

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  
[takeover@nse.co.in](mailto:takeover@nse.co.in)**

**BSE Limited  
General manager-DSC  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai – 400 001  
Tel No. 022-2272 2039/37/3121  
[corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)**

Dear Sirs,

11<sup>th</sup> March, 2017

**Sub: Reg 44(3) of SEBI (Listing Obligations & Disclosure requirements), Regulations, 2015-Voting Results for the National Company Law Tribunal convened Meeting held on 10<sup>TH</sup> March, 2017**

With reference to above captioned subject, we wish to inform you that the National Company Law Tribunal Convened Meeting of the equity Shareholders of the Company was convened on Friday the 10<sup>th</sup> March, 2017 as per the order of the Tribunal for approving the Scheme of Amalgamation of Coffee Day Overseas Private Limited with Coffee Day Enterprises Limited.

The Equity Shareholders of the Company have duly approved the scheme with requisite majority, based on Scrutinizer's report by way of Tablet Voting at the Meeting, Postal Ballot and e-voting.

Details of the voting results along with the copy of the Scrutinizer report are enclosed for your reference.

Further, Results of e-voting along with the Scrutinizer's Report are also available on the Company's website: [www.coffeeday.com](http://www.coffeeday.com)

Request you to kindly take this Intimation on record.

**For Coffee Day Enterprises Limited**


**Sadananda Poojary  
Company Secretary & Compliance Officer**

**VOTING RESULTS OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING(NCLT) OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON 10TH MARCH, 2017 & RESULTS OF THE POSTAL BALLOT**

1	Date of the NCLT Convened Meeting	March 10th, 2017
2	Total Number of Equity Shareholders as at the Cut-off date, 27th January, 2017	60154
3	No. of Shareholders present in the Meeting either in person or through Proxy: Promoter & Promoter Group Public	130 6 124
4	No. of Shareholders attended through Video Conferencing Promoter & Promoter Group Public	0 NA NA

**Details of Agenda**

1. To consider and, if thought fit, approve with or without modification(s), the following Resolution under Sections 230(3) of the Companies Act, 2013 for approval of the proposed amalgamation embodied in the scheme of amalgamation of Coffee Day Enterprises Limited and Coffee Day Overseas Private Limited and their respective shareholders

Resolution required	Majority in number representing three-fourths in value of Members as per section 230 of the Companies Act, 2013
Whether the Promoter /promoter Group are interested in the Resolution	None of the Promoter/Promoter group has any material interest, direct or indirect, in the scheme except to the extent of their respective shareholdings in the Company

Category	Mode of Voting	Number of Shares Held	Number of Votes Polled	% of Votes polled on Outstanding Shares 3=[2/1]*100	Number of Votes in Favour	Number of Votes against	% of Votes in favour on Votes Polled 6=[4/2]*100	% of Votes against on Votes Polled 7=[5/2]*100
Promoter & Promoter Group	E-Voting		108404796	100	108404796	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	108404796	108404796	100.00	108404796	0	100	0
Public Institutional Holders	E-Voting		8061974	62.26	8061974	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	12948607	8061974	62.26	8061974	0	100	0
Public Non-Institutional Holders	E-Voting		65143517	76.95	65142616	901	99.9986	0.0014
	Poll		394666	0.47	393534	1152	99.7081	0.2919
	Postal Ballot		0	0	0	0	0	0
	Total	84648316	65538203	77.42	65536150	2053	99.9969	0.0031
	Total	206001719	182004973	88.35	182002920	2053	99.9989	0.0011





2. Based on results of Voting by Postal Ballot and E-Voting as required under SEBI circulars bearing no. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013 now replaced with SEBI bearing No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India the resolution is passed with the Ordinary Majority of Public Shareholders of the Company. Results of the same are as under.

