

**NOTICE IS HEREBY GIVEN THAT THE 11th ANNUAL GENERAL MEETING OF THE MEMBERS OF COFFEE DAY ENTERPRISES LIMITED WILL BE HELD AT CAFÉ COFFEE DAY, GLOBAL VILLAGE, RVCE POST, MYSORE ROAD, MYLASANDRA, BANGALORE (KA) 560059 ON SATURDAY, THE 14TH DAY OF DECEMBER, 2019 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:**

**A. ORDINARY BUSINESS:**

Item No.1: To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2019, together with the reports of the Board of Directors and Auditors thereon.

Item No.2: To re-appoint a Director in place of Mrs. Malavika Hegde (DIN: 00136524) who retires by rotation and being eligible offers herself for re-appointment.

**B. SPECIAL BUSINESS**

**Special Resolution**

**Item no 3**

Re-appointment of Shri S. V. Ranganath (DIN 00323799) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions:**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 24th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri S.V.Ranganath ( holding DIN 00323799) whose current period of office is expiring on 16th January, 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement

by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 17th January, 2020 upto 16th January, 2025."

**"RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**Item No: 6**

Date: 13 November 2019

By Order of the Board  
for **Coffee Day**  
Enterprises Limited

Registered Office:  
23/2, Coffee Day Square  
Vittal Mallya Road  
Bangalore (KA) - 560001  
CIN: L55101KA2008PLC046866 FCS: 5223

Sd/-  
**Sadananda Poojary**  
Company Secretary &  
Compliance Officer

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN HIS/HER STEAD AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS ETC. MUST BE ACCOMPANIED BY APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF

THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.

2. A statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of Special Business under 'Item No. 3' is annexed hereto.
3. The additional details of Director in respect of 'Item no. 2 & 3' pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "LODR") and the Secretarial Standards (SS-2 effective from 01st October, 2017) issued by the Institute of Company Secretaries of India (ICSI), are annexed hereto.
4. **Change of Address:**
  - I. Members holding shares in 'Demat form' are requested to intimate immediately any change, if any, in their registered address along with the pin code to their depository participants with whom they have Demat accounts. The Company or Registrar and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form in this regard.
  - II. Members holding shares in 'physical form' are requested to intimate immediately any change, if any, in their registered address along with the pin code to the Company or the Registrar and Share Transfer Agents.
5. **Submission of PAN:**
  - I. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, members holding shares in 'Demat form' are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat account(s).
  - II. Members holding shares in 'physical form' can submit their PAN to the Company or the Registrar and Share Transfer Agents.
6. Members seeking any information or clarifications about the Financial Statements for the financial year 2018-19 to be approved at the Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that the documents relating thereto may be made available, if the Chairman permits such information to be furnished.
7. Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report for the financial year 2018-19 will be available on the Company's website i.e. [www.coffeeday.com](http://www.coffeeday.com).
8. The Company has designated an exclusive E-mail Id viz., [investors@coffeeday.com](mailto:investors@coffeeday.com) to enable investors to register their complaints/queries, if any.
9. The Annual Report of the Company for the financial year ended March 31, 2019 along with AGM Notice, process and manner of remote e-voting, Attendance Slip and Proxy form are being sent by e-mail to those members who have registered their e-mail address with the Company or with their Depository Participant or Registrar and Share Transfer Agents of the Company.

The members who have not registered their e-mail address are requested to register the same with the respective Depository Participant or Registrar and Share Transfer Agents to support the 'Green initiative' in good Corporate Governance practice. However, members who still desire to have a physical copy of the Annual Report 2018-19 should send a request to the Company's e-mail id viz., [investors@coffeeday.com](mailto:investors@coffeeday.com) or a letter to the registered office clearly mentioning their Folio number/DP and Client ID.
10. The relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Bank Holidays during business hours (i.e. 09:00 a.m. to 06:00 p.m.) of the Company up to the date of this Annual general Meeting.
11. **Voting through Electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2016, the Company is pleased to provide the members facility to exercise their right to vote at the 11th Annual General Meeting by electronic means and the business set out in the Notice of this meeting, may be transacted through e-voting services provided by **National Securities Depository Limited (NSDL)**. In accordance with the Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has also provided the facility for voting through physical ballot for members who does not have access to internet. Facility for voting through 'tablet' will also be provided to the members at the Meeting who have not cast their vote either through Ballot Paper or e-Voting. Complete instructions for e-voting including details of Login Id, process for generating or receiving password and for casting vote in secured manner are annexed to this Notice.

