

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF COFFEE DAY ENTERPRISES LIMITED WILL BE HELD THURSDAY, 31ST DECEMBER 2020 AT 12 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS.

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 31st March 2020, together with the reports of the Board of Directors and Auditors thereon.

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

Item No. 3: Appointment of M/s. Venkatesh & Co., as Statutory Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 read with rule 3 of the Companies (Audit and Auditors) Rules, 2014, and the other applicable provisions of the companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the proposal of the Audit Committee of the Board and recommendations of the Board, M/s Venkatesh & Co., Chartered Accountants (Firm Registration No. 00463S), Chennai, be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 consecutive years from the conclusion of this 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting to be held in 2025 of the Company at a remuneration of Rs.50 lacs plus applicable taxes as mutually agreed with the Board of directors and re-imburement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

B. SPECIAL BUSINESS

Item No. 4: Appointment of Mrs. Malavika Hegde (DIN: 00136524) as a Whole-time Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as per the recommendation of Nomination and Remuneration Committee and as proposed by the Board in their meeting held on 7th December 2020, approval of the members be and is hereby accorded to appoint Mrs. Malavika Hegde (DIN: 00136524) as a Whole-time Director of the Company, for a period of 5 (five) consecutive years with effect from 31st December, 2020 till 30th December 2025, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5: Re-appointment of Mr. Albert Josef Hieronimus (DIN: 00063759) as 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 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), Mr. Albert Josef Hieronimus (DIN:00063759) Additional Director of the Company (Non-executive Independent Director) who held the office of Independent Director up to 16th January 2020 and appointed as additional director of the company on 8th January 2020 w.e.f. 17th January 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Albert Josef Hieronimus’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 31st December 2020 upto 30th December 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: Appointment of Mrs. C. H. Vasundhara Devi (DIN: 07789047) as Woman 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 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), and pursuant to the recommendation by Nomination & Remuneration Committee of the Company, Mrs. C H Vasundhandara Devi (DIN: 07789047) an Additional Director of the company (Non-Executive Woman Independent Director), 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 appointment as an Independent Director and in respect of whom the Company has received a notice in writing from the Member of the Company, proposing her 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. 31st December, 2020 up to 30th December, 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 7: Appointment of Mr. Giri Devanur (DIN: 00125603) as 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 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), and pursuant to the recommendation by Nomination & Remuneration Committee of the Company, Mr. Giri Devanur (DIN: 00125603) an Additional Director of the company (Independent Director), 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 appointment as an Independent Director and in respect of whom the Company has received a notice in writing from the Member of the Company, 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. 31st December, 2020 up to 30th December, 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 8: Appointment of Mr. Mohan Raghavendra Kondi (DIN: 01718628) as 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 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), and pursuant to the recommendation by Nomination & Remuneration Committee of the Company, Mr. Mohan Raghavendra Kondi (DIN: 01718628) an additional director of the company (Independent Director), 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 appointment as an Independent Director and in respect of whom the Company has received a notice in writing from the Member of the Company, 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. 31st December, 2020 up to 30th December, 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.”

Date:7th December, 2020

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

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

IMPORTANT NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.coffeeday.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 28th December, 2020 at 09:00 A.M. and ends on Wednesday, 30th December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and

	Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

(i) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(ii) How to retrieve your 'initial password'?

(iii) 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'.

(iv) In light of the MCA circulars, for remote e-voting, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email-addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent Link Intime India Private Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for remote e-voting along with the user-id and the password to enable e-voting. In case of any queries, shareholder may write to the Company at investor@coffeedaygroup.com or to NSDL at evoting@nsdl.co.in.

(v) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Phone: +91 22 4918 6000, Email: mumbai@linkintime.co.in Website: www.linkintime.co.in by following the due procedure

- (vi) Those shareholders who have already registered their e-mail address are requested to keep their email addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent Link Intime India Pvt. Ltd, to enable servicing of notices/documents/ annual Reports electronically to their e-mail address.
 - (vii) Any query/grievances may be please to addressed by Mr. Sadananda Poojary, Company Secretary with respect to the voting by remote electronic means at email id : investors@coffeedaygroup.com or to the NSDL email id : evoting@nsdl.co.in
 - (viii) The members have to vote through remote e-voting platform only.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 harshavardhan@hrbandco.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@coffeedaygroup.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@coffeedaygroup.com

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at investors@coffeedaygroup.com.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@coffeedaygroup.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT, RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE AGM, IS ANNEXED HERETO.

