

COFFEE DAY ENTERPRISES LIMITED



To,
The National Stock Exchange of India Limited
Manager-Listing
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
Tel No. 022-2659 8237/38

BSE Limited
General manager-DSC
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001
Tel No. 022-2272 2039/37

Ref:- Scrip Code(BSE):-539436
Symbol(NSE):-COFFEEDAY

08th January , 2021

Dear Sir / Madam,

Sub:- Annual Secretarial Compliance Report

Ref: SEBI circular No. CIR/CFD/CMD1/27 /2019 date 08th February, 2019

With reference to SEBI circular No. CIR/CFD/CMD1/27 /2019 date 08th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2020.

Please take the same on record.

Thanking You

For Coffee Day Enterprises limited

A handwritten signature in blue ink, appearing to read "Sadananda Poojary", written over a horizontal line.

Sadananda Poojary
Company Secretary & Compliance Officer
F5223

*Annual Secretarial compliance report of Coffee Day Enterprises Limited
for the year ended 31.03.2020*

We have examined:

- a) all the documents and records made available to us and explanation provided by **Coffee Day Enterprises Limited** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

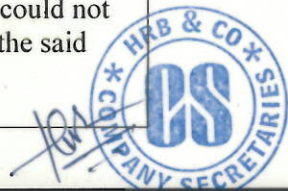
and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:





- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of PCS
SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015			
1.	Regulation 33 (3): (a) The listed entity shall submit the financial results quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter. (b) In case the listed entity has subsidiaries, in addition to the requirement at clause (a) of sub-regulation (3), the listed entity shall also submit quarterly / year-to-date consolidated financial results.	The Company has not submitted Quarterly results for Quarter ended 30.06.2019, 30.09.2019, 31.12.2019 and 31.03.2020.	This is the Non-Compliance of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However the company has submitted the said financial results on 25.11.2020.
2.	Regulation 17 (1)(c): The board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.	As on 31.03.2020, the strength of the Board of Directors are less than Six Directors	As on 31.03.2019, the company was ranking among top 1000 listed entities. The company was required to have minimum Six Directors on Board as on 31.03.2020. However the company has increased the strength of the Board on 07.12.2020.
3.	Regulation 24A. Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a company secretary in practice, in such form as may be specified with effect from the year ended March 31, 2019 Circular No. CIR/CFD/ CMD1/ 27/2019 dated 08.02.2019:	The company has not filed the Annual Compliance Report within the due date.	The SEBI vide Circular No. SEBI/HO/CFD/ CMD1/CIR/P/ 2020/109 dated June 25, 2020 extended the due date till 31.7.2020 due to continuing impact of COVID -19. However the company could not comply with the said circular.





	<p>The annual secretarial compliance report in the aforesaid format shall be submitted by the listed entity to the stock exchanges within 60 days of the end of the financial year.</p>		
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2015			
1.	<p>Regulation 30 (2):</p> <p>The promoter of every target company shall together with persons acting in concert with him, disclose their aggregate shareholding and voting rights as of the 31.03.2020, in such target company in such form as may be specified within 7 days from the end of the financial year 31.03.2020.</p>	<p>The promoters of the company has not disclosed their aggregate shareholding and voting rights as of the 31.03.2020.</p>	<p>This is the Non-Compliance of Regulation 30 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2015.</p>
2.	<p>Regulation 31(4):</p> <p>The promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.</p> <p>The declaration shall be made within seven working days from the end of each financial year to –</p> <p>(a) every stock exchange where the shares of the target company are listed; and</p> <p>(b) the audit committee of the target company.</p>	<p>No such declarations were made to stock exchanges nor to Audit Committee within the due date.</p>	<p>This is the Non-Compliance of Regulation 31 (4) and 31 (5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2015.</p>
SEBI (Prohibition of Insider Trading) Regulations, 2015			
1.	<p>Regulation 7 (2) (a): Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or</p>	<p>The share are pledged by the promoters has not disclosed to the company within the prescribed time.</p>	<p>This is the Non-Compliance of Regulation 7 (2) (a) of the SEBI (Prohibition of Insider Trading) Regulations, 2015</p>





	<p>a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;</p> <p>(b): Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.</p>		
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my / our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No	Action Taken by	Details of violation	Details of action taken eg. Fines, warning letter, debarment etc.,	Observations / Remarks of PCS, if any
1	National Stock Exchange	Non-compliance with regulation 33 of SEBI (LODR), Regulations, 2015 for two consecutive quarters i.e. June 30, 2019 and September 30, 2019	Warning Letter Ref No.: NSE / SOP / REG33 / SUS / 99286 dated 10.01.2020 was issued by National Stock Exchange for suspension of trading in securities.	The Company has requested for extension of time for compliance.
2	National Stock Exchange	Continues non-compliance with respect to the requirements under Listing Regulations	Show Cause notice for compulsory delisting of shares Ref: NSE / ENF / DELIST / 06 dated 13.11.2020	The Company has requested for extension of time for compliance.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observation made in SCR for the year ended 31.03.2019	Actions taken by the listed entity	Comments of the PCS on the actions taken by listed entity





SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015			
Regulation 29 (2):			
The intimation required under sub-regulation (1), shall be given <u>'at least two working days in advance'</u> , excluding the date of the intimation and date of the meeting	The intimation to stock exchange about the meeting of the board of directors in which the proposal for fund raising by way of <u>debt issue</u> was considered was not given <u>two working days in advance'</u> , excluding the date of the intimation and date of the meeting.	The Company has paid the Fine levied by the Stock Exchanges.	The Company has paid the Fine levied.

for **HRB & Co.,**

Company Secretaries

Firm's registration Number: S2014KR261500

CS Harshavardhan R Boratti

Proprietor

C. P. No. : 11444

Membership No. FCS-9490



Place: Bangalore

Date: 08.12.2020

UDIN: F009490B001435541