

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. 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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

15/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

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,	77.57
2	I	Accommodation and Food Service	I2	Food and beverage services provided by hotels, restaurants, caterers, etc.	22.2

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

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

21

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	90.39

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 P		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	U52609KA2019PTC123086	Subsidiary	99.99
10	TANGLIN DEVELOPMENTS LIM	U85110KA1995PLC019495	Subsidiary	100
11	COFFEEDAY HOTELS & RESORT	U55101KA2004PTC034591	Subsidiary	100
12	COFFEE DAY TRADING LIMITE	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	48.21
19	BAREFOOT RESORTS AND LEIS	U55101TN1998PTC040221	Associate	27.69
20	WAY2WEALTH ENTERPRISES P	U65999AP2017PTC106315	Subsidiary	100
21	WAY2WEALTH CAPITAL PRIVA	U78300KA1995PTC018960	Subsidiary	99.99

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	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			
Equity shares						
At the beginning of the year	252	211,251,467	211251719	2,112,517,1	2,112,517,	

Increase during the year	0	0	0	0	0	0
i. Public Issues	0	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	
NA						
Decrease during the year	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	
NA						
At the end of the year	252	211,251,467	211251719	2,112,517,1	2,112,517,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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	
NA						
Decrease during the year	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	
<input type="text" value="NA"/>						
At the end of the year	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 style="width:100%;" type="text"/>	
Transferor's Name	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width:100%;" type="text"/>	
Transferee's Name	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width:100%;" type="text"/>	
Type of transfer	<input style="width:100%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:100%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:100%;" type="text"/>
Ledger Folio of Transferor		<input style="width:100%;" type="text"/>	
Transferor's Name	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width:100%;" type="text"/>	
Transferee's Name	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>	<input style="width:100%;" 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
Total			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
Non-convertible debentures	2,355,590,000	0	36,425,762.32	2,319,164,237.68
Partly convertible debentures	0	0	0	0
Fully convertible debentures	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

185,872,651

(ii) Net worth of the Company

30,643,777,561

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	14,475,745	6.85	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 NA	0	0	0	
	Total	20,256,600	9.59	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	133,547,099	63.22	0	
	(ii) Non-resident Indian (NRI)	4,081,527	1.93	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	94,000	0.04	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	4,134,270	1.96	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	7,803,143	3.69	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	35,453,431	16.78	0	
10.	Others Clearing Members and Trus	5,881,649	2.78	0	
	Total	190,995,119	90.4	0	0

Total number of shareholders (other than promoters)

183,239

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

183,243

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AEGIS INVESTMENT FUND	C/O KOTAK MAHINDRA BANK LIMITED			507,000	0.24
CC&A Q INTERNATIONAL	STANDARD CHARTERED BANK SECURITIES SERVICES			8,238	0.01
NOMURA SINGAPORE	HSBC SECURITIES SERVICES 11TH FLOOR			47,001	0.02
QUADRATURE CAPITAL	JPMORGAN CHASE BANK N.A., INDIA BRANCH			260,645	0.12
CC&A Q EMERGING	STANDARD CHARTERED BANK SECURITIES SERVICES			58,327	0.02
DFA INTERNATIONAL	STANDARD CHARTERED BANK SECURITIES SERVICES			74,441	0.03
UBS FUND MANAGEMENT	STANDARD CHARTERED BANK SECURITIES SERVICES			12,951	0.01
DIMENSIONAL EMERGING	CITIBANK N.A. CUSTODY SERVICES			17,679	0.01
GOVERNMENT PENSION	CITIBANK N.A. CUSTODY SERVICES			5,557,537	2.63
AMERICAN CENTURY FUND	DEUTSCHE BANK AG, DB HOUSE OF FINANCE			3,695	0.01
CC&A Q INTERNATIONAL	DEUTSCHE BANK AG, DB HOUSE OF FINANCE			3,560	0.01
PUBLIC EMPLOYEES RETIREMENT	HSBC SECURITIES SERVICES 11TH FLOOR			104,643	0.04
WORLD EX U.S. CORE INVESTMENT	CITIBANK N.A. CUSTODY SERVICES			29,071	0.01
EMERGING MARKETS INVESTMENT	CITIBANK N.A. CUSTODY SERVICES			33,733	0.01
GALLUS AKTIEN EMERGING	HSBC SECURITIES SERVICES 11TH FLOOR			170,736	0.08
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE OF FINANCE			15,915	0.01
DIMENSIONAL WORLD	CITIBANK N.A. CUSTODY SERVICES			17,512	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE H			17,776	0.01
INDIA MAX INVESTME	ICICI BANK LTD SMS DEPT 1ST FLO			20,000	0.01
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			414,128	0.19
CC&L Q EMERGIN	HSBC SECURITIES SERVICES 11TH F			7,444	0
EMERGING MARKETS (CITIBANK N.A. CUSTODY SERVICES			64,279	0.03
SOCIETE GENERALE	SBI SG GLOBAL SECURITIES SERVIC			338,000	0.16
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, H			18,832	0.02

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	5	4
Members (other than promoters)	185,435	183,239
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
A. Promoter	1	0	1	0	0.03	0
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	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	1	5	0.03	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)
GIRI DEVANUR	00125603	Director	0	
MOHAN RAGHAVENDI	01718628	Director	0	
INDUPURA RENUKA R	09180669	Director	0	
SAKALESPUR VISWES	00323799	Director	0	
CHICKMAGALORE HA	07789047	Director	0	
MALAVIKA SIDDHARTI	00136524	Whole-time directo	53,402	
MALAVIKA SIDDHARTI	ABFPH9207C	CEO	53,402	
RADHAKRISHNAN RAI	AAXPR7822A	CFO	0	
SADANANDA THIMMA	AAOPP0042R	Company Secretar	10	

