

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**

**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**

Dear Sirs,

08th September, 2017

Scheme of Amalgamation of Coffee Day Overseas Private Limited with Coffee Day Enterprises Limited

This is to inform you that National Company Law Tribunal, Bengaluru Bench has approved the Scheme of Amalgamation of Coffee Day Overseas Private Limited with Coffee Day Enterprises Limited and their respective shareholders.

The Company shall make an application to the Stock Exchanges with further details for obtaining Listing and trading approval for listing of additional shares.

The Certified True Copy of the Order from the National Company Law Tribunal, Bengaluru Bench is attached herewith for your records.

This is for your kind perusal, kindly take the same on record.

Yours Truly,

For Coffee Day Enterprises Limited


Sadananda Poojary
Company Secretary & Compliance Officer

FREE OF COST COPY

**IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH**

**CP(CAA)No.4/BB/17 & CP(CAA)No.5/BB/17
Under sections 391 to 394 of Companies Act, 1956 &
Section 230 to 232 of companies Act, 2013**

**IN THE MATTER OF SCHEME OF AMALGAMATION
COFFEE DAY OVERSEAS PRIVATE LIMITED**

AND

COFFEE DAY ENTERPRISES LIMITED

Order delivered on 31st August, 2017

Coram: Hon'ble Shri RatakondaMurali, Member(Judicial)
Hon'ble Shri Ashok Kumar Mishra, Member (Technical)

For the Petitioner(s): 1. Mr.N.K.Dilip, Advocate
Mr.M.G.Nanjappa, Advocate
Advocates for the Petitioner Company
2. Ms.Sinchana M.R, Standing Counsel
Advocate for Regional Director
3. Mr.Latha Parimala Vadana,Assistant
Representative for Official Liquidator

Per: Hon'ble Shri Ratakonda Murali, Member(Judicial)

Heard on: 6.04.2017, 18.4.2017, 24.04.2017, 1.6.2017, 21.6.2017, 12.07.2017, 26.7.2017,
31.7.2017

The Parties for CP(CAA)No.4/BB/17 and CP(CAA)No.5/BB/17 are same

Coffee Day Overseas Private Limited

No.23/2, Coffee Day Square,
Vittal Mallya Road,
Bengaluru-560001

Coffee Day Enterprises Limited

No.23/2, Coffee Day Square,
Vittal Mallya Road,
Bengaluru-560001.



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COMMON ORDER

These Company Petitions were filed on behalf of the Petitioner Companies under Section 230-232 of the Companies Act, 2013 read with Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 praying to order for sanctioning of the scheme of Amalgamation of the Transferor Company with the Transferee Company and shall be binding upon all the Shareholders and Creditors of the Companies.

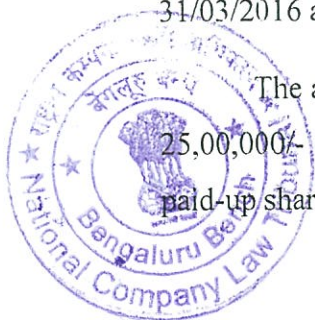
The averments made in the Company Petitions are briefly described hereunder;-

The Petitioner Companies seeks an order for sanctioning the Scheme of Amalgamation of Coffee Day Overseas Private Limited (Transferor Company) with Coffee Day Enterprises Limited (Transferee Company). The Scheme of Amalgamation is shown as **Annexure-A**.

The Transferor Company was incorporated on 21st March, 2001 as Private Limited Company under the name Way2Wealth Advisors Private Limited. Subsequently on December 2, 2010 the name of the company was changed to 'R.G. Advisors Private Limited'. Again on 25th March, 2014 the name was changed to 'Coffee Day Overseas Private Limited'. The Registered office of the Transferor Company is situated at No.23/2, Coffee Day Square, Vittal Mallya Road, Bengaluru-560001.

The main objects of the Transferor Company is to set up in India and abroad a chain of cafes, restaurants, hotels, cyber cafes, internet service providers; to provide franchise to the people who are prepared to serve the customers in accordance with the tradition and system of the service laid down by the company, to sell, serve, and to distribute and to manage and market the selling, service, and distribution of eatables, bread, bread stuffs and all types of food stuff, human consumable, distribution of soft drinks, beverages both natural and artificial, fresh and canned food stuffs, fresh and canned fruits, dried fruits and to manufacture, grow produce, develop, process (including canning cold storage, deep freezing, dehydration, baking, draining, bottling and packing) all types of vegetables, fruits, etc. and to acquire and dealing in material connected with running of hotels and internet provider."A Copy of Memorandum and Articles of Association of the Transferor Company as on 31/03/2016 and 30/09/2016 is shown as **Annexure-B in CP(CAA) No.4/BB/2017**.

