DRAFT RED HERRING PROSPECTUS
Dated: June 25, 2015
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Issue

COFFEE DAY ENTERPRISES LIMITED

Our Company was originally formed as a partnership firm constituted under the Indian Partnership Act, 1932 on February 1, 2008 under the name Coffeeday Holding Co. Coffeeday Holding Co. was thereafter converted from a partnership firm to a private limited company under Part IX of the Companies Act, 1956 as Coffee Day Holdings Company Private Limited and a fresh certificate of incorporation was issued by the Registrar of Companies, Bengaluru, Karnataka ("**RoC**") on June 20, 2008. The name of our Company was changed to Coffee Day Resorts Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on January 25, 2010. Subsequently, the name of our Company was changed to Coffee Day Enterprises Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on August 6, 2014. Our Company was converted into a public limited company consequent to a special resolution passed by our Shareholders at the EGM held on January 17, 2015 and the name of our Company was changed to Coffee Day Enterprises Limited. A fresh certificate of incorporation consequent upon conversion to public limited company was issued by the RoC on January 21, 2015. For details of change in the name and registered office of our Company, see section "History and Certain Corporate Matters" on page 212.

Registered and Corporate Office: 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001, Karnataka, India

Contact Person: Sadananda Poojary, Company Secretary and Compliance Officer; **Tel**: + 91 80 4001 2345; **Fax**: + 91 80 4001 2650

E-mail: investors@coffeeday.com; **Website**: www.coffeeday.com

Corporate Identification Number: U55101KA2008PLC046866

OUR PROMOTER: V.G. SIDDHARTHA

PUBLIC ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF COFFEE DAY ENTERPRISES LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹11,500 MILLION ("THE ISSUE"). THE ISSUE COMPRISES A NET ISSUE TO THE PUBLIC OF [●] EQUITY SHARES (THE "NET ISSUE") AND A RESERVATION OF [●] EQUITY SHARES AGGREGATING UP TO ₹150 MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) (THE "EMPLOYEE RESERVATION PORTION"). THE ISSUE WOULD CONSTITUTE [●]% OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL AND THE NET ISSUE TO THE PUBLIC WOULD CONSTITUTE [●] % OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE GCBRLMS AND THE BRLMs AND WILL BE ADVERTISED IN [●] EDITIONS OF [●], [●] EDITIONS OF [●] AND [●] EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH, HINDI AND KANNADA NEWSPAPERS, KANNADA BEING THE REGIONAL LANGUAGE OF KARNATAKA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED ("SEBI ICDR REGULATIONS").

In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), by issuing a press release, and also by indicating the change on the websites of the GCBRLMs and the BRLMs and at the terminals of the Syndicate Members.

In terms of Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), this is an Issue for at least 10% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made in accordance with Regulation 26(1) of the SEBI ICDR Regulations, through the Book Building Process wherein 50% of the Net Issue shall be Allotted on a proportionate basis to Qualified Institutional Buyers ("**QIBs**"), provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price, in accordance with the SEBI ICDR Regulations. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential investors, other than Anchor Investors, may participate in this Issue through an Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective bank account which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**"). QIBs (except Anchor Investors) and Non-Institutional Bidders are mandatorily required to utilise the ASBA process to participate in this Issue. For details, see section "Issue Procedure" on page 459.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Issue Price (determined and justified by our Company in consultation with the GCBRLMs and the BRLMs as stated under the section "Basis for Issue Price" on page 136) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" on page 24.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. Our Company has received an 'in-principle' approval from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be NSE.

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS

Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: +91 22 4336 0000, Fax: +91 22 6713 2447 E-mail: coffeeday.ipo@kotak.com Investor grievance E-mail: kmccredressal@kotak.com Website: www.investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	**Citigroup Global Markets India Private Limited** 1202, 12th Floor, First International Financial Center, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: +91 22 6175 9999, Fax: +91 22 6175 9961 E-mail: coffeeday.ipo@citi.com Investor grievance E-mail: investors.cgmib@citi.com Website:http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm Contact Person: Udayan Kejriwal SEBI Registration No.: INM000010718	**Morgan Stanley India Company Private Limited** 18F/ 19F, Tower 2, One Indiabulls Centre 841, Senapati Bapat Marg, Mumbai 400 013 Tel: +91 22 6118 1770, Fax: +91 22 6118 1040 E-mail: coffeeday_ipo@morganstanley.com Investor grievance E-mail: investors_india@morganstanley.com Website:http://www.morganstanley.com/about-us/global-offices/india/ Contact Person: Najmuddin Saqib SEBI Registration No.: INM000011203

BOOK RUNNING LEAD MANAGERS (in alphabetical order) / REGISTRAR TO THE ISSUE

Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 Tel: + 91 22 4325 2183, Fax : +91 22 4325 3000 E-mail: ccdipo@axiscap.in Investor grievance E-mail :complaints@axiscap.in Website: www.axiscapital.co.in Contact person: Lohit Sharma SEBI Registration Number: INM000012029	**Edelweiss Financial Services Limited** 14th Floor, Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai 400 098 Tel: +91 22 4009 4400, Fax: +91 22 4086 3610 E-mail: ccd.ipo@edelweissfin.com Investor grievance E-mail: customerservice.mb@edelwesissfin.com Website: www.edelweissfin.com Contact Person: Amit Sood SEBI Registration No.: INM0000010650	**YES Bank Limited** YES Bank Tower, IFC 2, 18th Floor, Senapati Bapat Marg, Elphinstone (W), Mumbai 400 013 Tel: +91 22 3366 9000, Fax: +91 22 2421 4508 E-mail: ccdipo@yesbank.in Investor grievance E-mail: merchantbanking@yesbank.in Website: www.yesbank.in Contact Person: Dhruvin Mehta SEBI Registration No.: INM000010874	**Link Intime India Private Limited** C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 Tel: +91 22 6171 5400, Fax: +91 22 2596 0329 E-mail: ccd.ipo@linkintime.co.in Investor grievance E-mail: ccd.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Sachin Achar SEBI Registration No.: INR000004058

BID/ ISSUE PROGRAMME

BID/ ISSUE OPENS ON [●][(1)]	BID/ ISSUE CLOSES ON [●][(2)]

(1) *Our Company may, in consultation with the GCBRLMs and the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date.*

(2) *Our Company may, in consultation with the GCBRLMs and the BRLMs, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, acts, regulations, rules, guidelines or policies shall be to such legislation, act or regulation, as amended from time to time.

General Terms

Term	Description
"our Company", "the Company", "the Issuer" or "CDEL"	Coffee Day Enterprises Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001, Karnataka, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company together with its Subsidiaries

Company Related Terms

Term	Description
ABC Employees Trust	ABC Employees' Welfare Trust
AHL	Amalgamated Holdings Limited
AHHL	AlphaGrep Holding HK Limited
ANCDIL	A.N. Coffee Day International Limited
Articles of Association	Articles of Association of our Company, as amended
ASPD	Average Sales Per Day, for any reporting period is calculated by dividing total gross sales (including taxes) from outlets (including franchised and airline sales) by the number of days the same were operational. All airlines sales are considered as one unit operational for all days in a year/ period
ASPL	AlphaGrep Securities Private Limited
Auditors/ Statutory Auditors	Statutory auditors of our Company, namely, B S R & Co. LLP, Chartered Accountants
BOLPL	Bergen Offshore Logistics Pte Limited
Board/ Board of Directors	Board of Directors of our Company or a duly constituted committee thereof
CCCW	Classic Coffee Curing Works
CDBFRPL	Coffee Day Bare Foot Resorts Private Limited
CDCPL	Coffee Day Consolidations Private Limited
CDCZ	COFFEE DAY CZ a.s.
CDGKG	Coffee Day Gastronomie und Kaffeehandels GmbH
CDGL	Coffee Day Global Limited (formerly known as Amalgamated Bean Coffee Trading Company Limited)

Term	Description
CDHRPL	Coffee Day Hotels and Resorts Private Limited
CDNRPL	Coffee Day Natural Resources Private Limited
CDPIPL	Coffee Day Properties (India) Private Limited
CDRMPL	Coffee Day Resorts (MSM) Private Limited
CDTL	Coffee Day Trading Limited (formerly known as Global Technology Ventures Limited)
CEPL	Chandrapore Estates Private Limited
CLL	Coffee Lab Limited
Corporate Office	Corporate office of our Company located at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001, Karnataka, India
CWPPL	Chetan Wood Processing Private Limited
DFFCPL	Dark Forest Furniture Company Private Limited
Director(s)	Director(s) of our Company
DITPL	Devadarshini Info Technologies Private Limited
Equity Shares	Equity Shares of our Company of face value of ₹10 each
GCCWL	Ganga Coffee Curing Works Limited
GCEPL	Gonibedu Coffee Estates Private Limited
Global Edge	Global Edge Software Private Limited
GVIL	Giri Vidhyuth (India) Limited
Group Companies	Companies, firms, ventures, etc. promoted by our Promoter, irrespective of whether such entities are covered under Section 370(1B) of the Companies Act, 1956 or not For details, see section “Our Group Companies” on page 258
IFC	International Finance Corporation
Ittiam	Ittiam Systems Private Limited
KEL	Kumergode Estates Limited
KEPL	Kurkenmutty Estates Private Limited
KWRPL	Karnataka Wildlife Resorts Private Limited
Key Management Personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI ICDR Regulations and disclosed in the section “Our Management” on page 238
KKPL	Kathlekhan Estates Private Limited
KKR	KKR Mauritius PE Investments II Limited

