

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

Symbol: COFFEEDAY

Date: 08th September 2020

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

Scrip Code: 539436

Dear Sir,

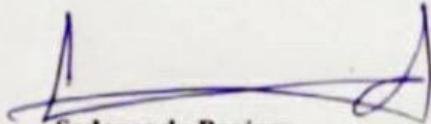
**Sub: Intimation about the Postal Ballot Notice**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended, a copy of Postal Ballot Notice dated 08th September 2020 being sent to the shareholders together with the Explanatory Statement, seeking approval of the shareholders through Postal Ballot and e-voting in connection with appointment of M/s.Venkatesh & Co, Chartered Accountants, (Firm Registration Number: 004636S ) as Statutory Auditors of the Company due to the casual vacancy caused by the resignation of M/s.B S R & Associates LLP, Chartered Accountants due to commercial reasons.

This is for your information and record.

Yours Faithfully,

**For, Coffee Day Enterprises Limited**



**Sadananda Poojary**  
**Company Secretary & Compliance Officer**

**NOTICE OF POSTAL BALLOT**

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), General Circular No. 22/2020 dated June 15, 2020 issued by Ministry of Corporate Affairs, and Regulations 44 and 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations") and other applicable laws and regulations, (including any statutory modifications or re-enactments thereof) if any, to transact the below proposed special business by the members of Coffee Day Enterprises Limited (the "Company") by passing resolution through '**Postal Ballot**' only through remote e-Voting.

The proposed ordinary resolution along with the Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meeting, setting out of the material facts for the proposed resolutions are appended to this Notice for your action.

Due to the pandemic caused by Covid-19 prevailing in the country, the Company has provided remote e-voting facility, without holding a general meeting that requires physical presence of members at a common venue. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating to provide remote e-voting facility to the Members of the Company through NSDL E-voting services.

In compliance with the requirements of the aforesaid MCA Circulars, hard copy of this Notice along with postal ballot forms and prepaid business envelope will not be sent to the shareholders for this postal ballot and shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

The remote e-voting facility is available at the link: <https://www.evoting.nsdl.com> from Thursday, September 10, 2020 (09:00 A.M.) and will end on Friday, October 9, 2020 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Only members entitled to vote (Refer to Point 7 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility through NSDL E-voting services.

The board of directors of the company has appointed Mr. Harshavardhan Boaratti (FCS No.9490, C.P. No.11444), Practicing Company Secretary as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.



The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by Means of remote e-voting will be announced on or before Sunday, October 11, 2020 at the Registered Office of the Company and also by placing the same on the company's website [www.coffeeday.com](http://www.coffeeday.com) and communicated on the same day to stock exchange, depository, registrar and share transfer agent and e-voting agency.

**SPECIAL BUSINESS:****Appointment of Statutory Auditors to fill in the Casual Vacancy**

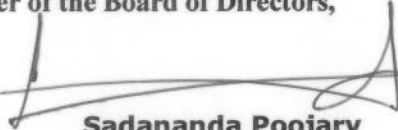
**To consider and, if though fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the applicable rules framed thereunder, as amended from time to time, the consent of the members of the company be and is hereby accorded for the appointment of M/s. Venkatesh & Co, Chartered Accountants, (Firm Registration No : 004636S) to fill the casual vacancy caused by resignation of B S R & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024) due to commercial reasons, to hold the office till the conclusion of the 12<sup>th</sup> Annual General Meeting to be held in the year 2020, at such remuneration as may be mutually agreed upon between the Board of Directors and the auditors.”

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.”

Coffee Day Enterprises Limited  
Regd. Off: 23/2,  
Coffee Day Square,  
Vittal Mallya Road,  
Bangalore-560001  
CIN No: L55101KA2008PLC046866  
Ph.No:080 40012345 Fax No: 080 40012987  
Website: [www.coffeeday.com](http://www.coffeeday.com)  
Email ID: [investors@coffeedaygroup.com](mailto:investors@coffeedaygroup.com)

By Order of the Board of Directors,



**Sadananda Poojary**  
Company Secretary  
Membership No: 5223

Date: 08.09.2020

Place: Bangalore

**NOTES:**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (to the extent applicable), read with Section 110 as amended stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of business is annexed hereto and forms part of this Notice.
2. Pursuant to Sections 110 of the Companies Act, 2013 as amended (the "Companies Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Listing Regulations"), the Company will be offering e-voting facility to the Members to cast their votes (for or against) electronically on business set forth in this Notice.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners on Friday, 04<sup>th</sup> September, 2020 as received from the depositories. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on
4. On account of threat posed by COVID-19 and in terms of the MCA circulars, the company will send this notice in electronic form only and hard copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are required to get their email address submitted, by following the procedure given below:
  - In light of the MCA circulars, for remote e-voting for this postal ballot, 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/emailregister.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 for this postal ballot. In case of any queries, shareholder may write to the Company at investor@coffeedaygroup.com or to NSDL at evoting@nsdl.co.in.