The authorised share capital of the Transferor Company as on 31st March, 2016 is Rs. 25,00,000/- divided into 2,50,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital is Rs. Rs. 25,00,000/- divided into 2,50,000 equity shares of Rs.10/-each.



The Audited Balance Sheet of the Transferor Company is shown in **Annexure-C1 in CP(CAA) No.4/BB/2017.**

The Transferee Company was incorporated on 20th June, 2008 under the name, Coffee Day Holdings Company Private Limited. Subsequently on 25th January, 2010 the name of the Transferee Company was changed to Coffee Day Resorts Private Limited. Again on 6th August, 2014 the name of the Transferee Company was changed to Coffee Day Enterprises Private Limited. Subsequently on 21st January, 2015 it was ceased to be a private limited company and the name was changed to Coffee Day Enterprises Limited. The Registered office of the Transferee Company is situated at No.23/2, Coffee Day Square, Vittal Mallya Road, Bengaluru-560001.

The main objects of the Transferee Company is to purchase, establish, conduct, manage, take-over, acquire, lease, promote, develop and to carry on the business of running holiday resorts, boarding and lodging houses, hotels, restaurants, cafes, resorts, vacation/holiday resorts, village, lodgings, stalls, summer houses, castles, inns, road houses, motels, taverns, rest houses, guest houses, retreats, cottages, rest rooms, holiday camps, time share resorts, country clubs, mass housing, row housing, tourist bungalows, health care clinics, health spas, health rejuvenation hospitals and all other types of accommodations of all descriptions, both across the country and abroad and to carry on similar or connected activities with all facilities and providing all services thereto, to purchase and develop land, for visitors, guests or customers to construct eco-friendly buildings, to lease the land to visitors, customers or guests to build pools, spas cottages and other facilities on their own or by contract basis, to fit up and furnish any property for the purpose of letting the same to visitors, customers or guests either in rooms, suites, cottages, chalets or otherwise, to sell them, lease them on a time sharing or property sharing basis by days, weeks, months and any undivided shares with or without holiday exchange basis both in India and outside India (outright sale basis)'. A Copy of Memorandum and Articles of Association of the Transferee Company is shown as **Annexure-B in CP(CAA) No.5/BB/2017.**

The authorised share capital of the Transferee Company as on 31st March, 2016 is Rs.270,58,40,000/- divided into 27,05,84,000 equity shares of Rs.10/- each and 35,00,000 of 0.001% Compulsorily Convertible Preference Shares of Rs.10/- each. The issued, subscribed and paid-up share capital is Rs.206,00,17,190/- divided into 20,60,01,719 equity shares of



Rs.10/- each. The Audited Balance Sheet of the Transferee Company as on 31/03/2016 and 30/09/2016 is shown in **ANNEXURE-C and C1 in CP(CAA) No.5/BB/2017**.

It is further averred that the proposed merger will benefit both the companies in the following manner:

- i) The amalgamation will provide significant impetus to the growth of the Transferee Company. The amalgamation will lead to synergies of operations and a stronger and wider capital and financial base for future growth/expansion of the Transferee Company.
- ii) To economize on administrative and other expenses.
- iii) To increase the efficiency of combined business by pooling of resources and their optimum utilisation, thereby availing synergies from combined resources.
- iv) The banks, creditors and institutions, if any, are not affected by the proposed amalgamation as their security is maintained.
- v) There shall be impetus and increase in the area of sales, network of the Transferee Company.
- vi) The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent.
- vii) This will help the Transferee Company to consolidate its stake in its group company, Coffee Day Global Limited (“CDGL”), and in doing so, to achieve all of the above with respect to the Transferee Company’s dealings with CDGL as well.

The Board of Directors of the Transferor Company and Transferee Company at their respective Board Meetings held on 9th August, 2016 adopted the scheme of Amalgamation. The Copies of Board Resolutions are shown as **Annexure F** in the respective Company Petitions in **CP(CAA) No.4/2017 & CP(CAA) No.5/2017**.