Term	Description
Mandi2Market	Mandi2Market Traders Private Limited
MCIPL	Mangnasoft Consulting India Private Limited
MEL	Magnasoft Europe Limited
Mindtree	Mindtree Limited
Memorandum of Association/ MOA	Memorandum of Association of our Company, as amended
MSI	Magnasoft Spatial Services Inc.
NLS	NLS Mauritius LLC
NGOPL	Norsea Global Offshore Pte. Limited
NOIL	Norsea Offshore India Limited
Promoter	Promoter of our Company – V.G. Siddhartha
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI ICDR Regulations
Registered Office	Registered office of our Company located at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001, Karnataka, India
Registrar of Companies/ RoC	Registrar of Companies, Bengaluru, Karnataka, India
Restated Consolidated Financial Information	The restated audited consolidated financial information of the Company, along with its subsidiaries, associates and joint ventures which comprises of the restated audited consolidated balance sheet, the restated audited consolidated profit and loss information and the restated audited consolidated cash flow information, as at and for the financial years ended March 31, 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended December 31, 2014, together with the annexures and notes thereto
Restated Consolidated Financial Information of CDGL	The restated audited consolidated financial information of CDGL, along with its subsidiaries, which comprises of the restated audited consolidated balance sheet, the restated audited consolidated profit and loss information and the restated audited consolidated cash flow information, as at and for the financial years ended March 31, 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended December 31, 2014, together with the annexures and notes thereto
Restated Financial Information	Collectively, the Restated Consolidated Financial Information and the Restated Standalone Financial Information
Restated Standalone Financial Information	The restated audited standalone financial information of the Company, which comprises of the restated audited standalone balance sheet, the restated audited standalone profit and loss information and restated audited standalone cash flow information, as at and for the years ended March 31, 2010, 2011, 2012, 2013 and 2014 and as at and for the nine months period ended December 31, 2014, together with the annexures and notes thereto
RSEPL	Rajagiri and Sankhan Estates Private Limited
SEPL	Sampigehutty Estates Private Limited

Term	Description
Shareholders	Shareholders of our Company from time to time
SAOL	Sical Adams Offshore Limited
SIAL	Sical Infra Assets Limited
SIOTL	Sical Iron Ore Terminals Limited
SIOTML	Sical Iron Ore Terminal (Mangalore) Limited
SLL	Sical Logistics Limited
SMART	Sical Multimodal and Rail Transport Limited
SRPL	Shankar Resources Private Limited
SSPL	Sivan Securities Private Limited
SSSG	Same Store Sales Growth means, for any reporting period, the percentage change in sales for the company-operated, and franchised outlets in India and airline sales, open for 13 months or longer as at the end of each respective year or period. For the stores meeting the above definition, the year-over-year sales growth percentage is computed by comparing the cumulative gross sales (including taxes) for same months for a year which were in operation during both periods
SVGH Education Trust	Shankarkoodige V. Gangaiah Hegde Education Trust
Standard Chartered	Standard Chartered Private Equity (Mauritius) II Limited
Subsidiaries or individually known as Subsidiary	Subsidiaries of our Company namely: 1. A.N. Coffee Day International Limited 2. AlphaGrep Holding HK Limited 3. AlphaGrep Securities Private Limited 4. Amalgamated Holdings Limited 5. Bergen Offshore Logistics Pte Limited 6. COFFEE DAY CZ a.s. 7. Coffee Day Gastronomie und Kaffeehandels GmbH 8. Coffee Day Global Limited 9. Coffee Day Hotels & Resorts Private Limited 10. Coffee Day Properties (India) Private Limited 11. Coffee Day Trading Limited 12. Coffee Lab Limited 13. Ganga Coffee Curing Works Limited 14. Giri Vidhyuth (India) Limited

Term	Description
	15. Karnataka Wildlife Resorts Private Limited 16. Magnasoft Consulting India Private Limited 17. Magnasoft Europe Limited 18. Magnasoft Spatial Services Inc. 19. Mandi2Market Traders Private Limited 20. Norsea Global Offshore Pte. Limited 21. Norsea Offshore India Limited 22. Sical Adams Offshore Limited 23. Sical Infra Assets Limited 24. Sical Iron Ore Terminals Limited 25. Sical Iron Ore Terminal (Mangalore) Limited 26. Sical Logistics Limited 27. Sical Multimodal and Rail Transport Limited 28. Tanglin Developments Limited 29. Tanglin Retail Realty Developments Private Limited 30. Techno Commodity Broking Private Limited 31. Techno Shares & Stocks Private Limited 32. Way2Wealth Brokers Private Limited 33. Way2Wealth Capital Private Limited 34. Way2Wealth Commodities Private Limited 35. Way2Wealth Distributors Private Limited 36. Way2Wealth Illuminati Pte Limited 37. Way2Wealth Insurance Brokers Private Limited 38. Way2Wealth Realty Advisors Private Limited 39. Way2Wealth Securities Private Limited 40. Wilderness Resorts Private Limited
TCBPL	Techno Commodity Broking Private Limited
TDL	Tanglin Developments Limited
TF Chennai	Terra-Firma (Solid Waste Management) Chennai Private Limited
TRRDPL	Tanglin Retail Realty Developments Private Limited
TPDMPL	Tanglin Property Developments (Mumbai) Private Limited

Term	Description
TSSPL	Techno Shares & Stocks Private Limited
VHPI	Vaitarna Holding Private Incorporated
VHPL	Vakrathunda Holding Private Limited
VTTPL	Vaitarna Timber Trading Private Limited
WRPL	Wilderness Resorts Private Limited
W2W Brokers	Way2Wealth Brokers Private Limited
W2W Capital	Way2Wealth Capital Private Limited
W2W Commodities	Way2Wealth Commodities Private Limited
W2W Distributors	Way2Wealth Distributors Private Limited
W2W Employees Trust	Way2Wealth Employees Welfare Trust
W2W Insurance	Way2Wealth Insurance Brokers Private Limited
W2W Realty	Way2Wealth Realty Advisors Private Limited
W2W Securities	Way2Wealth Securities Private Limited
W2W Singapore	Way2Wealth Illuminati Pte Limited

Issue Related Terms

Term	Description
Allot/ Allotment/ Allotted	Allotment of Equity Shares pursuant to the Issue to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus which will be decided by our Company, in consultation with the GCBRLMs and the BRLMs
Anchor Investor Bid/ Issue Period	The day, one Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price The Anchor Investor Issue Price will be decided by our Company in consultation with the GCBRLMs and the BRLMs

Term	Description
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the GCBRLMs and the BRLMs, to Anchor Investors on a discretionary basis One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account ASBA is mandatory for QIBs (except Anchor Investors) and Non Institutional Bidders participating in the Issue
ASBA Account	An account maintained with an SCSB and specified in the Bid cum Application Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder	Bidders (other than Anchor Investors) in the Issue who submit Bids through the ASBA process
Axis	Axis Capital Limited
Banker(s) to the Issue/ Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Account will be opened, in this case being [●]
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue and which is described in the section "Issue Procedure" on page 459
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder pursuant to submission of the Bid cum Application Form, or during the Anchor Investor Bid/ Issue Period by the Anchor Investors, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
Bid Amount	In relation to the Bid shall mean the highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account upon submission of the Bid
Bid cum Application Form	The form used by a Bidder, including an ASBA Bidder, to make a Bid and which will be considered as the application for Allotment or transfer, as the case may be, in terms of the Red Herring Prospectus and the Prospectus
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids, which shall be notified in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●], and [●] edition of the Kannada newspaper [●] Our Company may, in consultation with the GCBRLMs and the BRLMs, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers

Term	Description
	shall start accepting Bids, which shall be notified in two national daily newspapers, one each in English and Hindi, and in one Kannada daily newspaper, each with wide circulation
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof
Bid Lot	[●]
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and Anchor Investor
Book Building Process	Book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Issue is being made
Book Running Lead Managers or BRLMs	The book running lead managers to the Issue namely, Axis Capital Limited, Edelweiss Financial Services Limited and Yes Bank Limited
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the Bid cum Application Forms to a Registered Broker The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective website of the Stock Exchanges
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/ Issue Period
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted
Citi	Citigroup Global Markets India Private Limited
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Cut-off Price	Issue Price, finalised by our Company in consultation with the GCBRLMs and the BRLMs Only Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Designated Branches	Such branches of the SCSBs which shall collect the Bid cum Application Forms used by the ASBA Bidders, a list of which is available on the website of SEBI at http:/ / www.sebi.gov.in/ sebiweb/ home/ list/ 5/ 33/ 0/ 0/ Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Date	The date on which the Escrow Collection Banks transfer funds from the Escrow Accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus, following which the board of directors may Allot Equity Shares to successful Bidders/ Applicants

Term	Description
	in the Issue
Designated Stock Exchange	National Stock Exchange of India Limited
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated June 25, 2015, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted, Bid Lot and the size of the Issue, including any addendum or corrigendum thereto
Edelweiss	Edelweiss Financial Services Limited
Eligible Employees	All or any of the following: (a) a permanent and full time employee of our Company or the Subsidiaries (excluding such employees who are not eligible to invest in the Issue under applicable laws, rules, regulations and guidelines and our Promoter and his immediate relatives) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be an employee of our Company or the Subsidiaries, until Allotment; and (b) a Director of our Company or Subsidiary, whether a whole time Director or otherwise, (excluding such Directors not eligible to invest in the Issue under applicable laws, rules, regulations and guidelines and our Promoter and his immediate relatives) as of the date of filing the Red Herring Prospectus with the RoC and who continues to be a Director of our Company or Subsidiary until Allotment and is based and present in India as on the date of Allotment. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹200,000
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Employee Reservation Portion	Portion of the Issue being [●] Equity Shares aggregating up to ₹150 million available for allocation to Eligible Employees, on a proportionate basis
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding the ASBA Bidders) will issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the GCBRLMs, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, refunds of the amounts collected from the Bidders (excluding the ASBA Bidders), on the terms and conditions thereof
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
General Information Document/ GID	General Information Document prepared and issued in accordance with the circular (CIR/ CFD/ DIL/ 12/ 2013) dated October 23, 2013 notified by SEBI

Term	Description
Global Co-ordinators and Book Running Lead Managers or GCBRLMs	The global co-ordinators and book running lead managers to the Issue namely, Kotak Mahindra Capital Company Limited, Citigroup Global Markets India Private Limited and Morgan Stanley India Company Private Limited
Issue	The public issue of up to [●] Equity Shares of face value of ₹10 each for cash at a price of ₹[●] each, aggregating ₹11,500 million The Issue comprises of Net Issue to the public aggregating up to ₹11,350 million and Employee Reservation Portion aggregating upto ₹150 million
Issue Agreement	The agreement dated June 25, 2015 between our Company, the GCBRLMs and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which Equity Shares will be Allotted in terms of the Red Herring Prospectus and Prospectus The Issue Price will be decided by our Company in consultation with the GCBRLMs and the BRLMs on the Pricing Date
Issue Proceeds	The proceeds of the Issue that is available to our Company
Kotak	Kotak Mahindra Capital Company Limited
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot
Morgan	Morgan Stanley India Company Private Limited
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Issue	Issue less the Employee Reservation Portion
Net Proceeds	Issue Proceeds less Issue expenses For further information about use of the Issue Proceeds and the Issue expenses, see section "Objects of the Issue" on page 121
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders or Eligible Employees bidding in the Employee Reservation Portion and who have Bid for Equity Shares for an amount more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Net Issue being not less than 15% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price
Non-Resident	A person resident outside India, as defined under FEMA and includes a non resident Indian, FIIs and FPIs
Price Band	Price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions