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

Name of the Director	Malavika Hegde	S.V.Ranganath
Date of Birth/Age	12/06/1967 51 Years	25/04/1953 66 Years
Nationality	Indian	Indian
Date of Appointment on the Board	20th June, 2008	17th January, 2015
Qualification	B.Com	IAS
Directorship held in other Public Companies	Forms Part of the Corporate Governance	Forms Part of the Corporate Governance
Memberships/ Chairmanships of Committees as per Corporate Governance report held across all other listed Companies	Forms Part of the Corporate Governance	Forms Part of the Corporate Governance
Shareholding in the Company	85,62,506 4.05%	Nil
Brief Profile	Forms Part of the Corporate Governance	Forms Part of the Corporate Governance

**Annexure to Notice**

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**

**ITEM NO. 3**

Re-appointment of **Shri S.V.Ranganath (DIN 00323799)** as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable SEBI regulations with the stock exchanges, at the Extra Ordinary General Meeting held on 17th January, 2015, **Shri S.V.Ranganath** was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 16th January, 2020. Since, **Shri S.V.Ranganath** will complete his initial term as an Independent Director of the Company on 16th January, 2020, he is eligible for re-appointment for one more term. **Shri S.V.Ranganath**, aged 66 years, retired Chief Secretary for Government of Karnataka and an IAS Officer of Karnataka- 75 cadre. His other Directorships include Qs-Era India Private Limited, Center for Study of Science Technology and Policy, Indian Institute for Human Settlements, Coffee Day Global Limited, Bosch Limited and Jana Capital Limited. He is the Chairman of Audit & Nomination Remuneration Committee of the Company. As on 31st March, 2019, he does not hold any shares of the Company. As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 24th May, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the

Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of **Shri S.V.Ranganath (DIN 00323799)** as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 17th January, 2020 upto 16th January, 2025 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from **Shri S.V.Ranganath**, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from **Shri S.V.Ranganath** confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. **Shri S.V.Ranganath** is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of **Shri S.V.Ranganath** to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013. A copy of the draft letter for re-appointment of **Shri S.V.Ranganath** setting

## Notice

out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of **Shri S.V.Ranganath** as an Independent Director of the Company.

Except **Shri S.V.Ranganath**, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL.  
Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the

.pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

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

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [compliance@hrbandco.in](mailto:compliance@hrbandco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)





**COFFEE DAY ENTERPRISES LIMITED**

CIN: L55101KA2008PLC046866  
Regd. Office: 23/2, Coffee Day Square, Vittal Mallya Road Bengaluru-560001  
Phone: +91 (80) 40012345; Fax: +91 (80) 40012987  
Website: www.coffeeday.com, E-mail: investors@coffeeday.com

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member	
Registered Address	
E-Mail ID	
Folio No./DP ID-Client ID	

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

Name: ..... Address:.....

E-mail ID ..... Signature:..... Or failing him/her

Name: ..... Address:.....

E-mail ID ..... Signature:..... Or failing him/her

Name: ..... Address:.....

E-mail ID ..... Signature:.....

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 11th Annual General Meeting of the Company to be held on 14 day of December 2019 at "Café Coffee Day, Global village, RVCE Post, Mysore Road, Mylasandra, Bangalore-560059" and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon.		
2. Re-appointment of Mrs. Malavika Hegde as Director liable to retire by rotation.		
3. Re-appointment of Shri S. V. Ranganath as an Independent Director of the Company		

Signed this ..... day of ..... 2019

Signature of Member(s):.....