Resolution required	Majority of Public Shareholders of the Company
Whether the Promoter /promoter Group are interested in the Resolution	None of the Promoter/Promoter group has any material interest, direct or indirect, in the scheme except to the extent of their respective shareholdings in the Company

Category	Mode of Voting	Number of Shares Held	Number of Votes Polled	% of Votes		Number of Votes in Favour	Number of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
				polled on Outstanding Shares	3=[2/1]*100				
Promoter & Promoter Group	E-Voting		108404796	100		108404796	0	100	0
	Postal Ballot		0	0		0	0	0	0
	<b>Total</b>	<b>108404796</b>	<b>108404796</b>	<b>100</b>	<b>100</b>	<b>108404796</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutional Holders	E-Voting		9116953	64.29		9116953	0	100	0
	Postal Ballot		0	0		0	0	0	0
	<b>Total</b>	<b>14180786</b>	<b>9116953</b>	<b>64.29</b>	<b>9116953</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0</b>
Public Non-Institutional Holders	E-Voting		51254806	61.44		51249067	5739	99.98	0.01
	Postal Ballot		141614	0.17		141344	270	99.81	0.19
	<b>Total</b>	<b>83416137</b>	<b>51396420</b>	<b>61.61</b>	<b>51390411</b>	<b>6009</b>	<b>99.99</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>206001719</b>	<b>168918169</b>	<b>81.99</b>	<b>168912160</b>	<b>6009</b>	<b>99.99</b>	<b>99.99</b>	<b>0.00</b>





**Scrutinizers' Report on e-Voting & Poll at the NCLT Convened Meeting.**

*[Pursuant to Section 108 & 109 of the companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rule 2014]*

To,  
Shri S. V. Ranganath,  
Chairman  
Coffee Day Enterprises Limited,  
Registered office: Coffee Day Square, Vittal Mallya Road  
BENGALURU-560001

Dear Sir,

Ref: National Company Law Tribunal (NCLT) Convened Meeting of the Equity Shareholders of M/s Coffee Day Enterprises Limited held on 10<sup>th</sup> March 2017 at 12 PM at Global Village, RVCE Post, Mysore Road, Mylasandra, Bangalore-560059

We, HRB & Co., Company Secretaries, Bengaluru, have been appointed as scrutinizer by:

- The Board of Directors of M/s Coffee Day Enterprises Limited ("the company") vide resolution dated 11<sup>th</sup> August 2016 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of Scrutinizing the electronic voting process held from 06<sup>th</sup> March 2017 9.00 AM till 09<sup>th</sup> March 2017 5.00 PM.
- The Chairman of the NCLT Convened Meeting to scrutinise the Polling process under the provisions of Section 109 of the Companies Act 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the Notice of NCLT Convened Meeting of the members of the Company.

The Notice dated 6<sup>th</sup> February, 2017 calling for the NCLT Convened Meeting of the Equity Shareholders along with the Statement setting out material facts under Section 102 of





the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolution(s) to be passed at the meeting to be held on 10<sup>th</sup> March 2017 at Global Village, RVCE Post, Mysore Road, Mylasandra, Bangalore-560059 at 12:00 PM.

The Company has availed Poll facility from National Securities Depository Limited ("NSDL") for enabling the shareholders to vote electronically at the NCLT Convened Meeting venue by using Tablets.

The Management of the company is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to e-Voting and poll (through electronic means) on the resolution contained in the Notice of NCLT Convened Meeting of the Equity Shareholders of the company.

My responsibility as scrutinizer for the e-Voting process and/or for the voting through electronic means is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolution stated in the Notice of NCLT Convened Meeting dated 6<sup>th</sup> February, 2017.

Based on the report furnished by NSDL, the authorised agency engaged by the company to provide the said facilities for e-Voting and poll at the National Company Law Tribunal Convened Meeting of the Equity Shareholders.