Term	Description
	thereof The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the GCBRLMs and the BRLMs and will be advertised, at least five Working Days prior to the Bid/ Issue Opening Date, in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●], and [●] edition of the Kannada newspaper [●], each with wide circulation and such advertisement shall be made available to the Stock Exchanges for the purpose of uploading on their websites.
Pricing Date	The date on which our Company, in consultation with the GCBRLMs and the BRLMs, will finalise the Issue Price
Prospectus	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account	Account opened with the Bankers to the Issue under section 40 of the Companies Act, 2013 to receive monies from the Escrow Account(s) on the Designated Date and to which the funds shall be transferred by the SCSBs from the ASBA Accounts
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being 50% of the Net Issue consisting of [●] Equity Shares which shall be Allotted to QIBs (including Anchor Investors)
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to ASBA Bidders) shall be made
Refund Bank(s)	[●]
Refunds through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate
Registrar to the Issue or Registrar	Link Intime India Private Limited
Retail Individual Bidder(s) or RIB(s)/ Retail Individual Investor(s) or RII(s)	Individual Bidders, other than Eligible Employees bidding in the Employee Reservation Portion, submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Net

Term	Description
	Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Net Issue being not less than 35% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidder(s) in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price
Revision Form	Form used by the Bidders, including ASBA Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s) QIB Bidders and Non-Institutional Bidders are not allowed to lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http:/ / www.sebi.gov.in/ sebiweb/ home/ list/ 5/ 33/ 0/ 0/ Recognised- Intermediaries
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from ASBA Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Syndicate Agreement	Agreement to be entered into among the GCBRLMs, the BRLMs, the Syndicate Members and our Company in relation to the collection of Bids in the Issue (other than Bids directly submitted to the SCSBs under the ASBA process and Bids submitted to Registered Brokers at the Broker Centres)
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate or Members of the Syndicate	The GCBRLMs, the BRLMs and the Syndicate Members
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriters	[●]
Underwriting Agreement	The agreement among the Underwriters and our Company to be entered into on or after the Pricing Date
Working Day	Any day, other than Saturdays and Sundays, on which commercial banks in Mumbai are open for business, provided however, for the purpose of the time period between the Bid/ Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all days excluding Sundays and bank holidays in Mumbai in accordance with the SEBI circular no. CIR/ CFD/ DIL/ 3/ 2010 dated April 22, 2010
Yes Bank	Yes Bank Limited

Technical/ Industry Related Terms/ Abbreviations

Term	Description
BRC	British Retail Consortium
CBD	Central Business District

Term	Description
CCI	The Competition Commission of India
DCT	Domestic Container Terminal
DTA	Domestic Tariff Area
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
FDR	Fine Dining Restaurants
F&G	Fresh & Ground
GST	Goods & Service Tax
HUL	Hindustan Unilever Limited
ICD	Inland Container Depots
IT/ITES	Information Technology/Information Technology Enabled Services
JLL	Jones Lang LaSalle Property Consultants (India) Private Limited
Jubilant Foodworks	Jubilant FoodWorks Limited
KPI	Key Performance Indicator
Lavazza	Luigi Lavazza S.p.A.
MT	Metric Tonne
R&D	Research & Development
Technopak	Technopak Advisors Private Limited
TEU	Twenty-foot Equivalent Unit
Nestle	Nestle India Limited
QSR	Quick Service Restaurant
SBD	Secondary Business District
SWOT	Strengths-Weakness-Opportunity-Threats
Westlife Development	Westlife Development Limited
YUM! Brands	YUM! Brands, Inc.

Conventional and General Terms or Abbreviations

Term	Description
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AMFI	Association of Mutual Funds in India

Term	Description
AS/ Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
ATM	Automated Teller Machine
Bn/ bn	Billion
BOT	Build, operate and transfer
BOOT	Build, operate, own and transfer
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investors	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II Foreign Portfolio Investors	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III Foreign Portfolio Investors	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CCTV	Closed Circuit Television
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
Coffee Board	Indian Coffee Market Expansion Board
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder
CSR	Corporate Social Responsibility
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification
DP/ Depository Participant	A depository participant as defined under the Depositories Act

Term	Description
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
Equity Listing Agreement	Listing Agreement to be entered into with the Stock Exchanges on which the Equity Shares of our Company are to be listed
EURIBOR	Euro Interbank Offered Rate
FCRR	Forward Contracts (Regulation) Rules, 1954
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and amendments thereto
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations
Financial Year/ Fiscal/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FMC	Forward Markets Commission
Food Authority	Food Safety and Standards Authority of India
FPI(s)	A Foreign Portfolio Investor as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GIR	General Index Register
GoI or Government	Government of India
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	The Income Tax Act, 1961
Ind AS	Indian Accounting Standards
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IRDA	Insurance Regulatory and Development Authority

Term	Description
ISO	International Organisation for Standardization
IST	Indian Standard Time
IT	Information Technology
LEED	Leadership in Energy & Environmental Design
LIBOR	London Interbank Offered Rate
Mn	Million
MSE	Madras Stock Exchange Limited
N.A./ NA	Not Applicable
NAV	Net Asset Value
NBFC	Non-banking financial company registered with the RBI
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Notified Sections	The sections of the Companies Act, 2013 that were notified by the Ministry of Corporate Affairs, Government of India
NR	Non-resident
NRE Account	Non Resident External Account
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PCB	Pollution Control Board
RBI	The Reserve Bank of India

Term	Description
RoC	Registrar of Companies, Bengaluru
RoHS	Restriction of the use of Certain Hazardous Substances
₹/ Rs./ Rupees/ INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
Securities Act	U.S. Securities Act, 1933
SEZ	Special Economic Zone
SEZ Board	The Board of Approval set up under the SEZ Act
Sq. ft./ sq.ft.	Square feet
STT	Securities Transaction Tax
State Government	The government of a state in India
Stock Exchanges	The BSE and the NSE
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax Deduction Account Number
UK	United Kingdom

Term	Description
U.S./ USA/ United States	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD/ US$	United States Dollars
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in the sections "Statement of Tax Benefits", "Financial Statements" and "Main Provisions of Articles of Association" on pages 140, 277 and 514, respectively, shall have the meaning given to such terms in such sections.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India, all references to the "U.S." or "USA/ United States" are to the United States of America.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from: i) the Restated Consolidated Financial Information and Restated Standalone Financial Information of our Company, as at and for the financial years ended March 31, 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended December 31, 2014; and ii) the Restated Consolidated Financial Information of CDGL, as at and for the financial years ended March 31, 2010, 2011, 2012, 2013, 2014 and as of and for the nine months period ended December 31, 2014, prepared in accordance with sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of section 26 of Chapter III of the Companies Act, 2013 read with rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Indian GAAP, and restated in accordance with the SEBI ICDR Regulations.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places and accordingly there may be consequential changes in this Draft Red Herring Prospectus.

Our Company's financial year commences on April 1 and ends on March 31 of the next year; accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year.

There are significant differences between Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of the financial information included in this Draft Red Herring Prospectus to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on financial data included in this Draft Red Herring Prospectus. For details in connection with risks involving differences between Indian GAAP and IFRS, see *"Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition"* contained in this Draft Red Herring Prospectus on page 58. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in the sections "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Conditional and Results of Operations" on pages 24, 171 and 354 respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Information of our Company and the Restated Consolidated Financial Information of CDGL, prepared in accordance with Indian GAAP and the Companies Act, 1956 and restated in accordance with the SEBI ICDR Regulations.

Currency and Units of Presentation

All references to:

- "CZK" to Czech Koruna, the official currency of Czech Republic;
- "€" to Euro, the official currency of European Union;
- "HKD" to Hong Kong Dollar, the official currency of Hong Kong;

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India;

- “SGD” to the Singapore Dollar, the official currency of Republic of Singapore;

- “USD” or “US$” are to United Sates Dollar, the official currency of the United States; and

- “GBP” or “£” are to the British Pound, the official currency of United Kingdom.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “million” units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and (i) CZK (in Rupees per CZK); (ii) the € (in Rupees per EUR); (iii) the HKD (in Rupees per HKD); (iv) the SGD (in Rupees per SGD); (v) the USD (in Rupees per USD); and (vi) the GBP (in Rupees per GBP):

Currency	As on March 31, 2013 (₹)	As on March 31, 2014 (₹)	As on March 31, 2015 (₹)
1 CZK	2.71	3.00	2.43
1 EUR	69.54	82.58	67.51
1 HKD	6.99	7.72	8.06
1 SGD	43.71	47.50	45.46
1 USD	54.39	60.10	62.59
1 GBP	82.32	99.85	92.46

Sources: Bloomberg, RBI website

In case March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered

Land, Property and Units of Presentation

Our Company has presented units of land and property in this Draft Red Herring Prospectus in ‘Acres’ and ‘square feet’, as the case may be.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe the industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the GCBRLMs or the BRLMs or any of their affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section “Risk Factors” on page 24. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, the section “Basis for the Issue Price” on page 136 includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the GCBRLMs or the BRLMs have independently verified such information.