ITEM NO.3

Appointment of M/s. Venkatesh & Co., as Statutory Auditors of the Company

In terms of Section 139 of the Companies Act, 2013 (“the Act”), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. Venkatesh & Co, Chartered Accountants (Firm Registration No. 00463S), Chennai, will hold office until the conclusion of the ensuing Annual General Meeting who were appointed in casual vacancy caused by BSR & Co. LLP. The Company is required to appoint Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the seventeenth Annual General Meeting.

The Board of Directors at its meeting held on 7th December 2020, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Venkatesh & Co, Chartered Accountants (Firm Registration No. 00463S), Chennai, as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office for a period of five

consecutive terms from the conclusion of the twelfth Annual General Meeting till the conclusion of seventeenth Annual General Meeting of the Company.

M/s. Venkatesh & Co, Chartered Accountants (Firm Registration No. 00463S), Chennai, have given consent to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution.

Accordingly, approval of the members is sought for appointment of M/s. Venkatesh & Co, Chartered Accountants as the Statutory Auditors of the Company and Proposed fees payable to the new auditors for limited review and audit of annual financial results as well as statutory audit amounts to Rs.50 lacs plus applicable taxes as mutually agreed with the Board of directors.

The erstwhile auditors were paid a sum Rs. 87.9 lacs and the change in the audit fees is on account of drop in business by 30% as compared to the previous financial year.

Brief profile of M/s Venkatesh & Co.,

- Venkatesh & Co is a Chartered Accounting firm established in the year 1979 as an Audit firm in Chennai.
- A firm of Chartered Accountants having more than 40 years' experience with staff strength of 45 including 3 Full time Partners, 5 Chartered Accountants
- Multiple range of services - Statutory Audit, System and Internal Audit, Tax representation for both direct & indirect taxes at all levels, Advisory in Mergers and Acquisitions, Advisory relating to companies venturing into Public Issues in India and Abroad, Fund raising: Debt / Equity and Placements, Management and Capital Structure Planning, Valuation of Companies, Due Diligence, Tax Planning, Project report Preparation, Incorporation & Formation of Companies etc
- Empanelled with - Reserve Bank of India, C & Ag Of India for Audit Of PSU, Insurance Regulatory and Development Authorities, SEBI for Audit of Mutual Funds, Official Liquidator – Madras High Court
- Diverse Client sector wise include – Government sector, Public sector, Insurance sector, Manufacturing sector – Cement, Steel, Textile, Paints, Pharmaceuticals, Leather, Distilleries, Sugar, EPC companies, Construction and Realty sector, Health care sector, Investments & securities sector, Banking sector, Information & technology sector, Agricultural sector, Hospitality and leisure resorts sector & Educational institutions – Schools and engineering colleges etc
- Client profile includes Government companies, Banks – Nationalised & Private, Non-Banking Finance Companies, Listed companies, Public limited companies, Private limited companies, LLP and partnership firms, Societies, Trusts, Association of persons and Individuals.

Interest of Directors and Key Managerial Personnel:

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution

Item No: 4

Appointment of Mrs. Malavika Hegde (DIN: 00136524) as Whole Time Director of the Company.

The Board of Directors of the Company (“the Board”) at its meeting held on December 7th, 2020 has, subject to approval of members, appointed Mrs. Malavika Hegde (DIN: 00136524) as a whole time Director of the company for a period of 5 (five) consecutive years from 31st December 2020 till 30th December 2025 on terms and conditions as recommended by the Nomination and Remuneration Committee (the ‘NRC Committee’) of the Board and approved by the Board. It is proposed to seek members’ approval for the appointment of and remuneration payable to Mrs. Malavika Hegde (DIN: 00136524) as a Whole time Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mrs. Malavika Hegde are as under:

- a. Salary, Perquisites and Allowances per annum:
Mrs. Malavika Hegde shall not draw any monthly salary for serving on the Board as the Whole time Director including in the subsidiary company (ies).

