

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**

29<sup>th</sup> May, 2024

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, 2024.

Please take the same on record.

Thanking You

**For Coffee Day Enterprises limited**

SADANANDA  
THIMMA  
POOJARY

Digitally signed by SADANANDA THIMMA POOJARY  
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pseudoym=C0B9721c4B4ceeb2461c7F1B671,  
2.5.4.20=9a1190049e455466d074e2d9344b23714a0  
783ae020e22725b1c2881e2667, postalCode=560076,  
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serialNumber=528393e523b2c20f4310f9d5567a924c6  
78B935dc9019b11c4bc0f1da2a0,  
cn=SADANANDA THIMMA POOJARY  
Date: 2024.05.29 16:30:43 +05'30'

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

## ANNUAL SECRETARIAL COMPLIANCE REPORT

For the Financial Year ended 31<sup>st</sup> March 2024

[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. 165, R.V. Road (Near Minerva Circle), Mavalli, Bangalore, Bangalore South, Karnataka, India, 560004.
- 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 2024 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.

- ii. There was an event of resignation and appointment of statutory auditor of the material subsidiaries 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 paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular (SEBI/HO/CFD/PoD2/CIR/P/2023/120) dated July 11, 2023 on compliance with the provisions of LODR Regulations by listed entities.

(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 –

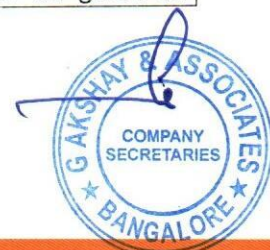
Sl.No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Complied
2.	<b>Adoption and timely updation of the Policies :</b>  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.	<b>Maintenance and disclosures on Website:</b>  a. The Listed entity is maintaining a	Yes	Complied



	<p>functional website.</p> <p>b. Timely dissemination of the documents/ information under a separate section on the website</p> <p>c. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>		
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	Complied
5.	<p><b>To examine details related to Subsidiaries of listed entities:</b></p> <p>a. Identification of material subsidiary companies</p> <p>b. Requirements with respect to disclosure</p>	Yes	Complied
6.	<p><b>Preservation of Documents:</b></p> <p>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.</p>	Yes	Complied
7.	<p><b>Performance Evaluation:</b></p> <p>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.</p>	Yes	Complied
8.	<p><b>Related Party Transactions:</b></p>	Yes	Complied



	<p>a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>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</p>		
9.	<p><b>Disclosure of events or information:</b></p> <p>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.</p>	Yes	Complied
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	Complied
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>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</p>	Yes	Please refer Annexures to this Report.
12.	<p><b>Additional Non-compliances, if any:</b></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.</p>	No	As per the Reg. 29(1)(a) of SEBI LODR Regulations: Intimation of Board meeting for noting of unaudited financial results to stock exchanges shall be given at



		<p>least five days in advance (excluding the date of the intimation and date of the meeting)</p> <p>Board Meeting for approving financial results for the quarter ended 30<sup>th</sup> June 2023 was scheduled on 11<sup>th</sup> August, 2023, for which timely intimation was given to the stock exchanges, i.e. on 4<sup>th</sup> August 2023, further, on 10<sup>th</sup> August 2023, due to unavoidable circumstances, it was decided to reschedule the said meeting to 14<sup>th</sup> August 2023 for which intimation was given on 10<sup>th</sup> August 2023. Intimation about such rescheduled meeting to exchanges is less than 5 days.</p>
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Place: Bengaluru  
Date: 24.05.2024



**G Akshay & Associates**  
Practising Company Secretary  
FCS. No. F10967, C. P. No. 15584  
UDIN: F010967F000438955  
Peer Review Certificate No.1607/2021



## 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 31/03/2024.

SL. No	Compliance (Regulations/ guidelines including specific clause)	Requirement / circulars / specific	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.	Refer respective mentioned.	provisions	Regulation 30 of SEBI (LODR) Regulations, 2015	Refer observations column	SEBI	Non-disclosure of the fraud categorization of CDGL, a material subsidiary of the Company by Lakshmi Vilas Bank.	Refer observations column	NA	Non-disclosure of the fraud categorization of CDGL, a material subsidiary of the Company by Lakshmi Vilas Bank.  Upon receiving the above SCN, the Company opted for inspection of documents from SEBI. Further the Board was informed that, Coffee Day Global Limited did not have any credit facility or Guarantee extended with	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, 2023

Sr. No	Compliance (Regulations/ guidelines including specific clause)	Requirement / circulars including specific	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.	Action taken by the company found ok.



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

Sr. No	Compliance Requirements/ 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.	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 <sup>th</sup> November, 2021, the Board of the Company appointed Mr. Indupura Renuka Ravish 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 <sup>th</sup> November, 2021, on which date, Mr. Indupura Renuka Ravish was appointed as Director on the Board of the Company	Action taken by the company found ok
								The Company has paid necessary penalty levied by both the Exchanges	



2.	Refer respective provisions mentioned.	<p>1) Section 12A(a), (b) &amp; (c) of the SEBI Act, 1992</p> <p>2) Regulation 3(b), (c) &amp; (d) &amp; 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	<p>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</p>	<p>Alleged violation Under regulation 5 mentioned</p>	<p>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</p>	<p>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</p>	<p>Action taken by the company found ok.</p>
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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 Disclosures Requirements) Regulations, 2015 alleged to have been committed by the</p>		<p>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</p>	<p>Action taken by the company found ok.</p>
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	Promoters and KMPs	
<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>	

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	<p>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.</p> <p>Show cause notice has been issued.</p> <p>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.</p>	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 <sup>th</sup> 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.
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**Part C) Observations made in the secretarial compliance report for the preceding previous year ended 31/03/2021**

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.	<p><b>A)</b> Reg 30 of SEBI LODR Regulations</p> <p><b>B)</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><b>C)</b> Reg 33(3)(a) The listed entity shall submit quarterly and year-to-date</p>	<p><b>A)</b> Regulation 30 of SEBI LODR Regulations</p> <p><b>B)</b> Regulation 30 of SEBI LODR Regulations</p> <p><b>C)</b> Regulation 33 of SEBI LODR Regulations</p>	Refer observations column	Listed Entity	<p><b>A)</b> The Company intimated the Stock Exchange w.r.t Sale of shares of Way2wealth Securities Private Limited on 31.08.2020</p> <p><b>B)</b> The company has intimated Stock Exchanges w.r.t Resignation of the Auditors on 30.07.2020.</p> <p><b>C)</b> 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><b>A)</b> Sale of shares of Way2wealth Securities Private Limited (Subsidiary Company) was not disclosed within prescribed time.</p> <p><b>B)</b> The Company has not disclosed the resignation of in the Auditors within prescribed time.</p> <p><b>C)</b> The Company has not submitted Quarterly results for Quarter ended 30.06.2020 &amp; 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.





standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter	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.
2.											



**G Akshay & Associates**  
Practising Company Secretary  
FCS No. F10967, C. P. No. 15584  
UDIN: F010967F000438955  
Peer Review Certificate No.1607/2021



Place: Bengaluru  
Date: 24.05.2024

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