

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**

30<sup>th</sup> May, 2022

Dear Sir / Madam,

**Sub:- Annual Secretarial Compliance Report**

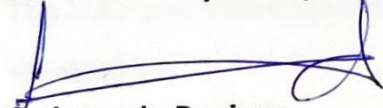
**Ref: SEBI circular No. CIR/CFD/CMD1/27 /2019 dated 08th February, 2019**

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, 2022.

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 31<sup>st</sup> March 2022

[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
- 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 31<sup>st</sup> March 2022 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;
- 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:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1.	Regulation 17(1)(c) - The board of directors of the top 2000 listed entities with effect from April 1, 2020 shall comprise of not less than six directors.	As on 30 <sup>th</sup> June, 2021, Mr. Albert Joseph Hieronimus resigned from the post of Independent Director, leaving the strength of the Board as 5 Directors until 12 <sup>th</sup> November, 2021, on which date, Mr. Indupura Renuka Ravish was appointed as Director on the Board of the Company	<i>It is noticed that the company could not comply the same for the period starting from 30<sup>th</sup> June 2021 to 12<sup>th</sup> Nov 2021. The Stock Exchanges have levied penalty for the said default.</i>

- (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 E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	SEBI vide Show cause notice dated December 7, 2021	Alleged violation of 1) provision of Section 12A(a), (b) & (c) of the SEBI Act, 1992 2) Regulation 3(b), (c) & (d) & 4(1) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003 3) Regulations 4, 5, 23(2), 23(4) of SEBI (LODR) Regulations, 2015	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	The Company has opted for settlement and filed application with SEBI. The Company, appeared for hearing for Settlement of the matter on 27th April 2022 and the hearing has been deferred.
2.	SEBI vide Show Cause Notice dated October 6, 2021 issued to the Key Managerial Personnel (KMPs)	The violations of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alleged to have been committed by Ms. Malavika Hegde and Mr. R. Ram Mohan and Mr. Sadananda Poojary with respect to the matters connected to the Company in the above point.	Show cause notice has been issued.  Ms. Malavika Hedge, promoter director of the Company has failed to disclose to the board of directors that she had a material interest in related party transactions directly affecting the Company. She was also a direct beneficiary of the aforesaid fund diversion. She has, therefore, violated the provisions of regulation 4 (2) (f) of SEBI LODR Regulations. The aforesaid alleged violation, if established, makes her liable for monetary penalty under Section 15HB of the SEBI Act.  Mr. R. Ram Mohan, the CFO of the Company furnished the compliance certificate of the Company for FY 2018-19 and FY 2019-20 which was found to be untrue. He has, therefore violated 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	In the opinion of the KMPs, no violation has taken place.  However, KMPs have opted for Settlement Procedure, instead of adjudication. During the hearing by Settlement Commission, on 27 <sup>th</sup> April, 2022. The Internal Committee of SEBI for settlement, proposed Rs. 13.65 Lakhs each as fine to all three KMPs and all three KMPs have accepted the said Settlement amount. The formal confirmation in this regard is awaited from SEBI



			15HB of the SEBI Act.  Mr. Sadananda Poojary, being the Compliance Officer of the Company has failed to ensure conformity with the regulatory provisions applicable to the listed entity in letter and spirit. He has, therefore violated the provisions of regulation 6(2) (a) of SEBI LODR Regulations. The aforesaid alleged violation, if established, makes him liable for monetary penalty under Section 15HB of the SEBI Act.	
3.	SEBI vide Show Cause Notice dated May 12, 2021	Alleged violation of provisions of Regulation 29(2), 29(3) read with 29(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2015 committed by the Company along with its subsidiary, Coffee Day Trading Limited.	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.	The Company has opted for adjudication procedure as the settlement application made to SEBI was rejected. The Company has not received any further communication from SEBI in this regard.

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

Sr. No	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1)	Regulation 30 of SEBI LODR Regulations: Sale of shares of Way2wealth Securities Private Limited (Subsidiary Company) was not disclosed within prescribed time.	The Company intimated the Stock Exchange w.r.t Sale of shares of Way2wealth Securities Private Limited on 31.08.2020	Action taken by the company found ok.
2)	Regulation 30 of SEBI LODR Regulations: The Company has not disclosed the resignation of in the Auditors within prescribed time.	The company has intimated Stock Exchanges w.r.t Resignation of in the Auditors on 30.07.2020.	Action taken by the company found ok.
3)	Regulation 33 of SEBI LODR Regulations:	The company has submitted the said	Action taken by the company



	The Company has not submitted Quarterly results for Quarter ended 30.06.2020 & 30.09.2020 within the prescribed time.	financial results on 25.11.2020.	found ok.
4)	Regulation 17(1)(c) of SEBI LODR Regulations: The strength of the Board of Directors are less than Six Directors during the quarter ended 30.06.2020 and 30.09.2020	The company has increased the strength of the Board on 07.12.2020	Action taken by the company found ok.

Sr. No	Observations made in the secretarial compliance report for the previous years	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1)	Regulation 33 (3) of SEBI LODR Regulations:  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.	The company has submitted the said financial results on 25.11.2020.  The company is considering the option of opting for settlement process under the SEBI (Settlement Proceedings) Regulations, 2018	Action taken by the company found ok.
2)	Regulation 24A of SEBI LODR Regulations: 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.	The Company submitted Annual Compliance Report	Action taken by the company found ok.
3)	Regulation 30 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2015:  The promoters of the company has not disclosed their aggregate shareholding and voting rights as of the 31.03.2020	The promoters of the company has disclosed their aggregate shareholding and voting rights as of the 08.06.2020	Action taken by the company found ok.



4)	Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2015:  No declarations were made to stock exchanges nor to Audit Committee within the due date.	The Company has taken a note of it and submitted disclosure under regulation 31(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2015 to stock exchanges	Action taken by the company found ok.
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Note: Due to restriction on movement of people amid COVID-19 pandemic, we have to conduct our audit by examining various records and documents including minutes, registers, certificates and other records received through electronic mode from the company. Hence, we state that we have not verified the physical original documents and records. The management has confirmed that the records provided to us for audit are true and correct.

**G AKSHAY**  
Practicing Company Secretary  
Mem. No.: F10967 | CoP No.: 15584  
**G AKSHAY & ASSOCIATES**



Place: Bengaluru  
Date: 30.05.2022

**G Akshay & Associates**  
Practicing Company Secretary  
Membership No. F10967  
C. P. No. 15584  
UDIN: F010967D000426492