- b. General:
 - (i) The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Wholetime Director will be under the overall authority of the Managing Director/Board.
 - (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
 - (iii) The Whole-time Director shall adhere to the Company’s Code of Conduct.
 - (iv) Mrs. Malavika Hegde has rich and varied experience in the Coffee industry and has been fully involved in the Management of the Company after the demise of Chairman V.G.Siddhartha. It would be in the interest of the Company to continue to avail her considerable expertise and to appoint Mrs. Malavika Hegde as a Whole-time Director. Accordingly, approval of the members is sought for passing a Ordinary Resolution for appointment of Mrs. Malavika Hegde as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act. Save and except as provided in the foregoing paragraph, Mrs. Malavika Hegde satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her appointment.
 - (v) She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mrs. Malavika Hegde under Section 190 of the Act.

Details of Mrs. Malavika Hegde are provided in “Annexure” to the Notice pursuant to the provisions of the provisions of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Mrs. Malavika Hegde is interested in the resolution set out at Item No. 4 of the Notice. The relatives of Mrs. Malavika Hegde may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in

the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Re-appointment of Mr. Albert Hieronimus (DIN 00063759) 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, Mr. Albert Hieronimus was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term up to 16th January, 2020. Mr. Albert Hieronimus has completed his initial term as an Independent Director of the Company on 16th January, 2020, and appointed as by the Board of the Company as an independent Director in their meeting held on 8th January 2020. He is eligible for re-appointment for one more term. He is the member of Audit & Nomination Remuneration Committee of the Company. As on 31st March, 2020, he does not hold any shares of the Company.

As per the recommendation and approval of the Board of Directors in their meeting held on 8th January, 2020 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions 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 needed for re-appointment of Mr. Albert Hieronimus (DIN 00063759) as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 30th December, 2020 up to 29th December, 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 Mr. Albert Hieronimus, 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 Mr. Albert Hieronimus 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 and also is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, he fulfils 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 **Mr. Albert Hieronimus** 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 Mr. Albert Hieronimus setting 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 Mr. Albert Hieronimus as an Independent Director of the Company.

Except Mr. Albert Hieronimus, 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. 4. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations

ITEM NO. 6

Appointment of Mrs. C. H. Vasundhara Devi (DIN: 07789047) as a Woman 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, appointment of Independent directors requires approval of members. Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors has appointed Mrs. C.H. Vasundhara Devi (DIN: 07789047) as an Additional Director (Non-Executive Woman Independent Director) on the Board of the Company with effect from 7th December 2020. The appointment Mrs. C. H. Vasundhara Devi shall be for a period of 5 years, subject to approval by members in their meeting.

The Company has received a declaration from Mrs. C. H. Vasundhara Devi that she meets criteria of Independence as prescribed both under section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mrs. C. H. Vasundhara Devi fulfils the conditions for her appointment as an Independent Woman Director and Mrs. C. H. Vasundhara Devi is independent of management and possesses appropriate skills experience and knowledge.

Details of Mrs. C. H. Vasundhara Devi are provided in Annexure to the notice pursuant to the provisions of Listing Regulations and Secretarial Standards on general meetings (SS-2) issued by Institute of Company Secretaries of India.

Except Mrs. C. H. Vasundhara Devi 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. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the ordinary resolution set out at item no. 5 of the notice for approval of the members.

ITEM NO. 7

Appointment of Mr. Giri Devanur (DIN: 00125603) as 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, appointment of Independent directors requires approval of members. Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors has appointed Mr. Giri Devanur (DIN: 00125603) as an Additional Director (Non-Executive

Independent Director) on the Board of the Company with effect from 7th December 2020. The appointment Mr. Giri Devanur shall be for a period of 5 years, subject to approval by members in their meeting.

The Company has received a declaration from Mr. Giri Devanur that he meets criteria of Independence as prescribed both under 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Giri Devanur fulfils the conditions for his appointment as Independent Director of the company and Mr. Giri Devanur is independent of management and possesses appropriate skills experience and knowledge.