Further, in accordance with Regulation 51A of the SEBI ICDR Regulations, our Company may be required to undertake an annual updation of the disclosures made in the Red Herring Prospectus and make it publicly available in the manner specified by SEBI.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company has businesses and its ability to respond to them, its ability to successfully implement its strategy, its growth and expansion, technological changes, its exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in its industry. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Our dependence on our ownership interests in our Subsidiaries to generate revenues and a lack of substantial operations and fixed assets within our Company.
- Our Company's indebtedness and any failure in the future to comply with the restrictive covenants under our loan agreements.
- Dilution of our equity shareholding in CDGL and direct or indirect shareholding in other Subsidiaries.
- Our inability to maintain and enhance the value of our brand and our customers' connect with our brand, "*Coffee Day*" and "*Café Coffee Day*".
- The risks associated with leasing out premises for the operation of our Café Network outlets and the lack of stamped and registered lease agreements for the same.
- Our inability to open new café outlets, penetrate deeper into existing geographic locations, expand our vending machine business and increase our exports and trading of coffee beans.
- Downturn in the performance of the real estate market and information technology sector, in India and particularly in Bengaluru and Mangaluru.
- Our inability to attract and retain key tenants at attractive rentals at our technology parks, inability to maintain the attractiveness of our locations and any failure of our tenants' businesses.
- Any fall in global trading volumes, regional and global economic, instability in financial and political conditions and our dependence on a smaller number of customers for a significant portion of our logistics business.
- Our inability to fund periodic capital expenditure, convert our existing terminal facilities and leased vehicles and certain properties for operating our logistics business.
- Inadequacy of our risk management policies and procedures to identify, monitor and manage risks in the financial services business.
- The uncertainties associated with the financial services industry, including, fluctuating revenues and downturns and disruptions in the securities markets.
- Any deterioration in the quality or reputation of the brand "The Serai" and the seasonal and cyclical volatility in the resorts business.

- Our failure to obtain and periodically renew applicable permits and approvals to operate our businesses.

For further discussion of factors that could cause the actual results to differ from the expectations, see sections "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 24, 171 and 354, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the GCBRLMs, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, the GCBRLMs and the BRLMs will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges.

SECTION II: RISK FACTORS

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue including the merits and risks involved in the investment. You should consult your tax, financial and legal advisors regarding particular consequences to you of investing in this Issue. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. *Please see section "Forward-Looking Statements" on page 22.*

Unless specified or quantified in the relevant risks factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Consolidated Financial Statements.

*In this section, unless the context otherwise requires, references to "our Company" or to "the Company" refers to Coffee Day Enterprises Limited ("**CDEL**") and/ or Coffee Day Global Limited ("**CDGL**") and a reference to "we" or "us" or "our" refers to CDEL and/ or CDGL, our Subsidiaries, Joint Ventures and Associates. References to a "Financial Year" are to the 12 months ended March 31 of that year.*

Risks Relating to Our Business and Our Industry

An investment in our Equity Shares involves risks. You should carefully review all of the information in this document and, in particular, the risks described below as they identify important factors that could cause our actual results to differ materially from our forward-looking statements and historical trends.

The following describes some of the significant risks that could affect us and the value of our Equity Shares. Additionally, some risks may be unknown to us and other risks, which we currently believe to be immaterial, could turn out be material in the future. All of these could materially adversely affect our business, financial condition, results of operations and prospects. You should also consider the information provided below in connection with the forward-looking statements in this document and the warning statement regarding forward-looking statements at the beginning of this document.

If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer. As a result, the trading price of, and the value of your investment in, our Equity Shares could decline, and all or part of your investment may be lost.

A. Risk Relating to Our Businesses

1. Our operations are conducted through our Subsidiaries. Therefore, our ability to pay dividends on the Equity Shares depends on our ability to obtain cash dividends or other cash payments from our Subsidiaries.

We currently conduct a substantial portion of our coffee and non-coffee business operations through our Subsidiaries. As our Company has no substantial operations or fixed assets, we have no significant sources of revenue other than the ownership interests in our Subsidiaries. Our Company's income is therefore largely dependent on investment income and dividends from our Subsidiaries. As of December 31, 2014, our Company had 40 Subsidiaries. Our top four business segments, namely coffee business, logistics, financial services and technology parks contributed 50.1%, 36.9%, 7.5% and 3.3%, respectively, of our consolidated revenues for Financial Year 2014, and 49.9%, 36.2%, 8.0% and 3.8% for the nine month period ended December 31, 2014, respectively.

The ability of our Subsidiaries to generate equity and investment returns and pay dividends depends on the success of their business operations, financial condition and ability to generate profits. In addition, our Subsidiaries may be restricted from giving us equity returns or paying dividends by contract, including financing arrangements, charter provisions, partners of the Subsidiaries or by the applicable laws and regulations of the various countries in which they operate.

We may not be able to monetize our investments in the Subsidiaries and may not derive fair value from our investments. Therefore, eventually we may not be able to derive any investment income from the

Subsidiaries. Further, we cannot assure you that our Subsidiaries will generate sufficient profits and cash flows, or otherwise will prove willing or able to pay dividends to our Company. The inability of one or more of these entities to pay dividends could have a material adverse effect on our business, prospects, results of operations, cash flows and financial condition. In addition, our financial condition and results of operations could be adversely affected should our equity stake in our Subsidiaries be diluted or in the event that they cease to be our Subsidiaries, which could in turn adversely affect our financial condition.

2. ***Our Company incurred losses in Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, which may adversely affect our business and financial performance.***

We incurred losses on a consolidated basis for the Financial Years 2013, 2014 and the nine month period ended December 31, 2014 of ₹214.05 million, ₹770.28 million and ₹752.34 million, respectively. We cannot assure you that we will not incur losses in the future and any such losses could adversely affect our business and financial performance. Our consolidated financial results are on account of the result of operations of our various businesses undertaken through our subsidiaries. Based on the Restated Consolidated Financial Information for the Financial Years 2012, 2013 and 2014, and the nine month period ended December 31, 2014, the losses incurred by our Subsidiaries for the periods indicated are as below:

(in ₹million)

Sr. No.	Business segment	Segment results (losses)			
		Financial Year			Nine month period ended December 31, 2014
		2012	2013	2014	
1.	Leasing of commercial office space	-	(76.39)	-	-
2.	Hospitality services*	(57.66)	(40.84)	(38.59)	(17.74)
3.	Financial services	(75.16)	(46.80)	(7.03)	(6.31)

**Including Company*

We cannot assure you that we will not incur losses in the future and any such losses could adversely affect our business and financial performance. For details, see section "Financial Information" on page 277.

3. ***Our consolidated net indebtedness and our failure to comply with certain restrictive covenants under our loan agreements could adversely affect our financial condition and results of operations.***

As of December 31, 2014, our consolidated net indebtedness totaled ₹28,638.31 million (total debt in accordance with the restated consolidated financials less convertible debentures, less loans from related parties and cash and bank balance including fixed deposit and margin money deposit with bank). We have entered into agreements for short-term and long-term loans and other borrowings. Some of these agreements contain requirements to maintain certain security margins, financial ratios and contain restrictive covenants relating to issuance of new shares, changes in capital structure, making material changes to constitutional documents, implementing any expansion scheme, incurring further indebtedness, encumbrances on or disposal of assets, paying dividends and making investments over certain thresholds. Furthermore, some of our financing arrangements specify that upon the occurrence of an event of default, the lender shall have the right to, *inter alia*, cancel the outstanding facilities available for drawdown, declare the loan to be immediately due and payable with accrued interest and enforce rights over the security created. There can be no assurance that we will be able to comply with these financial or other covenants, or that we will be able to obtain the consents necessary to proceed with the actions which we believe are necessary to operate and grow our business, which may in turn have a material adverse effect on our business and operations.

In the past, we have had instances of breach of certain financial covenants included in certain loan agreements. In such cases, we have obtained a waiver of rights from the lenders, and such breaches in the future may constitute an event of default, cross-default and would trigger acceleration of the loans under our financing agreements. Further, our lenders may be entitled to declare the relevant loans to be immediately due and payable, cancel the respective facilities and/ or enforce security under the respective loans. We cannot provide any assurance that our lenders will not enforce their rights relating to our breach of financial covenants, or grant us waivers with respect to any such breaches.

In addition, our Company, Promoter, Group Companies and associate entities have availed unsecured loans which may be recalled by their respective lenders at any time. Such unsecured loans may be backed by guarantees or obligations of our Promoter or our Company. In the event that our Company, Promoter, Group Companies and associate entities are unable to meet their respective obligations, the lender may enforce its rights against our Company or our Promoter. In the event that any lender seeks the accelerated repayment of any such loan or seeks to enforce any other rights against our Company or our Promoter, it may have a material adverse effect on the business, cash flows and financial condition of the entity against which repayment is sought.

4. ***There are outstanding litigations against our Company, Directors, Promoter, Subsidiaries and Group Companies.***

As on the date of this Draft Red Herring Prospectus, there are certain legal proceedings pending before various courts, tribunals, enquiry officers, and appellate authorities against our Company, Directors, Promoter, Subsidiaries and Group Companies.

A summary of the pending civil, consumer and criminal proceedings involving our Company, Directors, Promoters, Subsidiaries and Group Companies, is provided below:

Litigation against our Company

Nature of the Case / Claims	**No. of Cases Outstanding**	**Amount Involved *(In ₹ Million)***
Tax proceedings	3	11.30

Litigation against our Directors

Nature of the Case / Claims	**No. of Cases Outstanding**	**Amount Involved *(In ₹ Million)***
Income Tax proceedings	1	Not quantifiable
Miscellaneous proceedings	1	Not quantifiable

Litigation against our Promoters

Nature of the Case / Claims	**No. of Cases Outstanding**	**Amount Involved *(In ₹ Million)***
Civil proceedings	2	0.62
Tax proceedings	1	Not quantifiable
Miscellaneous proceedings	2	Not quantifiable

Litigation against our Subsidiaries

Nature of the Case / Claims	**No. of Cases Outstanding**	**Amount Involved *(In ₹ Million)***
Criminal cases	11	39.70
Civil cases	51	162.57
Arbitration proceedings	10	74.53
Consumer cases	16	10.33
Labour cases	27	7.91
Tax proceedings	148	13,636.85
Miscellaneous proceedings	43	149.27
SEBI proceedings	2	Not quantifiable
Companies Act proceedings	2	0.04
RBI proceedings	1	Not quantifiable

Litigation against our Group Companies

Nature of the Case / Claims	No. of Cases Outstanding	Amount Involved *(In ₹ Million)*
Labour cases	37	1.97

In addition, our Subsidiaries are parties to proceedings initiated under the Companies Act, 1956, SEBI proceedings, RBI proceedings and miscellaneous proceedings initiated by various statutory authorities and corporate houses, pending before various fora. For further details, please refer to "Outstanding Litigations and Material Developments" on page 395.