Based on the report furnished by NSDL on the poll conducted at the venue and based on the data downloaded from the Official website of the NSDL for the remote e-Voting process, we now submit combined report (E-Voting and Poll) as under:

**A. Relating to Poll at NCLT Convened Meeting of the Equity Shareholders:**

1. After the conclusion of the National Company Law Tribunal Convened Meeting, the shareholders present were allowed to cast their votes through poll (through electronic means). The votes casted were reconciled with the records maintained by the NSDL / Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.









2. There was no polling paper circulated at the National Company Law Tribunal Convened Meeting of the Equity Shareholders.

**B. Result of e-Voting and Poll is as under:**

1. The voting rights were reckoned as on March 3<sup>rd</sup>, 2017, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and Poll at the National Company Law Tribunal Convened Meeting of the Equity Shareholders.
2. After the conclusion of the NCLT Convened Meeting of the Equity Shareholders, the votes cast through e-Voting and Poll were unblocked on March 10<sup>th</sup>, 2017 at around 2:00 P.M in presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the event being unblocked in their presence:

- (i). Mr. Prakash M -  .....
- (ii). Mr. Sandesh S L -  .....

3. The combined result of remote e-Voting and Poll is as under:

**Item No: 1**

Approval of the scheme of amalgamation of Coffee Day Enterprises Limited and Coffee Day Overseas Private Limited ("Scheme").

- (i) Voted in favour of the resolution :

Number of Members voted though remote e-Voting	191
Number of votes cast (shares) remote e-Voting	18,16,09,386
Number of Members / Proxies voted in Poll (Tab Voting)	43
Number of votes cast (Shares) - Poll (Tab Voting)	3,93,534
Total Number of votes cast through e-Voting and Poll	18,20,02,920
% of total number of valid votes cast	99.99%





(ii) Voted against the resolution:

Number of Members voted through remote e-Voting	7
Number of votes cast (shares) remote e-Voting	901
Number of Members / Proxies voted in Poll (Tab Voting)	4
Number of votes cast (Shares) - Poll (Tab Voting)	1,152
Total Number of votes cast through e-Voting and Poll	2,053
% of total number of valid votes cast	Negligible

(iii) Invalid Votes:

Number of Members voted through remote e-Voting	0
Number of votes cast (shares) remote e-Voting	0
Number of Members / Proxies voted in Poll (Tab Voting)	0
Number of votes cast (Shares) - Poll (Tab Voting)	0
Total Number of votes cast through e-Voting and Poll	0
% of total number of valid votes cast	0

Vote casted in both remote e-Voting and Poll at the National Company Law Tribunal Convened Meeting of the Equity Shareholders by the same shareholder are considered as Invalid and only votes casted in E-Voting are taken into account in respect of such shareholder.

## RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Special Resolution with regard to Item no 1 as set out in the Notice of the NCLT Convened Meeting of the Equity Shareholders is passed in favour of the resolution with requisite majority.





A detailed list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E-Voting and Poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the minutes.

