

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
Symbol(NSE):-COFFEEDAY**

**BSE Limited
General manager-DSC
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001
Tel No. 022-2272 2039/37
Scrip Code(BSE):-539436**

30th May, 2023

Dear Sir / Madam,

Sub:- Annual Secretarial Compliance Report

Ref: SEBI circular No. CIR/CFD/CMD1/27 /2019 dated 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, 2023.

Please take the same on record.

Thanking You

For Coffee Day Enterprises limited

**Sadananda Poojary
Company Secretary & Compliance Officer
F5223**

ANNUAL SECRETARIAL COMPLIANCE REPORT

For the Financial Year ended 31st March 2023

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

COFFEE DAY ENTERPRISES LIMITED

We have examined:

- A. All the documents and records made available to us and explanation provided by **Coffee Day Enterprises Limited**, (hereinafter called “the listed entity” and/or “the Company”), bearing Corporate Identification Number: L55101KA2008PLC046866, having registered office at No. 23/2, Coffeeday Square, Vittal Mallya Road, Bengaluru 560001, Karnataka,
- 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 2023 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 (hereinafter referred to as ‘SEBI LODR Regulations’);

- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the reporting period)**
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as 'SEBI SAST Regulations');
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the reporting period)**
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the reporting period)**
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the reporting period)**
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the reporting period)**
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other regulations as applicable 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:

- Refer **Annexure A**

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

- Refer **Annexure B**

(c) I further report that –

- i. The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading)

Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.

- ii. There was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019

(d) Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report –

Sl.No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Complied
2.	Adoption and timely updation of the Policies: a. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. b. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	Complied
3.	Maintenance and disclosures on Website: a. The Listed entity is maintaining a functional website b. Timely dissemination of the documents/ information under a separate section on the website c. Web-links provided in annual corporate governance reports	Yes	Complied

	under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website		
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Complied
5.	To examine details related to Subsidiaries of listed entities: a. Identification of material subsidiary companies b. Requirements with respect to disclosure	Yes	Complied
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Complied
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Complied
8.	Related Party Transactions: a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee	Yes	Complied

9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Complied
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Complied
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Please refer Annexures to this Report
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	NA	NA

Place: Bengaluru
Date: 30/05/2023

G Akshay & Associates
Practising Company Secretary
Mem.No. F10967, C. P. No. 15584
UDIN: F010967E000365079

ANNEXURE 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, for the Financial Year ended 31/03/2023

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc.
1.	Intimation of Board meeting for noting of unaudited financial results to stock exchanges shall be given at least five days in advance (excluding the date of the intimation and date of the meeting)	Reg. 29(1)(a) of SEBI LODR Regulations:	Refer observations column	Listed Entity	The Company had inadvertently delayed the filing. It has taken necessary steps to ensure the same does not occur in the future.	Refer observations column	The stock exchanges have levied the penalty Rs. 10,000/- each	Board Meeting for noting of un-audited financial Results of the Company for the quarter ended 30th June, 2022 is done on 12/08/2022, however intimation to BSE is done on 08/08/2022. The Company has paid necessary penalty levied by both the Exchanges.	Action taken by the company found ok.

ANNEXURE B

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

Part A) Observations made in the secretarial compliance report for the year ended 31st March, 2022

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc.
1.	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	Regulation 17(1)(c) of SEBI LODR Regulations:	Refer observations column	Listed Entity	On 12 th November, 2021, the Board of the Company appointed Mr. Indupura Renuka Ravish was appointed as Director.	Refer observations column	The stock exchanges have levied the penalty Rs. 2,10,000/- each.	As on 30th June, 2021, Mr. Albert Joseph Hieronimus resigned from the post of Independent Director, leaving the strength of the Board as 5 Directors until 12 th November, 2021, on which date, Mr. Indupura Renuka Ravish was appointed as Director on the Board of the Company The Company has	Action taken by the company found ok

								paid necessary penalty levied by both the Exchanges	
2.	Refer respective provisions mentioned.	<p>1) Section 12A(a), (b) & (c) of the SEBI Act, 1992</p> <p>2) Regulation 3(b), (c) & (d) & 4(1) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003</p> <p>3) Regulations 4, 5, 23(2), 23(4) of SEBI (LODR)</p>	-	SEBI	Show Cause Notice issued as to why appropriate monetary penalty under Sections 11(4), 11(4A), 11 B, 11 B (2) read with Sections 15HA and 15HB of the SEBI Act, 1992 read with Rule 4 of the SEBI (Procedure for holding inquiry and imposing penalties) Rules, 1995 should not be levied against the Company	Alleged violation Under regulations mentioned	The Hon'ble Securities Appellate Tribunal (SAT), On 3rd March 2023. the Hon'ble SAT has granted a stay on the imposition of penalty of Rs. 26 Crores by SEBI under section 15HA and 15HB of the SEBI Act, 1992	SEBI vide its adjudication order dated January 24, 2023, inter-alia, directed the Company to take necessary steps to recover dues from Mysore Amalgamated Coffee Estates Limited and its related entities, along with due interest, that are outstanding to the subsidiaries of the Company. Further, SEBI has directed the Company to appoint an Independent Law firm in consultation with NSE within 60 days of this order, to take effective steps for recovery of dues and imposed a penalty of Rs. 25 Crores under section 15HA and Rs. 1 crore	Action taken by the company found ok.