The amounts claimed in these proceedings have been disclosed to the extent ascertainable/ quantifiable and include amounts claimed jointly and severally. If any new developments arise, such as changes in Indian law or rulings against us by the appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. For further details of legal proceedings involving our Company, Subsidiaries, Promoter and Group Companies, see section "Outstanding Litigation and Material Developments" on page 395.

Apart from the legal proceedings as disclosed above, there are numerous monetary claims against our Company and/ or our Subsidiaries, by various clients, consumers, contractors, employees and other entities in the form of legal/ demand notices. If such claims translate into potential litigation it may result in financial liabilities against our Company and/ or our Subsidiaries.

We cannot assure that these legal proceedings will be decided in our favour. Decisions in such proceedings which are adverse to our interests may have a significant adverse effect on our business, results of operations, cash flows and financial condition.

5. Certain of our Subsidiaries are involved in criminal proceedings, SEBI proceedings and have received adverse findings from SEBI, in the past, in relation to non compliance with securities laws.

Our Subsidiaries, CDGL, W2W Brokers, SLL and SMART are involved in certain criminal proceedings which include matters initiated under the Prevention of Food Adulteration Act, 1954, Negotiable Instruments Act, 1881, the Indian Penal Code, 1860 and the Criminal Procedure Code, 1973. Further, SLL, W2W Brokers and TSSPL have been/are involved in proceedings initiated against them by SEBI for the violation of securities laws. Some of these proceedings have resulted in/ may result in adverse findings being recorded by SEBI including imposition of penalty by SEBI. Any conviction, penalty or other action against our Subsidiaries for the offences alleged by the complainants/SEBI may potentially cause negative publicity thereby affecting our reputation, business, financial condition and results of operations. For further details, please see the section "Outstanding Litigation and Material Developments" on page 395.

6. Our Promoter has provided personal guarantees and may in the future provide additional guarantees and/ or collateral of shares of our Company and certain Promoter Group companies to secure the loans availed by our Company, Subsidiaries and our Promoter Group companies. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the invocation of all or any personal guarantees or enforcement of the collateral provided by our Promoter.

Our Promoter has provided personal guarantees, security and collateral to secure a significant portion of our existing borrowings, and may post listing continue to provide such guarantees and other security including pledge of Equity Shares.

In case of a default under our loan agreements, any of the personal guarantees provided by our Promoter may be invoked and/ or the collateral may also be enforced, which could negatively impact the reputation and networth of the Promoter. This may result in, *inter alia*, the lenders taking ownership of the pledged shares, selling the pledged shares to any third party purchaser, and attending and exercising voting rights in respect of the pledged shares on any matter at any meeting of the members of our Company. Accordingly, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoter may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company. We may also not be successful in procuring alternate guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows.

Our Promoter has also provided personal guarantees, security and collateral such as pledge of equity shares of CDCPL, DITPL and GCEPL (our Promoter Group companies), commitment to create a pledge on our Equity Shares after a period of one year from the date of listing, to secure loans availed by certain Promoter Group companies, and may continue to provide such guarantees, security and collateral, post listing.

In case of a default under the facilities availed by such Promoter Group companies, any of the personal guarantees provided by our Promoter may be invoked and/ or the collateral may also be enforced. Accordingly, our Promoter will have to fulfil his obligations provided under such guarantees and/ or the lenders may create a further pledge on the equity shares of such Promoter Group entities, take ownership of such equity shares provided as security, sell such equity shares to any third party purchaser, attend and exercise voting rights in respect of such equity shares on any matter at any meeting of the members of our Company and/ or Promoter Group companies. For details of Promoter Group companies holding our Equity Shares, see section "Capital Structure" on page 109. Accordingly, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoter may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company.

7. ***Our Company has pledged certain equity shares held by it in certain Subsidiaries and associate companies.***

Our Company has pledged equity shares of certain Subsidiaries and associate companies held by it in favor of certain lenders to secure loan facilities obtained by our Company and Subsidiaries.

In the event of default or breach of the relevant financing agreements, the lenders have the right to enforce the security interest including taking ownership of the pledged shares. In such event, we will lose the value of any such pledged shares and we will no longer be able to recognize revenue attributable to these Subsidiaries to such an extent. In addition, if we lose ownership or control of any of our Subsidiaries, our cash flows, business, results of operations and financial condition would be adversely affected.

For details regarding the pledged shares, see section *"*Financial Indebtedness*"* on page 278.

8. ***Our Company's equity shareholding in CDGL may be diluted upon conversion of convertible preference shares held by investors in CDGL.***

Our Company currently holds 90.53% of shareholding in CDGL and this shareholding may be diluted to the extent that the convertible preference shares currently held by the investors in CDGL are converted. Any such conversion may adversely affect the value we derive from CDGL and may impact the trading price of the Equity Shares.

9. ***Some of our Group Companies have incurred losses in the last three financial years.***

Certain of our Group Companies have incurred losses in the last three years, as set forth below:

Sr. No.	Name of the entity	Profit/ (Loss) (Amount in ₹ million)		
		For the Financial Year		
		2014	2013	2012
1.	Chandrapore Estates Private Limited	(24.20)	4.85	2.06
2.	Chetan Wood Processing Private Limited	(8.58)	(26.04)	(30.78)
3.	Coffee Day Bare Foot Resorts Private Limited	(0.40)	(0.02)	(0.02)
4.	Coffee Day Natural Resources Private Limited	(14.08)	(13.68)	(1.13)
5.	Coffee Day Resorts (MSM) Private Limited	(45.75)	(0.33)	(0.06)

Sr. No.	Name of the entity	Profit/ (Loss) (Amount in ₹ million)		
		For the Financial Year		
		2014	2013	2012
6.	Coffee Day Consolidations Private Limited	(0.07)	(0.32)	(0.09)
7.	Dark Forest Furniture Company Private Limited	(4.98)	(32.65)	(10.30)
8.	Devadarshini Info Technologies Private Limited	(36.15)	(152.75)	(0.99)
9.	Gonibedu Coffee Estates Private Limited	(0.24)	(0.60)	(0.67)
10.	Kumergode Estates Limited	(34.93)	(38.97)	(0.16)
11.	Rajagiri and Sankhan Estates Private Limited	(1.94)	(0.28)	(0.60)
12.	Sivan Securities Private Limited	(274.39)	(171.41)	(160.37)
13.	Tanglin Property Developments (Mumbai) Private Limited	(53.24)	(6.90)	(4.91)
14.	Terra-Firma (Solid Waste Management) Chennai Private Limited	(0.94)	(0.93)	(1.16)
15.	Vaitarna Timber Trading Private Limited	(4.79)	(0.96)	(0.33)
16.	Vakrathunda Holding Private Limited	(0.05)	(0.04)	(0.11)

10. *We have issued Equity Shares during the last one year at a price that may be below the Issue Price.*

During the last one year, we have issued Equity Shares at a price that may be below the Issue Price, as set out in the table below:

Sr. No.	Date of Allotment	No. of Equity Shares	Face Value	Issue price	Nature of Consideration	Reason for allotment	Allottees
1.	May 8, 2015	102,140,857	10	NA	Other than cash	Bonus	(1)

(1) V.G.Siddhartha, Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, Gonibedu Coffee Estates Private Limited, Coffee Day Consolidations Private Limited, Devadarshini Info Technologies Private Limited, Sivan Securities Private Limited, KKR Mauritius PE Investments II Limited, NLS Mauritius LLC, Bennett Coleman & Company Limited, Nandan Nilekani, Rare Enterprises, Derive Investments, Ramesh Damani, Ketan Sheth & Sonal K Sheth, Aditya Birla Private Equity Trust, Amara Jyothirmaye, Kanchana A R, Geetha Sadananda, Arati Jayaraj Hubli and Shanti Sankaranarayanan.

B. Risks relating to our Coffee Business

11. *Our success depends on the value, perception and marketing of our brands, most particularly, the "Café Coffee Day" brand.*

Our ability to market and sell our products is significantly dependent on our brand "*Coffee Day*" and more particularly, "*Café Coffee Day*". We believe that our brand "*Café Coffee Day*" is one of the most widely recognized brands in the café business in India (Source: *Economic Times, BE Survey, 2014).* We have built our brand to represent quality food and beverages with a focus on customer service. Our "*Coffee Day*" brand, which we believe is associated with quality, is also used by our non-café businesses. Our success depends on our ability to maintain and enhance the value of our brand and our customer's connection to our brand. Our marketing is undertaken by our internal marketing division as well as external agencies. We undertake various marketing efforts to raise brand awareness and attract and retain customers. See section "Our Business– Branding and Marketing" on page 191 for more details.

Our brands could be damaged by negative publicity on social media platforms or by claims or perceptions about the quality or safety of our cafés or food products or the quality of our suppliers and service, regardless of whether such claims or perceptions are true. Any untoward incidents such as litigation or negative publicity, whether isolated or recurring and whether originating from us or otherwise, affecting our business, franchisees or suppliers, can significantly reduce the brand value and consumer trust. If our marketing teams lead us to adopt unsuccessful programs through print or social media, we may only incur expenses without the benefit of higher revenues or our competitors may increase their advertising spend which we may not be able to match. Our competitors may launch promotional activities, concepts, branding and advertising activities, which may increase their brand visibility and we may not be able to match them.

Further, our success depends on various factors, including customer preference for visiting cafés, our ability to maintain a uniform look and feel across our Café Network outlets (which consist of *Café Coffee Day*, *The Lounge* and *The Square*). As we continue to grow our coffee business by expanding our menu offerings, services and our geographic reach, maintaining quality and consistency may be more difficult and we cannot assure you that our customers' confidence in our *Café Coffee Day* brand name will not be diminished.

We have applied for registration of trademarks, such as "*Café Coffee Day"*, "*Coffee Day*", "*Coffee Day Xpress*" and "*Coffee Day Fresh & Ground*", which are used for our F&G business. Some of the outlets and kiosks are managed by franchisees, who may misuse our trademarks and we may not be able to control such franchisees. Unauthorized use of our trademarks, including imitating or copying our products, by unrelated third parties may damage our reputation and brand. Preventing trademark infringement, particularly in India, is difficult, costly and time-consuming. The measures we take to protect our trademarks may not be adequate to prevent unauthorized use by third parties, which may affect our brand and in turn adversely affect our business, financial condition, results of operations and prospects. For further details on the risk to our trademarks, see section "- *Our Company has no registered trademark under the Trade Marks Act, 1999 and our competitors or other companies may challenge the validity or scope of our intellectual property*."