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

1

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)
INDUPURA RENUKA R	09180669	Director	16/09/2022	Change in designation

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	16/09/2022	182,907	75	6.66

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	6	6	100
2	25/07/2022	6	5	83.33
3	12/08/2022	6	6	100
4	30/08/2022	6	6	100
5	10/11/2022	6	6	100
6	11/02/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

10

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	30/05/2022	3	3	100
2	Audit Committee	02/06/2022	3	3	100
3	Audit Committee	12/08/2022	3	3	100
4	Audit Committee	10/11/2022	3	3	100
5	Audit Committee	11/02/2023	3	3	100
6	NRC Committee	30/05/2022	3	3	100
7	CSR Committee	30/05/2022	3	3	100
8	Risk Management	12/08/2022	3	3	100
9	Risk Management	01/02/2023	3	3	100
10	Stakeholders Forum	30/05/2022	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	15/09/2023
								(Y/N/NA)
1	GIRI DEVANL	6	6	100	0	0	0	No
2	MOHAN RAGI	6	6	100	10	10	100	Yes
3	INDUPURA R	6	6	100	0	0	0	Yes
4	SAKALESPUF	6	6	100	10	10	100	Yes
5	CHICKMAGAL	6	6	100	2	2	100	Yes
6	MALAVIKA SI	6	5	83.33	9	9	100	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	15,563,604	0	0	0	15,563,604
2	SADANANDA THIM	Company Secre	2,991,278	0	0	0	2,991,278
	Total		18,554,882	0	0	0	18,554,882

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	1,100,000	1,100,000
2	MOHAN RAGHAVE	Independent Dir	0	0	0	1,100,000	1,100,000
3	GIRI DEVANUR	Independent Dir	0	0	0	600,000	600,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	INDUPURA RENUK	Director	0	0	0	600,000	600,000
	Total		0	0	0	3,400,000	3,400,000

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

1

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
Coffee Day Enterp	SEBI	28/06/2022	SEBI Act, 1992 sect	1,00,000/-	NA

(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

00136524

To be digitally signed by

SADANAND
A THIMMA
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 Attachment(s), if any

List of attachments

MGT-8_CDEL_22-23.pdf

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

Form MGT- 8

For the Financial Year ended 31st March 2023

[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 31st March, 2023. 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 and there were no circular resolutions and resolution passed by postal ballot during the year.
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, appointment, re-appointment, and disclosures of directors, independent directors and Key Managerial Personnel and the remuneration paid to them;

SL. No	Name	Particular	Date of Event
1	Mr. Indupura Renuka Ravish	Appointment	16.09.2022

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	30.05.2022
2	M/s G Akshay & Associates, Practicing Company Secretaries	Appointment of Secretarial Audit	30.05.2022

9. Borrowings from public financial institutions, banks and others and creation/ satisfaction 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 satisfied the charges against the assets of the Company during the period under report;
13. The Company has 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.

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 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.
4. The Company has not issued any preference shares; hence, the question of compliance of provisions relating to redemption of preference shares does not arise.
5. The Company has not bought back any of its securities during the year under report.
6. The Company has not converted any securities and has not altered/reduced its share capital during the year under report.
7. 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.
8. The Company has not declared/paid any dividend during the period under report.
9. There were no instances of filling up casual vacancies of auditors of the Company.
10. 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.

11. The Company has not created, modified the charges against the assets of the Company during the period under report;
12. The Company has not altered the provisions of Memorandum and Articles of Association during the year under report.

Place: Bengaluru

Date: 12.10.2023

UDIN: F010967E001273371

G Akshay & Associates
Practicing Company Secretary
Membership No. F10967
C. P. No. 15584

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.	Register of Charges	u/s 85
7.	Register of Contracts with related party and Contract and Bodies etc., in which Directors are interested	u/s 189
8.	Register of Renewed and Duplicate Share Certificate	u/s 46
9.	Register of Shares or other Securities Bought Back	u/s 68
10.	Register of Employee Stock Options	u/s 62
11.	Register of Loans, Guarantees, Security and Acquisition made by the Company	u/s 186
12.	Register of Investments not held in its own name by the Company	u/s 187
13.	Register of Application monies/Allotments	---
14.	Register of share transfers	---
15.	Register of common seal	---
16.	Books of Accounts	---

Annexure - B

1. Meetings of Board of Directors

SL No.	Date of Board Meeting
1	30.05.2022
2	25.07.2022
3	12.08.2022
4	30.08.2022
5	10.11.2022
6	11.02.2023

2. Meetings of Audit Committee:

SL No.	Date of Committee Meeting
1	30.05.2022
2	02.06.2022
3	12.08.2022
4	10.11.2022
5	11.02.2023

3. Meetings of Nomination & Remuneration Committee:

SL No.	Date of Committee Meeting
1	30.05.2022

4. Meetings of Stakeholders Relationship Committee:

SL No.	Date of Committee Meeting
1	30.05.2022

5. Meetings of Corporate Responsibility Statement Committee:

SL No.	Date of Committee Meeting
1	30.05.2022

6. Meetings of Independent Director:

SL No.	Date of Committee Meeting
1	30.08.2022
2	11.02.2023

7. Meetings of Risk Management Committee:

SL No.	Date of Committee Meeting
1	12.08.2022
2	01.02.2023

8. General Meeting:

SL No.	Type of Meeting	Date of Meeting
1	AGM	16.09.2022