The Transferor Company had filed C.A.No.738/16 before the Hon’ble High Court of Karnataka to dispense with the convening of the meeting of Shareholders and Creditors of the company. Subsequently as per Notification No.GSR.1119(E) dated 7th December 2016 issued by Ministry of Corporate Affairs, New Delhi, the said case was transferred to this Tribunal and numbered as T.P.No.265/17. The Tribunal vide separate orders dated 2nd February, 2017 allowed the Application and dispensed with convening of meeting of the shareholders,



- b. The Petitioner Companies submitted copy of letter dated 17.11.2016 received from National Stock Exchange of India Limited conveyed no objection in terms of regulation 94 of SEBI(Listing Obligations and Disclosure Requirements) regulation, 2015, so as to enable the company to file the draft scheme with the Hon'ble High Court.
- c. The Petitioner Companies submitted copy of letter dated 16.11.2016 received from BSE Limited stating that they have no adverse observations with limited reference to those matters having a bearing on listing/delisting/continuous listing requirements within the provisions of listing agreement, so as to enable the company to file the scheme with Hon'ble High Court. Copies of the said letters are enclosed herewith.

Official Liquidator has filed a report in OLR.No.69/17 dated 21/04/2017 in CP(CAA)No.4/BB/17 stating that the affairs of the Company have not been conducted in a manner prejudicial to the interest of the members or to public interest.

The Counsel for the Petitioner/Transferee Company in CP(CAA)No.5/BB/17 has filed memo along with Affidavit dated 11th July, 2017 containing the following documents:

- i. Copy of approval letter received from the Bombay Stock Exchange Limited dated 16th November, 2016.
- ii. Copy of the approval letter received from the National Stock Exchange Limited dated 17th November, 2016.
- iii. Copy of SEBI Circular bearing no.CIR/CFD/CDM/16/2015 dated 30th November, 2015.
- iv. Copy of Postal Window Receipts of the Notice taken out under Form No.CAA3, vide RPAD on the Statutory Authorities and Sectoral Regulators.
- v. The copy of the petition along with the scheme of amalgamation served on the statutory authorities and sectoral regulators by hand delivery under form no CAA3
- vi. Postal Window Receipts, Acknowledgment Due certificates, Postal Tracking details and service of Form No.CAA.3 Notice by hand delivery
- vii. Copy of the report filed by official liquidator.



secured creditors and unsecured creditors. Copy of order passed by this Tribunal in T.P.No.265/17 is shown as **Annexure-J** in CP(CAA)No.4/BB/17.

The Transferee Company had filed C.A.No.739/16 before the Hon'ble High Court of Karnataka to dispense with the convening of the meeting of Creditors and convening the meeting of Equity Shareholders of the company. Subsequently as per Notification No.GSR.1119(E) dated 7th December 2016 issued by Ministry of Corporate Affairs, New Delhi, the said case was transferred to this Tribunal and renumbered as T.P.No.266/17. The Tribunal vide separate orders dated 2nd February, 2017 allowed the Application and directed that the meeting of Shareholders of the Transferee Company be held on 10.3.2017 at 12 PM and dispensed with convening of meeting of the secured creditors and unsecured creditors.

Copy of order passed by this Tribunal in T.P.No.266/17 is shown as **Annexure-J in CP(CAA)No.5/BB/17**. *The counsel for petitioner co. has filed chairman's Report on 22.03.2017 (Annexure 2 refer to)* *Amal*

It is averred the Transferor Company and the Transferee Company filed petitions bearing CP(CAA)No.4/BB/17 and CP(CAA)No.5/BB/17 respectively before this Tribunal on 22nd March, 2017 for approving the scheme of Amalgamation.

This Tribunal vide order dated 24th April, 2017 in CP(CAA)No.5/BB/17 issued notice to Regional Director, Registrar of Companies, Income Tax Department, Reserve Bank of India, Securities Exchange Board of India, National Stock Exchange Limited, Bombay Stock Exchange Limited, Competition Commission of India and to other sectoral regulators and also directed to have an advertisement be published in the "The Hindu-Business Line" and "Vijaya Vani" newspapers stating that the next date of hearing of the present petition was on 1st June, 2017. Similar order was passed by this Tribunal vide order dated 24th April, 2017 in CP(CAA)No.4/BB/17 with additional notice to the Official Liquidator. A Memo dated 12th July, 2017 has been filed at Page No.49-52 in CP(CAA)No.4/BB/17 and at Page No.49-52 in CP(CAA)No.5/BB/17 respectively furnishing the newspaper publications.