12. The coffee business segment is highly competitive.

Our coffee business, including our quick service food and beverages retail business through our Café Network outlets, *Coffee Day Xpress* kiosks, F&G outlets and the vending business, currently faces and may continue to face intense and increasing competition from both local and international competitors in terms of price, product offerings, product experience, quality, advertising initiatives, customer service, reputation, ambience, locations, attractiveness and maintenance of outlets for coffee, food and beverages. Our competitors may range from large and established companies to emerging startups and unorganized small food and beverages vendors, sometimes with greater financial resources, marketing networks, ability to attract labor, knowledge of target segments, advanced technology, pricing flexibility, longer operating histories and strong reputation. For details of our competitors, see section "Our Business - Coffee Business – Competition" on page 194. These advantages may assist them in attracting and retaining more customers. If consumer or dietary preferences change and if we are unable to maintain our competitive position, we could experience lower demand for our products, downward pressure on prices, inability to take advantage of new business opportunities, loss of market share, shortage of staff and reduced store locations, which could materially and adversely affect our business and operating results.

13. We are subject to risks associated with leasing space subject to long-term agreements and we may not be able to operate our Café Network outlets and Coffee Day Xpress kiosks successfully.

We lease most of the property occupied by our Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets. Further, a significant number of our lease agreements for our Café Network outlets may not be duly registered or adequately stamped. Payments under the leases accounted for a significant portion of our operating expenses in CDGL, being ₹925.23 million, ₹1,028.60 million, ₹1,176.10 million and ₹1,042.56 million, for the Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, respectively, and we expect the new Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets which we open in the future to be on leased property. The effect of inadequate stamping and non-registration is that the document is not admissible as evidence in legal proceedings, and parties to that agreement may not be able to legally enforce it, except after paying a penalty for inadequate stamping and non-registration. In the event of any dispute arising out of such unstamped or inadequately stamped and/or unregistered lease agreements, we may not be able to effectively enforce our leasehold rights arising out of such agreements which may have a material adverse impact on our business.

Further, in most of the leases for our Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets, we cannot terminate the lease agreement, unless we provide the owners with a notice period of up to 3 months, and in certain cases a lock-in period of up to 36 months from the signing of the lease is applicable.

We may also not be able to identify suitable locations for the new Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets or operate them successfully. If existing or future Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets are not profitable, and we decide to close any of them, we may nonetheless be committed to performing our obligations under the applicable lease including, among other things, paying the base rent for the notice period or the termination fee. In addition, as our leases expire, we may fail to negotiate renewals, either on commercially acceptable terms or at all, which could cause us to pay increased occupancy costs or to close cafés in desirable locations or to shift them, which may not necessarily yield past results. These potential increased occupancy costs and closed cafés could materially adversely affect our business, financial condition and results of operations.

14. We rely on the skills and experience of our personnel to maintain the quality of our service.

The quality of our services at our Café Network outlets and *Coffee Day Xpress* kiosks is critical to the success of our business. Thus, our success depends on the skills and experience of our personnel and the efficacy of our training programs to ensure maintenance of quality and uniformity of our service. Further, the success of our growth depends in part upon our ability to attract, motivate and retain a sufficient number of management personnel and well-qualified employees, customer service and kitchen staff, to keep pace with our expansion schedule. Our café managers are also critical to the success of our local store marketing and new strategic initiatives.

Labor cost is a primary component in our operating costs. In Financial Years 2012, 2013 and 2014 and for the nine month period ended December 31, 2014, our employees' benefits represented 8.74%, 10.38%, 11.64% and 11.76% of income of CDGL, respectively. If we face increased labor costs because of competition for skilled employees, higher employee turnover rates, increases in the minimum wage or employee benefits under applicable laws and macro-economic conditions in India, our growth could be adversely affected.

The coffee retail and F&G businesses are also known to have a high employee turnover. We lose nearly a third of our work force in our Café Network outlets and *Coffee Day Xpress* kiosks, every year. Although we have not yet experienced significant labor shortages and have continuously recruited new staff, we cannot assure you that we will continue to retain or hire adequate workforce, which in turn may delay openings of our new cafés or result in lower quality service in existing cafés, adversely impacting customer experience which could have a material adverse effect on our business and results of operations.

15. We may be required to make significant capital improvements to our existing Café Network outlets, Coffee Day Xpress kiosks and F&G outlets, the cost of which we may be unable to recoup.

In order to maintain the look and feel in terms of branding and to keep up with current trends, we are required to make significant capital improvements to our existing Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets. This includes carrying out regular repairs and maintenance, replacement of furniture and equipment, utensils etc. and adopting new interiors in line with the existing trends and customer preferences and competitive offerings. Consistent electricity supply is often a critical issue in selecting new locations or evaluating existing locations. Our growth strategy focuses on company-owned and operated cafés, which entail higher capital commitment. The cost of such capital improvements has gone up in recent times. We may be required to invest in additional power supply infrastructure at our locations. Further, some of our lease arrangements require us to obtain prior written consent from the lessors for, amongst others, carrying out any refurbishments or installing any communication device which we intend to monetize in such Café Network outlets or *Coffee Day Xpress* kiosks. We cannot assure you that we will be able to obtain such approvals, in a timely manner or at all, and this may have an adverse effect on our business, financial condition and results of operations.

We cannot assure you that investments made in upgrading or refurbishments in our Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets or further capital expenditure in newer locations or power infrastructure will result in maintaining or increasing our customer base or sales, resulting in increased profits. This may in turn have an adverse effect on our business, financial condition and results of operations.

16. ***We may fail to successfully implement our growth strategy, which includes opening new café outlets, penetrating deeper into existing geographic locations, expanding our vending machine segment and increasing our exports and trading of coffee beans.***

In order to continuously grow our coffee operations, we need to identify suitable new café outlet locations, successfully finalize the terms of the leases at these locations and ensure deeper penetration into existing geographic locations. Our growth also relies on expanding our vending machine business to corporate and institutional customers and our export and trading business. Another key factor to our continued success is our ability to keep pace with upgrading and modernization of our existing vending machine plant and machinery and the products. Any delay with regard to our inability to finance at attractive rates, negotiate acceptable lease terms, select suitable outlet locations, secure contracts with new corporations and institutions to use our vending machines, secure approvals, set up distribution channels for vertical integration, provide timely delivery of products, hire and train of qualified personnel, to meet the capital expenditure requirements or inability of our third party vendors to keep up with our pace of growth, decline in demand for coffee internationally, adverse changes to the price of fuel and competitive shipping rates, unattractive export incentives extended by the GoI and general adverse economic and business conditions, our business could be materially and adversely affected.

17. ***Economic conditions adversely affecting consumer discretionary spending may negatively impact our business and operating results.***

We believe that the success of our coffee business and sales of food and beverages is directly dependent on customer traffic and consumer discretionary spending. Since a large part of our customer base is the youth of India, customer visits to our retail outlets are usually linked to recreational activities and leisure. Discretionary spending and leisure activities of customers are influenced by general economic conditions, employment levels and the availability of spare income. Any slowdown in the economy and unavailability of spare financial resources or a prolonged economic downturn, could slow our pace of growth, result in forced closure of our Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets and in turn, materially affect our business, financial condition and results of operations.

18. ***Our business is highly dependent on consumer preferences, the café-going culture and sales of food and beverage at our Café Network outlets, F&G outlets and Coffee Day Xpress kiosks.***

The café culture and environment in India is dynamic and constantly evolving. Consumer preferences and lifestyles are rapidly changing with modern trade modes, value stores and e-commerce. If we are unable to successfully adapt to the rapidly changing environment and retail landscape, our market share of sales, volume growth and overall financial results could be negatively affected.

In addition, the coffee, food and beverage industry is affected by changes in consumer tastes and demographic trends in India. For instance, if health or dietary preferences cause consumers to avoid coffee and our other offerings in favor of healthier options, our sales may suffer and our business and operating results could be harmed. Further, certain of our lease arrangements require us to obtain prior written consent from the lessors before we can carry out any changes to our prices, offerings, quality, quantity, recipes or crockery in such Café Network outlets or *Coffee Day Xpress* kiosks. We cannot assure you that we will be able to obtain such approvals, in a timely manner or at all, and this may have an adverse effect on our business, financial condition and results of operations.

19. ***We require a number of approvals, licenses, registrations and permits for our Café Network outlets, F&G outlets, vending machine business, Coffee Day Xpress kiosks, distribution centres, coffee roasting plant and coffee curing plant and the failure to obtain or renew them in a timely manner may adversely affect our operations.***

We require a number of approvals, licenses, registrations and permits for operating our Café Network outlets, F&G outlets, *Coffee Day Xpress* kiosks, vending machine business, distribution centres, coffee roasting plant and coffee curing plant. Additionally, we may need to apply for renewal of approvals periodically in the ordinary course of business. These approvals, licenses, registrations and permits typically include those required to be obtained under legislation governing shops and establishments, trade licenses and licenses granted under Food Safety and Standards Authority of India Act, 2006. For more information, see section "Government and Other Approvals" on page 426.

Currently, a number of our Café Network outlets, F&G outlets and *Coffee Day Xpress* kiosks are operating without one or more valid approvals, licenses, registrations and permits. We may have either made fresh applications for obtaining the relevant approval, license, registration or permit, or in case of existing approvals, licenses, registrations and permits which may have expired, we have either made an application for their renewal, or are in the process of making an application for renewal. We cannot assure you that we will get the approvals applied for in a timely manner, or at all.

If we fail to obtain or renew any applicable approvals, licenses, registrations and permits in a timely manner, we may not be able to expand our business on time, or at all, which could affect our business and results of operations, and may also be subject to penalties in the event that we conduct our business operations without holding the relevant approval, license, registration or permit. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which may be onerous and may require us to incur substantial expenditure. Our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business, financial and other conditions, profitability and results or operations. We cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may adversely affect our operations.

20. New Café Network outlets may not be profitable and the increases in average café outlets sales that we have experienced in the past may not be indicative of future results.