		Regulations, 2015						under section 15HB of the SEBI Act, 1992. the Company had filed an appeal before the Hon'ble Securities Appellate Tribunal (SAT), On 3rd March 2023. the Hon'ble SAT has granted a stay on the imposition of penalty of Rs. 26 Crores by SEBI under section 15HA and 15HB of the SEBI Act, 1992	
3.	<p>a) regulation 4 (2) (f) of SEBI LODR Regulations: disclosure of interest in related party transactions directly affecting the Company</p> <p>b) regulation 17(8) read with Part B of Schedule II of SEBI LODR Regulations: Disclosure of compliance certificate from CFO/CEO</p>	<p>a) regulation 4 (2) (f) of SEBI LODR Regulations</p> <p>b) regulation 17(8) read with Part B of Schedule II of SEBI LODR Regulations</p>	-	SEBI	<p>Show cause notice has been issued to promoters and KMPs of the company for alleged violations under regulations specified herein.</p> <p>a) to promoter director of the Company has failed to disclose to the board of directors that they had a material interest in related party transactions directly affecting the Company. The promoter was also alleged to be a direct beneficiary of the aforesaid fund</p>	<p>violations of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements, 2015 alleged to have been committed by the</p>		<p>The SEBI vide its adjudication order dated 27th March 2023, dropped all charges from the Promoter, CFO and the Compliance officer.</p> <p>In this regard, we do not observe any Non-compliance.</p>	Action taken by the company found ok.

				<p>diversion. show cause notice was issued for violation of the provisions of regulation 4 (2) (f) of SEBI LODR Regulations. The aforesaid alleged violation.</p> <p>b) the CFO of the Company furnished the compliance certificate of the Company for FY 2018-19 and FY 2019-20 which was alleged to be untrue. In that regard, show cause notice was issued for violation of the provisions of regulation 17(8) read with Part B of Schedule II of SEBI LODR Regulations. The aforesaid alleged violation, if established, makes him liable for monetary penalty under Section 15HB of the SEBI Act.</p> <p>c) the Compliance Officer of the Company was alleged to have failed to ensure conformity with the</p>	Promoter s and KMPs			
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					regulatory provisions applicable to the listed entity. In this regard, show cause notice was issued for violation of the provisions of regulation 6(2) (a) of SEBI LODR Regulations.				
4.	Refer respective provisions mentioned.	Regulation 29(2), 29(3) read with 29(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2015	-	SEBI	Show cause notice has been issued. The allegations if established makes the Company and its subsidiary, Coffee Day Trading Limited shall be liable for monetary penalty under Section 15 A (b) of the SEBI Act.	Alleged violation of provisions of Regulation mentioned committed by the Company along with its subsidiary, Coffee Day Trading Limited.	The Company and its material Subsidiary Coffee Day Trading Limited have been imposed penalty of Rs. 1,00,000/- each	Through The SEBI adjudication order dated 28 th June 2022, the Company and its material Subsidiary Coffee Day Trading Limited have been imposed penalty of Rs. 1,00,000/- each u/s Section 15A(b) of SEBI Act, 1992	Action taken by the company found ok.

Part B) Observations made in the secretarial compliance report for the preceding previous year ended 31/03/2021

Sr. No	Compliance Requirement (Regulations/ circulars)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Advisory/ Clarification/ Fine /Show Cause Notice/
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	/ guidelines including specific clause)								Warning, etc.
1.	<p>A) Reg 30 of SEBI LODR Regulations</p> <p>B) Reg 30 Schedule III Part-A 7A In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor</p> <p>C) Reg 33(3)(a) The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other</p>	<p>A) Regulation 30 of SEBI LODR Regulations</p> <p>B) Regulation 30 of SEBI LODR Regulations</p> <p>C) Regulation 33 of SEBI LODR Regulations</p>	Refer observations column	Listed Entity	<p>A) The Company intimated the Stock Exchange w.r.t Sale of shares of Way2wealth Securities Private Limited on 31.08.2020</p> <p>B) The company has intimated Stock Exchanges w.r.t Resignation of in the Auditors on 30.07.2020.</p> <p>C) The company has submitted the said financial results on 25.11.2020.</p>	Refer observations column	The SEBI through its settlement order dated Sep 09, 2021 levied the penalty of Rs. 69,06,250 as settlement fees	<p>A) Sale of shares of Way2wealth Securities Private Limited (Subsidiary Company) was not disclosed within prescribed time.</p> <p>B) The Company has not disclosed the resignation of in the Auditors within prescribed time.</p> <p>C) The Company has not submitted Quarterly results for Quarter ended 30.06.2020 & 30.09.2020 within the prescribed time.</p> <p>The Company has paid the settlement amount in these regard</p>	Action taken by the company found ok.

	than the last quarter								
2.	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	Regulation 17(1)(c) of SEBI LODR Regulations:	Refer observations column	Listed Entity	The company has increased the strength of the Board on 07.12.2020	Refer observations column		The strength of the Board of Directors are less than Six Directors during the quarter ended 30.06.2020 and 30.09.2020. However, the Company has complied with the 17(1)(c) of SEBI LODR Regulations on 07.12.2020	Action taken by the company found ok.

Place: Bengaluru
Date: 30/05/2023

G Akshay & Associates
Practicing Company Secretary
Mem.No. F10967, C. P. No. 15584
UDIN: F010967E000365079