the powers granted to Erstwhile Administrative Committee. A copy of Resolution is not been filed with the Registrar of Companies*

**13. Appointment / reappointment / filling up casual vacancies of auditors as per the provisions of section 139 of the Act ;**

There was a casual vacancy of the auditor caused by resignation of BSR & Co., as per the Section 139 of the Act;

**14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act ;**

There is no such instance / transactions where the approval required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act ;

**15. Acceptance / renewal / repayment of deposits;**

During the reporting period the company has not acceptance /renewed any deposit.

**16. Borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable ;**

During the reporting period, the company has registered the creation of charge/ satisfaction of charge within the prescribed time limit.

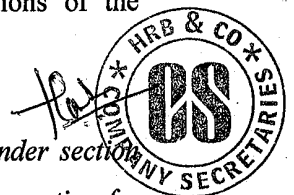
**17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;**

The company has given the loans / Guarantees / provided its securities or made investment exceeding the prescribed limit with the approval of the members.

**18. Alteration of the provisions of the memorandum and/or articles of association of the company;**

During the period under review the Company has not altered the provisions of the memorandum and/or articles of association of the company.

**19. The company has received notice from Registrar of Companies, Karnataka under section 206 of the Companies Act, 2013 and the company has received a Showcase notice for**



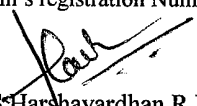


*compulsory delisting of shares from Stock Exchange due to continuous non-compliance with respect to the requirements under Listing Regulations*

For **HRB & Co.,**

*Company Secretaries*

Firm's registration Number: S2014KR261500

  
CS Harshvardhan R Boratti

Proprietor

C. P. No. : 11444

Membership No. 9490

UDIN: F009490B003915755



Place: Bangalore

Date: 01.03.2021