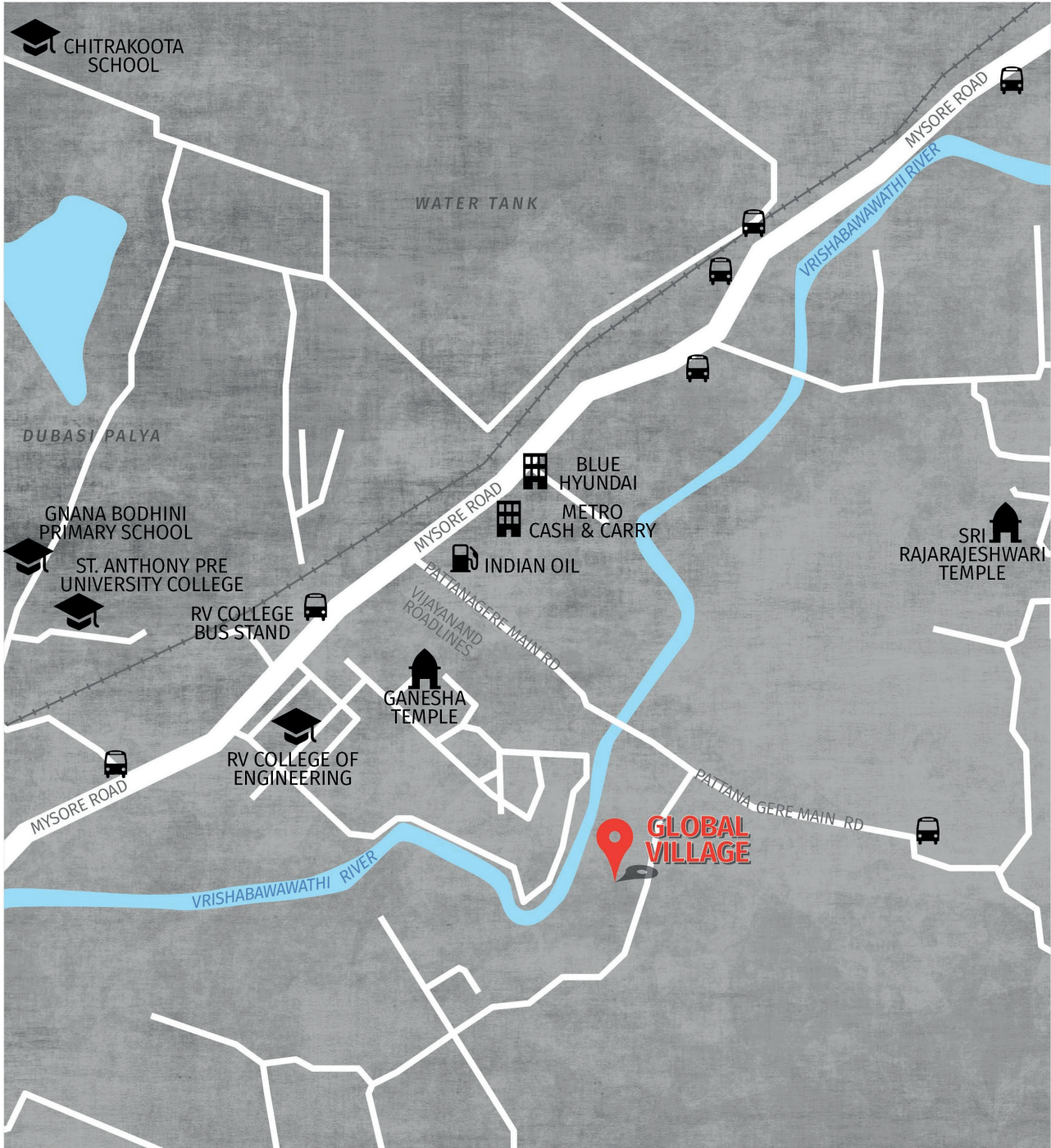
Signature of Proxy holder(s):.....

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes please refer to the Notice of the 10th Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

## ROUTE MAP

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



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



## COFFEE DAY ENTERPRISES LIMITED

CIN: L55101KA2008PLC046866

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

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

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

### ATTENDANCE SLIP

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

I hereby record my presence at the 11th Annual general Meeting of the Company at Café Coffee Day, Global village, RVCE Post, Mysore Road, Mylasandra, Bangalore-560059 on 14th December 2019

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

\*Strike out whichever is not applicable