- 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
  - 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.
5. 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
  6. The members have to vote through remote e-voting platform only.
  7. The Portal for remote E-voting will remain open for the Members for exercising their remote e-voting from Thursday, September 10, 2020 (09:00 A.M.) and will end on Friday, October 9, 2020 (05:00 P.M.) both days inclusive. Please note that E-voting module shall be disabled for voting by NSDL after the said last date and time. During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, September 4, 2020 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
  8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
  9. The scrutinizer's decision on the validity of the voting shall be final.
  10. A copy of Postal Ballot Notice is also available on the website of the company viz. [www.coffeeday.com](http://www.coffeeday.com) and NSDL e-voting website viz. <http://www.evoting.nsdl.com> and at the corporate announcements section of the websites of the Stock Exchange on which the equity shares of the company are listed.
  11. The Board of Directors has appointed Mr. Harshavardhan Boratti, Practicing Company Secretary (Membership no. FCS 9490 / CP 11444) as the "Scrutinizer" to conduct the Postal Ballot and e-voting process in a fair and transparent manner. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
  12. The Resolution will be taken as passed effectively on 09<sup>th</sup> October 2020.



13. Resolutions approved by the members through Postal Ballots/remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
14. A Member cannot exercise his vote by proxy on Postal Ballot.
15. The Company has appointed National Securities Depository Limited to provide the E-voting facility to the shareholders of the Company to vote electronically. Please read carefully the E-Voting Instructions for casting your vote electronically.
16. **Instructions and other information relating to e-Voting:** In compliance with the provisions of sections 110 of the Companies Act, 2013 as amended (the “**Companies Act**”) read with Rule 20 and Rule 22 of the Rules, Regulation 44 of the Listing Regulations, the company is pleased to offer its Members facility to exercise their right to vote in respect of the business to be transacted through e-Voting facilities.

The detailed process, instructions and manner for availing e-voting facility is provided herein below:

A) The E-voting period shall begin on Thursday, 10<sup>th</sup> September, 2020 at 9.00 am.(IST) and shall end on Friday, 09<sup>th</sup> October, 2020 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 04<sup>th</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

B) For e-voting, the process and manner of e-voting will be as follows:

**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 are 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is</b>
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 NSDL	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	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 the 'initial password' and the system will force you to change your password.

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 are mentioned 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**

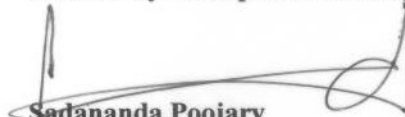
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [evotingam@gmail.com](mailto:evotingam@gmail.com) 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/grievance with respect to Remote E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under download section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on 1800 222 990.

Any person, who acquires shares of the Company and become member of the Company after dispatch of *the* Notice of Postal Ballot and holding shares as on the cut-off date i.e. Friday, 04<sup>th</sup> September, 2020 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**By order of the Board of Directors,  
Coffee Day Enterprises Limited**



**Sadananda Poojary  
Company Secretary  
Membership No : F5223**

**Place : Bangalore**

**Date : 08<sup>th</sup> September 2020**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The members of the company at the 10<sup>th</sup> Annual General Meeting ('AGM') held on 27 September, had approved the appointment of M/s. B S R & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024) as the auditors of the company for the tenure of 5 years. M/s. B S R & Associates LLP, Chartered Accountant has since tendered their resignation as Statutory Auditors of the Company from the conclusion of the meeting of the Board of Directors of the Company ('the Board') held on 17<sup>th</sup> July, 2020, due to commercial reasons.

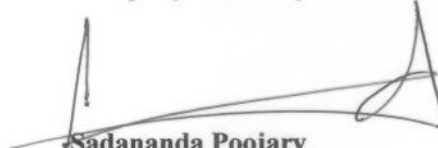
In the resultant casual vacancy, the Board has, subject to the approval of the members, appointed M/s. Venkatesh & Co, Chartered Accountants (Firm Registration No. 004636S), as the Statutory Auditors of the Company till the conclusion of the Twelfth Annual General Meeting to be held in the year 2020. Audit Committee of the Board has recommended the said appointment.

M/s Venkatesh & Co, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Ordinary Resolution contained in the Notice is meant for obtaining the approval of members to the above appointment of M/s. Venkatesh & Co & Co. LLP, Chartered Accountants. The Board recommends that the same be passed.

None of the Directors, Key Managerial Persons or their relatives, is in any way, concerned or interested in the said Ordinary Resolution.

**By Order of the Board of Directors  
Company Secretary**



**Sadananda Poojary  
Company Secretary  
Membership No: F5223**

**Place: Bangalore  
Date: 08<sup>th</sup> September 2020**