

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**

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

**Ref:- Scrip Code(BSE):-539436
Symbol(NSE):-COFFEEDAY**

29th May , 2019

Dear Sir / Madam,

Sub:- Annual Secretarial Compliance Report


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

Please take the same on record.

Thanking You

For Coffee Day Enterprises limited


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





*Annual Secretarial compliance report of Coffee Day Enterprises Limited
for the year ended 31.03.2019*

We have examined:

- a) all the documents and records made available to us and explanation provided by **Coffee Day Enterprises Limited** ("the listed entity"),
- 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,

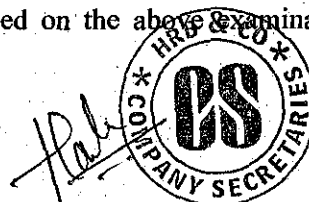
for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- 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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (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;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:



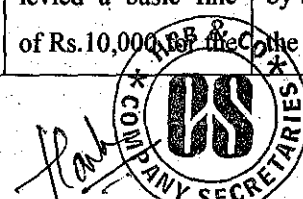


- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of PCS
SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015			
1.	Regulation 29 (2): The intimation required under sub-regulation (1), shall be given ' <u>at least two working days in advance</u> ', excluding the date of the intimation and date of the meeting.	The intimation to stock exchange about the meeting of the board of directors in which the proposal for fund raising by way of <u>debt issue</u> was considered was not given <u>two working days in advance</u> , excluding the date of the intimation and date of the meeting.	The Stock Exchanges have levied a Fine of Rs.10,000 plus GST.

- (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 eg. Fines, warning letter, debarment etc.,	Observations / Remarks of PCS, if any
1	National Stock Exchange	Delay in furnishing prior intimation of meeting of Board of Directors as per the provisions of Regulation 29 (2) / 29 (3) of SEBI (LODR) Regulations, 2015	Stock exchange has levied a basic fine of Rs.10,000 for the non-compliance as per the Standard Operating Procedure (SOP).	The company is advised by stock exchange to pay the fine plus GST within 15 days and place this matter of non-compliance before the Board of Directors.
2	Bombay Stock Exchange	Delay in furnishing prior intimation of meeting of Board of	Stock exchange has levied a basic fine of Rs.10,000 for the	The company is advised by stock exchange to pay the fine plus GST within





		Directors as per the provisions of Regulation 29 (2) / 29 (3) of SEBI (LODR) Regulations, 2015.	non-compliance as per the Standard Operating Procedure (SOP).	15 days and place this matter of non-compliance before the Board of Directors.
--	--	---	---	--

(d) There were no observations made in previous report of the listed entity:

for HRB & Co.,

Company Secretaries

Firm's registration Number: S2014KR261500

CS Harshavardhan R Boratti

Proprietor

C. P. No. : 11444

Membership No. FCS-9490



Place: Bangalore

Date: 24/05/2019