

COFFEE DAY ENTERPRISES LIMITED 

To,

**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 2039/37/3121**

Dear Sir/s,

08th April, 2019

Sub.: Reg. 30- To enter into Share Subscription and Shareholders Agreement with Impact HD Inc., Japan by Coffee Day Enterprises Limited and its Subsidiaries.

The Company has approved to enter in to the Share Subscription and Shareholders Agreement between Coffee Day Enterprises Limited (**CDEL**) along with its material subsidiary Coffee Day Global Limited (**CDGL**) and Coffee Day Consultancy Services Private Limited (**CDCSPL**) with Impact HD Inc., (**IHD**) for subscription to equity shares of the CDCSPL by IHD by investing Rupee equivalent to USD 15 million for 49% stake in the CDCSPL. Post subscription of equity shares by IHD, CDEL and CDGL will hold 51% of the paid-up-equity capital of CDCSPL.


The CDCSPL will carry out the business of providing consultancy services in retail sector. Subsidiary of CDCSPL operates and manages Coffee Day Fresh & Ground business.

The details as required under Reg. 30 of SEBI Listing Regulations read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated 09th September, 2015 are given in Annexure A to this letter.

Kindly take the same on records.

Thanking you,
Yours Truly,

For **Coffee Day Enterprises Limited**


**Sadananda Poojary
Company Secretary & Compliance Officer
M. No.: F5223**

'Annexure-A'

	<u>Particulars of Information required</u>	<u>Particulars of Information provided</u>
a.	Name(s) of parties with whom the agreement is entered	Impact HD Inc., (IHD) (Formerly known as Media Flag Inc.)
b.	Purpose of entering into the agreement	Share Subscription and Shareholders Agreement entered into for subscription of Shares by IHD in CDCSPL to run the business of consultancy services in retail sector. Subsidiary of CDCSPL operates and manages Coffee Day Fresh and Ground business
c.	Shareholding, if any, in the entity with whom the agreement is executed;	The proposed shareholding of CDCSPL shall be as follows: 1. CDEL & CDGL: 51% 2. IHD : 49%
d.	Significant terms of the agreement	CDEL & CDGL shall have the right to nominate Three Directors and IHD shall have the right to nominate Two Directors in CDCSPL.
e.	Whether, the said parties are related to Promoter/Promoter Group/ Group Companies in any manner. If yes, nature of relationship;	No.
f.	Whether the transaction would fall within related party transaction? If yes, whether the same is done at "arm's length";	Not a related party transaction.
g.	In case of issuance of shares to the parties, details of issue, price, class of shares issued	The Equity shares of Face Value Rs. 10 is issued at a premium of Rs. 31.50.
h.	Any other disclosures related to such agreements, Viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	There is no potential conflict of interest arising out of the Share Subscription and Shareholders Agreement.