Thanking you,

Yours faithfully,

for HRB & Co.,

*Company Secretaries*

Firm's registration Number: S2014KR261500

  
CS Harshavardhan R Boratti

Proprietor

C. P. No. : 11444

Membership No. 31152



Place: Bengaluru

Date: 10.03.2017



## Coffee Day Enterprises Limited

### Results of NCLT Convened Equity Shareholders Meeting On 10.03.2017

1 - Resolution pursuant to provisions of Section 230 of the Companies, Act 2013 read with relevant Rules and Regulation 44 of SEBI LODR Regulations (erstwhile Clause 35B of the Listing Agreement) and SEBI Circulars and under relevant provisions of applicable law for approval of the Scheme of Amalgamation of Coffee Day Overseas Private Limited and Coffee Day Enterprises Limited and their respective shareholders.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting		108404796	100.0000	108404796	0	100.0000	0.0000
	Poll	108404796	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>108404796</b>	<b>100.0000</b>	<b>108404796</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		8061974	62.2613	8061974	0	100.0000	0.0000
	Poll	12948607	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8061974</b>	<b>62.2613</b>	<b>8061974</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		65143517	76.9578	65142616	901	99.9986	0.0014
	Poll	84648316	394686	0.4663	393534	1152	99.7081	0.2919
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>65538203</b>	<b>77.4241</b>	<b>65536150</b>	<b>2053</b>	<b>99.9969</b>	<b>0.0031</b>
<b>Total</b>		<b>206001719</b>	<b>182004973</b>	<b>88.3512</b>	<b>182002920</b>	<b>2053</b>	<b>99.9989</b>	<b>0.0011</b>



**SCRUTINIZER'S REPORT ON POSTAL BALLOT & E-VOTING**

[Pursuant to section 110 of the Companies Act, 2013 read with Rule 20 & 22 of Companies  
(Management and Administration) Rules 2014]

To,  
The Board of Directors,  
Coffee Day Enterprises Limited,  
Registered Office : Coffee Day Square, 23/2,  
Vittal Mallya Road, BENGALURU - 560001.

Dear Sirs,

Sub: Scrutinizer's Report on Postal Ballot and remote e-voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of Companies (Management and Administration) Rules 2014 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, HRB & Co., Company Secretaries, Bengaluru, have been appointed as the scrutinizer by the Board of Directors of M/s. Coffee Day Enterprises Limited ("the Company") vide resolution dated 11<sup>th</sup> August 2016 pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of Scrutinizing the remote e-voting and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and Postal Ballot as per the provision of Companies Act, 2013 on the below mentioned resolution(s).

The Notice of postal ballot and e-voting dated 3<sup>rd</sup> February, 2017 along with the Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolution(s) to be passed through Postal Ballot and E-voting.

The Company has availed the e-Voting facility offered by National Securities Depository Limited ("NSDL") for conducting the remote e-voting by the shareholders of the company.







Further the company has also, along with the Notice, sent printed Postal Ballot Form along with instructions, postage pre-paid business envelope to the shareholders of the company.

The Management of the company is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to postal ballot and e-Voting on the resolution contained in the Notice of postal ballot and e-voting.

My responsibility as scrutinizer for the postal ballot & remote e-Voting process is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolution stated in the Notice based on the postal ballot received and report generated from remote e-Voting system provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the company to provide the said facilities for remote e-voting.

We now submit our report as under:

1. The shareholders holding shares either in physical form or in dematerialized form on the "cut off" date i.e. Friday, 27<sup>th</sup> January 2017 were entitled to vote electronically or through Postal Ballot on the proposed resolution as set out in the Notice of Postal Ballot and Remote e-voting dated 3<sup>rd</sup> February, 2017 of M/s. Coffee Day Enterprises Limited.
2. The voting period for remote e-voting commenced from Wednesday 8<sup>th</sup> February, 2017 (9:00 A.M) and ended on Thursday 9<sup>th</sup> March 2017 (5:00 P.M.) and the NSDL e-Voting platform was blocked thereafter and the votes cast under e-voting facility were unblocked in the presence of following two witnesses who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

(i). Mr. Prakash M - Prakash M

(ii). Mr. Sandesh S L - Sandesh

3. The physical postal ballots were received till 09<sup>th</sup> March 2017, 5:00 P.M through business reply envelopes.







4. We have scrutinised and reviewed both, the physical ballot papers received by us and the voting through electronic means and votes tendered therein based on the data downloaded from NSDL e-voting system.

The result of the postal ballot and remote e-voting in respect of the resolutions are as under:

**Item No: 1**

Approval of the Scheme of Amalgamation of Coffee Day Enterprises Limited and Coffee Day Overseas Private Limited ("Scheme").