Details of Mr. Giri Devanur is provided in Annexure to the notice pursuant to the provisions of Listing Regulations and Secretarial Standards on general meetings (SS-2) issued by Institute of Company Secretaries of India.

Except Mr. Giri Devanur 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. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the ordinary resolution set out at item no. 6 of the notice for approval of the members.

ITEM NO. 8

Appointment of Mr. Mohan Raghavendra Kondi (DIN: 01718628) as 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, appointment of Independent directors requires approval of members. Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors has appointed Mr. Mohan Raghavendra Kondi (DIN: 01718628) as an Additional Director(Non-Executive Independent Director) on the Board of the Company with effect from 7th December 2020. The appointment Mr. Mohan Raghavendra Kondi shall be for a period of 5 years, subject to approval by members in their meeting.

The Company has received a declaration from Mr. Mohan Raghavendra Kondi that he meets criteria of Independence as prescribed both under 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Mohan Raghavendra Kondi fulfils the conditions for his appointment as Independent Director of the company and Mohan Raghavendra Kondi is independent of management and possesses appropriate skills experience and knowledge.

Details of Mr. Mohan Raghavendra Kondi is provided in Annexure to the notice pursuant to the provisions of Listing Regulations and Secretarial Standards on general meetings (SS-2) issued by Institute of Company Secretaries of India.

Except Mr. Mohan Raghavendra Kondi 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. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the ordinary resolution set out at item no. 6 of the notice for approval of the members.

Date: 7th December 2020

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

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

ADDITIONAL DETAILS OF DIRECTOR W.R.T. 'ITEM NO. 4, 5, 6, 7 AND 8 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	Mrs. Malavika Hegde	Albert Josef Hieronimus	Mrs. C.H.Vasundhara Devi	Mr. Giri Devanur	Mr. Mohan Raghavendra Kondi
Date of Birth/Age	12/06/1967 52 Years	06/04/1947 72Years	16/02/1960 60 Years	20/05/1969 51 Years	30/09/1960 60 Years
Nationality	Indian	Germany	Indian	Indian	Indian
Remuneration sought to be paid	NIL	NIL	NIL	NIL	NIL
Date of Appointment on the Board	20 th June, 2008	17 th January, 2015	7 th December 2020	7 th December 2020	7 th December 2020
Qualification	B.Com	Doctorate in Business and Social Sciences	<ul style="list-style-type: none"> • Ph.D., in Economic empowerment of women through self help groups-A • M.A(Economics), 	<ul style="list-style-type: none"> • Master of Science (MS), Technology Management from Columbia University in the City of New York. • Executive education from Harvard Law School. 	Master's in Business Administration B.Com

				<ul style="list-style-type: none"> • Exec Ed, Innovation Massachusetts Institute of Technology • Engg, Computer Science 	
Directorship held in other Public Companies	Forms Part of the Corporate Governance	Forms Part of the Corporate Governance	NIL	NIL	NIL
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	NIL	NIL	NIL
Shareholding in the Company	112402 0.05%	NIL	NIL	NIL	NIL
Brief Profile	<p>She is the promoter member of the Company.</p> <p>Holds a directorship in the Company since its incorporation.</p>	<p>He was Chairman in Bosch Limited.</p> <p>He was Independent Director in Mindtree Limited.</p>	<p>She has 34 years of experience in Planning Department, Government of Karnataka.</p> <p>She has served as a directorate of Economics and statistics</p>	<p>He is the co-founder of GenDeep(Greater New York area)</p> <p>He is the Board member of Saara Inc (New York)</p> <p>He is the member of forbes Technology council</p>	<p>He is Independent Financial Advisor</p> <p>He was director in Coffee day Group companies.</p> <p>He was a CEO of Way2wealth Securities Pvt Ltd.</p>

			She has also served as Director of Karnataka State Women Development Corporation, Bengaluru	He was mentor –Executive Master Program-Columbia University. He was Vice Chairman of Gallop He was a CEO of Ameri100	He acted as a Director for Investment Banking in Jardine Fleming India Securities Limited
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Date: 7th December 2020

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

Sd/-
Sadananda Poojary
Company Secretary & Compliance Officer
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