From the period April 1, 2014 to December 31, 2014, we opened a total of 79 new Café Network outlets and 45 new *Coffee Day Xpress* kiosks, and we propose to utilize a portion of Net Proceeds of the Issue to open approximately 216 new Café Network outlets and 105 new *Coffee Day Xpress* kiosks during Financial Year 2016 and Financial Year 2017. Our future growth depends on the successful selection of café locations, recognition of the quality of our offerings and appropriate pricing for our product offerings. This may cause our operating results to fluctuate and adversely affect our profits.

While some of our Café Network outlets open with a higher than normal sales volumes, which subsequently decreases to a stabilized level within 8 to 12 months after commencing operations, we cannot assure you that this will follow historical patterns. In particular, in smaller Tier 3 and Tier 4 cities in India, the time taken to stabilize sales at our Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets is less predictable and can be longer than anticipated. Further, our ability to operate any new café outlets profitably depends on factors which may be beyond our control, including, general economic conditions, changes in consumer preferences and discretionary spending, competition, temporary and permanent site characteristics of new café outlets, changes in government regulations and other unanticipated increases in time involved and costs. Accordingly, if any of our new café outlets do not perform as planned, our business, financial condition and results of operations could be adversely affected.

21. We have in the past closed our café outlets, owing to various market factors which may affect our revenue and result of operations.

In Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, 36, 42, 44, and 175 of our cafés were closed down by us. These closures were owing to a variety of business related factors such as non-renewal of leases, low revenue generation from outlets and unfavorable location of outlets. While we expect to continue to close anywhere between 25 to 40 outlets every year, in line with our past business practice, we cannot assure you that that the number of closures will not be substantially higher. Closure of a large number of café outlets may result in a reduction of revenue and materially affect the results of our operations. For further information, see section "Our Business - Coffee Business - Café Planning and Set up" on page 186.

22. We have not executed any definitive agreements with any contractors for refurbishment of our Café Network outlets and Coffee Day Xpress kiosks. We cannot assure you that the refurbishment will be undertaken as planned.

We intend to utilise a portion of Net Proceeds of the Issue for setting-up new Café Network outlets and *Coffee Day Xpress* kiosks and for refurbishment of existing Café Network outlets and *Coffee Day Xpress* kiosks. For details, see section "Objects of the Issue" on page 121. However, we do not have any long term agreement with contractors for setting up new outlets or for refurbishing of existing outlets. Further, we have not, till date executed any agreements with contractors for the proposed expansion and refurbishment to be undertaken with the Net Proceeds of the Issue. Accordingly, we cannot assure you that we will be able to execute agreements with contractors for the said purposes, in a timely manner and on favourable terms, or at all, thereby resulting in a delay or failure to undertake the expansion and refurbishment as planned, which would in turn affect our growth and results of operations.

23. We depend on the successful identification and installation of our vending machines at corporations and institutions by our distributors and the sale of finished products for use in the vending machines.

Our vending machines business is dependent on the successful identification and installation of our vending machines with existing and new corporate and institutional clients.

Once our vending machines are deployed at the clients' premises the revenues are driven by our external distribution network for the sale of finished products used in the vending machines such as coffee beans, tea bags and milk and the regular servicing of such vending machines. Accordingly, we rely, to a significant extent, on our relationships with the distributors for the supply of our finished products used in our vending machines across India. To the extent required, our distributors have day-to-day contact with our sales and marketing teams. However, we are exposed to the risk that our distributors may fail to adhere to our Company standards in respect of sales and after-sales support. While we believe that we have maintained good relationships with our distributors, there is no assurance that our current relationships will continue or that we will be able to attract additional distributors to expand our network. If our competitors provide better incentives to our distributors, they may be persuaded to promote the products of our competitors instead of our products. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.

24. We are dependent on our manufacturing division for our coffee vending machines.

Our vending machines, which are placed at our Café Network outlets and client locations are manufactured by our manufacturing and assembling division located in Bengaluru (for further information, see section "Our Business-Coffee Business– Vending Business" on page 188). For the Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, the total number of coffee vending machines placed at client locations were 18,005, 21,594, 25,561 and 28,777, respectively. We also propose to utilize ₹973.61 million out of the Net Proceeds of the Issue towards manufacturing and assembling of vending machines within the Financial Years 2016 and 2017, respectively.

Our vending machine manufacturing operations may be disrupted for reasons beyond our control. Challenges with production, such as capacity constraints, economic slowdown, mechanical and systems failures, construction/ upgrade delays or delays in the delivery of machinery, extreme weather conditions, labor shortage, fire or other hazards may occur, causing suspension of production, and reduced output could also affect our manufacturing operations. We may be required to pay customs or import duties, such as, if such vending machine manufacturing is outsourced beyond our current suppliers and manufactured overseas. If our vending machine manufacturing division is unable, for any reason including delay of delivery, to provide us with a sufficient quantity of coffee vending machines, our ability to add additional corporate and other institutional clients would be impaired, which could adversely affect our results of operations. Any significant disruption or inability to supply vending machines or increased costs relating to manufacturing or sourcing of the vending machines, could adversely affect our business or render us unable to adhere to the contractual terms with our clients, which could in turn have a material adverse effect on our financial condition and results of operations.

25. Our coffee business is dependent on successfully innovating and launching new products and new designs of vending machines.

Product development and innovation are an important factor in the coffee, food and beverage industry. We regularly develop and intend to continue to introduce new menu items and products through our research and development centres. We conduct several tests relating to new products before wide-scale implementation, including in-house testing of products by our product development department and limited on-site testing at locations that cover the full range of our customer base. For further information, see section "Our Business- Coffee Business - R&D and Product Innovation" on page 193. However, there can be no assurance that our food and beverage development efforts will be successful in identifying popular new products and avoiding unsuccessful launches which could materially affect our business and future growth.

26. We are dependent on a few suppliers for our raw materials and shortages or interruptions in the supply of products from third party vendors could increase costs or reduce our revenue.

In order to maintain the quality control standards and consistency in our coffee business as well as to facilitate the efficiency of our supply chain, we have historically entered into several preferred-supplier arrangements for our coffee business. In this regard, we depend on a concentrated group of domestic suppliers for ingredients, disposable items, including but not limited to milk, sugar, bread, various vegetables and meat. We are also dependent upon third parties to make frequent deliveries of food products and supplies that meet our specifications at competitive prices. The supply of raw materials for our products is based primarily on forecasts and requirements prepared by our employees or our distributors.

Since we do not have a committed contractual price with some suppliers, we have no control over fluctuations in the price and availability of raw materials. If we are not able to obtain requisite quantities of quality raw materials or ingredients at commercially reasonable prices and on a timely basis, our ability to provide the items on our menu that are central to our business could be adversely affected. While we try to mitigate the risk of failure of continuous supply and price inflation, through our contracts with each supplier, there is no guarantee that we will always be able to mitigate this risk and maybe required to pay higher than anticipated prices. In addition, if there are sudden rises in prices of certain products that we procure for our Café Network outlets, we may be unable to pass on the cost increase to the customers, which may affect our profitability. Further, there can be no assurance that our suppliers will not abruptly terminate their supply agreements, whether contractual or non-contractual, with us. In addition, there may be instances of transport worker strikes, natural calamities or other force majeure events which may disrupt the supply of raw materials. Risks such as supply stoppage, inadequate forecast of requirements or price increases in key raw materials, weather disruptions, the ability of our vendors to obtain credit, disruptions in foreign supplies, product quality issues, food safety warnings are conditions beyond our control. In such cases, we may not be able to execute a contract for the supply of ingredients with a different supplier on favorable terms, or at all. Our inability to execute a contract with another supplier may affect our ability to undertake operations, thereby affecting our results of operations.

We enter into certain arrangements with coffee planters whereby we give them consignment and picking advances in return for the understanding that the planters would pool their harvest and meet our demand for coffee beans. Their inability to perform for any reason could cause shortage of supply, and there is a risk of default by the coffee planters, not being able to return the money borrowed, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

27. As we operate in the food and beverage industry, we are prone to food safety and food-borne illness concerns and need to comply with existing and new health and safety laws.

Food-borne illnesses, such as Escherichia coli, Hepatitis A, Trichinosis or Salmonella, and food safety issues, such as food tampering, contamination or adulteration, have occurred in the food and beverage industry in the past and could occur in the future as well. Outbreaks of avian flu and swine flu occur from time to time around the world, including in India, where a significant portion of our profits and revenues originate. It is possible that outbreaks in India and elsewhere could reach pandemic levels. Such illnesses could be beyond our control and could be due to contamination of food items supplied to us by third parties. For example, one of our F&G outlets has been subject to an investigation by the food authorities in a matter pertaining to food adulteration. For further details, see section "Outstanding Litigation and Material Developments" on page 395. Any negative report or publicity about the café industry or us or one of our outlets, including outlets operated by our franchisees overseas, regarding instances of food-borne illnesses or food safety issues could adversely affect our brand and reputation as well as our revenues and profits. We cannot guarantee that our operational controls and employee training will be effective in preventing food tampering and other food safety issues.

We are subject to stringent regulations enforced by the Indian authorities for any food borne illness, contamination or uncleanliness. Failure to adhere to such standards and laws could lead to our café outlets being temporarily closed and our sales restricted.

The occurrence of food-borne illnesses or food safety issues or any pandemic could also adversely affect the price and availability of some ingredients, which could result in disruptions in our supply chain and/ or lower margins for us, which could have an adverse effect on our business, financial condition and results of operations.

28. Failure to protect the integrity and security of personal information and credit card data of our customers and/ or the safety of our customers and employees could result in substantial costs, expose us to data loss, litigation and liability and damage our reputation.

We receive and maintain certain personal information about our customers and employees. The use of this information is regulated by the applicable laws, such as the data privacy laws including the Information Technology Act, 2000. While we utilize various computer systems, including our point of sale systems which are customized web-based systems, third parties may have the technology or know-how to break into the security system containing customer information transmitted in connection with our credit card sales. Further, our technology vendors may be unable to prevent others from obtaining improper access to this information. If our security systems are compromised or our employees, franchisees or vendors fail to comply with these laws, it could result in liabilities, damage to our reputation and loss of customer confidence, which could adversely affect our operations and financial condition.

29. Accidents could result in the slowdown or stoppage of our business and could also cause us to incur liabilities arising from human fatalities and damage to property.

Our machines and operations are subject to hazards inherent in the clients' operations and environment. Risks related to work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe loss or damage to property and environment may be present on the clients' premises. Such incidents may result in imposition of civil or criminal penalties on us irrespective of whether the incidents were caused by our negligence or any fault on our part. In addition, such events could affect our business, reputation, financial condition or results of operations.