- (i) Voted in favor of the resolution :

Number of Members voted in remote e-voting	628
Number of votes cast (shares) remote e-voting	16,87,70,816
Number of Members voted through Postal Ballot	125
Number of votes cast (Shares) through Postal Ballot	1,41,344
Total Number of votes cast through remote e-voting and Postal Ballot.	16,89,12,160
% of total number of valid votes cast	99.99%

- (ii) Voted against the resolution:

Number of Members voted in remote e-voting	41
Number of votes cast (shares) remote e-voting	5,739
Number of Members voted through Postal Ballot	3
Number of votes cast (Shares) through Postal Ballot	270
Total Number of votes cast through remote e-voting and Postal Ballot.	6,009
% of total number of valid votes cast	0.004%



(iii) Invalid<sup>#</sup> Votes:

Number of Members voted in remote e-voting	0
Number of votes cast (shares) remote e-voting	0
Number of Members voted through Postal Ballot	9
Number of votes cast (Shares) through Postal Ballot	575
Total Number of votes cast through remote e-voting and Postal Ballot.	575
% of total number of valid votes cast	Negligible

Vote casted in both Remote e-voting and Postal Ballot by the same shareholder, if any, are considered as Invalid and only votes casted in Remote e-voting are taken into account in respect of such shareholder.

**RESULT:**

Category	No of Shares polled	No of Votes in 'Favor'	No of Votes 'Against'	% of Votes in 'Favor'
Promoter & Promoter Group	10,84,04,796	10,84,04,796	0	100%
Public Institutions	91,16,953	91,16,953	0	100%
Public Non Institutions (Excluding invalid votes)	5,13,96,420	5,13,90,411	6,009	99.98%

As the number of votes cast in favour of the resolution was more than the number of votes cast against and votes cast by the 'public shareholders' in 'favor' of the resolution are more than the number of votes cast by the public shareholders 'against' it. We report that the Ordinary Resolution with regard to Item no 1 as set out in the Notice of the Postal Ballot and e-voting is passed in favour of the resolution with requisite majority.



<sup>#</sup> Invalid Votes are due to Signature Mismatch, Votes not casted or receipt of blank ballot forms cases.



A detailed list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The electronic data along with postal ballots and all other relevant records relating to the remote e-voting and the postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

for HRB & Co.,

*Company Secretaries*

Firm's registration Number: S2014KR261500

  
CS Harshavardhan R Boratti

Proprietor

C. P. No. : 11444

Membership No. 31152



Place: Bengaluru

Date: 10/03/2017 15:21



## Coffee Day Enterprises Limited

### POSTAL BALLOT RESULTS

**Commenced from Wednesday 8th February, 2017 (9:00 A.M) and ended on Thursday 9th March 2017 (5:00 P.M.)**

**1 - Resolution pursuant to provisions of Section 230 of the Companies, Act 2013 read with relevant Rules and Regulation 44 of SEBI LODR Regulations (erstwhile Clause 35B of the Listing Agreement) and SEBI Circulars and under relevant provisions of applicable law for approval of the Scheme of Amalgamation of Coffee Day Overseas Private Limited and Coffee Day Enterprises Limited and their respective shareholders.**

Resolution Required : (Special)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting	108404796	108404796	100.0000	108404796	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	108404796	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>108404796</b>	<b>100.0000</b>	<b>108404796</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting	9116953	9116953	64.2909	9116953	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	14180786	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>9116953</b>	<b>64.2909</b>	<b>9116953</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Non Institutions	E-Voting	51254806	51254806	61.4447	51249067	5739	99.9888	0.0112			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	83416137	141614	0.1698	141344	270	99.8093	0.1907			
	<b>Total</b>		<b>51396420</b>	<b>61.6145</b>	<b>51390411</b>	<b>6009</b>	<b>99.9883</b>	<b>0.0117</b>			
<b>Total</b>		<b>2060001719</b>	<b>168918169</b>	<b>81.9984</b>	<b>168912160</b>	<b>6009</b>	<b>99.9964</b>	<b>0.0036</b>			