The Regional Director, Ministry of Corporate Affairs, South-East Region, Hyderabad represented by Registrar of Companies has filed Affidavit dated 20th June, 2017 making some observations which are as follows:

"A Notice dated 14th February, 2017 was issued to Income-Tax department as required by Ministry of Corporate Affairs General Circular No.1/2014 dated 15th January, 2014 giving 15 days' time to offer comments/objections



- viii. Copy of the approval letter received from Competition Commission of India dated 27th September, 2016.
- ix. The copy of the auditor's certificate issued by BSR & Co. LLP dated 1.03.2017.
- x. Copies of the Notice of petition published in "The Hindu-Business Line" and "Vijaya Vani" on May 15, 2017.
- xi. Copy of the Affidavit dated 20th June, 2017 filed by the Regional Director through the Registrar of Companies.

The Counsel for the Petitioner/Transferor Company in CP(CAA)No.4/BB/17 has filed memo along with Affidavit dated 11th July, 2017 containing the following documents:

- i. Copy of the Postal Window receipts of the notice taken out under Form No.CAA.3, vide RPAD on the statutory authorities and sectoral regulators.
- ii. Copy of petition along with scheme of amalgamation served on the statutory authorities and sectoral regulators by hand delivery under Form No.CAA.3.
- iii. The Postal Window receipts, postal Tracking details and service of Form No.CAA.3 Notice by hand delivery.
- iv. Copy of report filed by official liquidator.
- v. Copy of approval letter received from Competition Commission of India dated 22nd September, 2016.
- vi. Copy of the Auditors Certificate issued by M/s. Sundaresha & Associates dated 15.05.2017.
- xii. Copies of the notice of petition published in "The Hindu-Business Line" and "Vijaya Vani" on May 15, 2017.
- xiii. Copy of the Affidavit dated 20th June, 2017 filed by the Regional Director through the Registrar of Companies.

The Counsel for the Petitioner Companies has filed Memo dated 12th July, 2017 furnishing the certificate of the Chartered Accountant stating that the accounting treatment detailed in the aforesaid Scheme is in compliance with Accounting Standard-14 for Amalgamation as prescribed under Section 133 of the Act read with Rule 7 of the Companies (Account) Rules, 2014. Valuation Report issued by M/s Vishnu Ram & Co Chartered

Accountant is shown as Annexure-G in CP(CAA) No.4/BB/17. Fairness opinion by Merchant Banker dt. 08.08.2016 at Ahmedabad.



Further the Authorised Signatory of the Petitioner/ Transferor Company in his Affidavit dated 12th July, 2017 stating that Petitioner/Transferor Company obtained approval from CCI. It is further stated that Transferor Company is not regulated by any other regulators. After hearing the counsel for the Petitioner Companies and also considering the materials on records.

THIS TRIBUNAL DO FURTHER ORDER

While Approving the Scheme as above, we further clarify that, this order should not be construed as an order in any way of granting exemption from payment of Stamp Duty, taxes or any other charges, if any, and payment in accordance with law or in respect to any permission/ compliance as observed by NSE and BSE with any other requirement which may be specially required under any law.

The Whole of the property, rights and powers of the Transferor Company be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Companies Act, 2013, be transferred to and vest in the Transferee Company for all the state and interest of the Transferor Company therein but subject nevertheless to all charges now affecting the same; and

All liabilities including taxes, charges and duties of the Transferor Company be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to section 232 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Transferee Company; and

All proceedings now pending by or against the Transferor Company, if any, be continued by or against the Transferee Company; and

The tax implications, if any arising out of the scheme is subject to final decision of concerned Tax Authorities and the decision of the respective Tax Authority shall be binding.

The Petitioner companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order along with a copy of scheme of Amalgamation to be delivered to the Registrar of Companies for registration in accordance with Rule 25 (7) of Companies (Compromises, Arrangements And Amalgamations) Rules, 2016.

The Scheme shall be effective from the appointed date as mentioned in the Scheme of Amalgamation i.e., 1st August, 2016.



The Transferor Company or its authorised signatory is directed that after the completion of the process of Amalgamation to handover the possession of the books of accounts and other relevant documents of the Petitioner Company to the Transferee Company for the purpose of Section 239 of the Companies Act, 2013.

Any person shall be at the liberty to apply to this Tribunal in the above matter for any directions that may be necessary.

Ashok Kumar Mishra
31/8/17
(ASHOK KUMAR MISHRA)
MEMBER, TECHNICAL

Ratakonda Murali
31-8-17
(RATAKONDA MURALI)
MEMBER, JUDICIAL



**CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL**

Manjunath
6/9/17
Deputy/Asst. Registrar
National Company Law Tribunal
Bengaluru Bench