30. The Indian food services industry has a history of being fragmented and unorganized, lacking sufficient reliable industry data.

The food services industry in India is currently not recognized as a separate industry and is grouped as part of the hotel industry by the Ministry of Tourism, GoI. As a result, the industry lacks centralized and standardized controls across India. In addition, the restaurant industry in India has a history of being fragmented and unorganized, comprising roadside eateries and street stalls spread across India (*Source: The NRAI Report 2010*). As such, industry data on the restaurant industry in India is limited and may be incomplete or unreliable.

In addition, we have not independently verified the data in this Draft Red Herring Prospectus that comes from the industry publications and other third party sources and therefore we cannot assure you that they are complete or reliable. Such data may also be produced on different bases from those collected from other countries. Therefore, discussions of matters relating to India, its economy and our industry in this Draft Red Herring Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable.

C. Risks relating to our Technology Parks Business

31. We may construct our properties according to client specifications and are subject to risks relating to termination of contracts or the clients' refusal to accept possession.

We sometimes develop our properties based on the requirements of and specifications given by our key clients or tenants. For example, our key anchor tenant Mindtree had provided specific inputs in terms of the layout and build space to meet their requirements. In the event the client or tenant terminates the contract, with or without compensating us, or refuses to accept possession or indicates that they are not satisfied with the developed property, the quality of construction and/ or our services, we may have to bear the expenses related to the construction, legal expenses to pursue recourse against the client and other capital expenditure. We may not be able to find suitable replacements for the properties at favorable rates and this in turn may have an impact on our business and financial condition.

32. We are required to obtain, renew and maintain statutory and regulatory permits, licenses and approvals for execution of our projects and our operations from time to time. Any delay or inability to obtain such approvals may have an adverse impact on our business.

We require certain statutory and regulatory permits, licenses and approvals to execute our projects and operate our business, including approvals from the pollution control board, the fire department and the municipal corporation. Further, applications need to be made at appropriate stages for such approvals, as and when the approvals expire. Currently, we are operating our technology park business without having obtained some of the requisite approvals for operating and occupying few of our buildings. While we may apply for a few of these approvals and permits, we cannot assure you that we will receive these approvals on time or at all in relation to execution of our projects. If we fail to obtain the necessary approvals and permits or if there is any delay in obtaining such approvals and permits, it may disrupt the schedule of development and sale or letting of our projects, impede the execution of our business plans, result in the application of penalties and may materially and adversely affect our business and financial condition. Additionally, as per our lease agreements with our tenants, we need to obtain a final occupancy certificate from the municipal corporation, failing which we might have to reimburse our tenants for all costs, expenses, incidental costs incurred by the latter for undertaking fit-outs.

In the future we will be required to apply for fresh approvals and permits for any new projects. While we believe we will be able to obtain such approvals or permits at such times as may be required, there can be no assurance that the relevant authorities will issue any of such permits or approvals in the time frames anticipated by us or at all.

33. Some of our lease agreements with our tenants are inadequately stamped and unregistered and we may be unable to successfully litigate over the said agreements in the future and penalties may be imposed on us.

Certain of the lease agreements executed by us with our tenants are inadequately stamped and are not registered. The effect of inadequate stamping and non-registration is that the document is not admissible as evidence in legal proceedings, and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping and non registration. In the event any dispute arises out of such inadequately stamped and/ or unregistered lease agreements, we may not be able to effectively enforce our contractual rights arising out of such agreements, which may have a material adverse impact on our business and results of operations.

34. The success of our technology park business is dependent on the performance of the real estate market and information technology sector, in India and in Bengaluru and Mangaluru, in particular.

Our technology park business, operated by our wholly owned subsidiary TDL, is largely dependent on the performance of the property market generally and the IT-ITES technology sector in Bengaluru and Mangaluru, in particular. Our largest technology park project *Global Village* is located on a land parcel of approximately 114 acres (of which approximately 91 acres has clear land titles) in Bengaluru, where we have developed approximately 2.79 million sq. ft. and can further develop a total of approximately 12.31 million sq. ft.. *Tech Bay* consists of a land parcel of approximately 21 acres which is located opposite Mangalore Club, where we have developed approximately 0.3 million sq. ft. and can further develop approximately 1.84 million sq. ft. of built up office space. For details, see section "Our Business – Non Coffee Businesses - Development of Technology Parks" on page 196. Our technology park business is affected by changes in government policies, economic slowdown in the real estate and IT-ITES sectors and demand for IT-ITES technology parks. These factors can adversely affect the demand for and pricing of our real estate developments and may erode the value of our land bank, which may, as a result, materially and adversely affect our business, financial condition and results of operations.

35. Our technology park business is dependent on us attracting and retaining key tenants at attractive rentals, our locations and product offerings and the success of our tenants' businesses.

Our technology park business is dependent on the continuation of our lease agreements with our key tenants and attracting new tenants. The top 3 tenants of the technology parks by gross rental income accounted for approximately 27.0%, 23.0% and 19.0% of our gross rental income for Financial Year 2014. For the nine month period ended December 31, 2014, 29.0% and 24.0% of our technology parks were leased to reputed technology companies (by gross rental income for the nine month period ended December 31, 2014), respectively. The success of our tenants' businesses, our properties being in preferred locations for the IT-ITES sector and success of the IT-ITES sector in India, the product offerings which we have in terms of buildings, sites, structures and modern designs, the competitive rentals costs in our technology park locations and the look and design of the properties have a direct impact on our ability to attract and retain tenants. Our success is also dependent on our ability to get rent at an attractive rate, recover rent on time and enforce rent escalations at appropriate times.

If we do not manage to attract tenants for our information technology parks or if our property offering does not suit the taste, operational requirements or specifications of our tenants they may terminate their leases or may not renew their leases upon expiry on acceptable terms, and it may be difficult to secure replacement tenants or rent out our properties at terms favorable to us or at all. We also may not be able to get rent at an attractive rate, recover the rent in a timely manner successfully or impose rent escalations at appropriate times. This will in turn have a significant impact on our information technology park business, revenues and operations.

36. Our title and development rights or other interests over certain of our land bank may be subject to legal uncertainties and defects.

Though a substantial portion of our land bank in *Global Village* is SEZ land, in which we have a clear title, there may be legal defects and irregularities to the title to the land bank that we own or have other interests in, directly or indirectly, and which we may not be able to fully identify, resolve or assess. Prior to any agreement for purchase and/ or development of land with respect to any land or any right therein, we usually verify the history and title of the land based on available documents and information by undertaking a due diligence process and obtaining a title opinion from experts. However, there can be no assurance that such documents and information are accurate, authentic or complete. Additionally, property records in India have not been fully computerized and are generally maintained manually with physical records of all land related documents, which are also manually updated. Thus, we may not be able to assess or identify all the relevant risks and liabilities associated with defects or irregularities of title.

Further, legal disputes in respect of land title can take several years to be resolved and entail considerable expenses if they become the subject of court proceedings, the outcome of which may be uncertain. For instance, our Subsidiary TDL is currently involved in a land dispute in relation to a parcel of land situated in Bengaluru, measuring approximately 15 acres and 9 guntas (of which the Company's interest is in approximately 12 acres). While pursuant to an agreement for sale, TDL has paid advance consideration for acquiring the land from SSPL, which was appointed to procure land on its behalf, the sale deed with the sellers has not been executed to date, owing to the pending dispute and delay in conversion from agricultural use. For details, see section "Outstanding Litigation and Material Developments" on page 395. Such land disputes in relation to our properties may cause monetary losses and may affect our ability to undertake expansion projects, thereby adversely affecting our result of operations and financial condition.

A lack of title insurance, coupled with difficulties in verifying the title to land, may increase our exposure to third parties claiming title to the property. This could result in a delay in leasing out the premises or even a loss of title to the property, affect valuations of the property, or otherwise materially prejudice the further development of the property which could in turn have a material and adverse effect on our business, financial condition or results of operations.

37. *There are restrictions on SEZs in India and the underlying land of such SEZs.*

As of December 31, 2014, our Company had approximately 67 acres of land being notified as SEZ at *Global Village*, Bengaluru. Under the prevailing law governing SEZs in India, once a SEZ is notified, the developer is restricted from selling or otherwise disposing of the land in the SEZ. The land area in a SEZ may be demarcated for setting up units for processing e.g., manufacturing, services or trading or warehousing purposes and a non-processing area for other support activities. The lease period for space in the processing area or the free trade and warehousing zone within a SEZ has to be for a minimum period of five years. Moreover, the developer cannot remove goods from the SEZ to the domestic tariff area ("**DTA**") without permission from the relevant authority and where applicable, certain duties are to be paid for clearance of goods in DTA.

Further, the approvals received by our Company to develop, operate and maintain the SEZs are subject to certain conditions, including compliance with environmental safety standards, standards relating to planning, sewerage disposal, pollution control, labor laws and execution of certain guarantees.

In the event we are unable to comply with the restrictions applicable to SEZs in India, our developer status may be suspended or withdrawn and the guarantees provided by us may be invoked against us as a penalty, which may in turn adversely affect our business, financial condition and prospects.

38. *Delays in the completion of our ongoing developments or failure to comply with our construction contract schedules could result in time and cost overruns.*

Development of properties typically requires substantial capital expenditure during the construction period and has a long gestation period for returns to be generated. The time and costs required to complete a property development may be subject to substantial increases due to many factors, including shortages of, or price increases with respect to equipment, technical skills and labor, construction delays, unanticipated cost increases, third party performance risks, environmental risks, changes in market conditions and delays in obtaining the requisite approvals. Any of these factors may lead to delays in, or prevent the completion of ongoing developments and may result in the costs substantially exceeding the original budget. The cost overruns may not be adequately compensated by contractual indemnities, which may affect our financial condition and results of operations. Our Company is currently not insured against cost overrun risks. In the event that there are any delays in the completion of such projects, relevant approvals and leases may expire or be terminated. In the event the construction is not as per the standards or specifications agreed with the clients, the clients may terminate the contracts and/ or may impose penalties agreed to under the contract. In addition, any delays in completing our expansion projects as scheduled could result in penalties, dissatisfaction among our tenants, negative publicity and defaults under financing arrangements, which may in turn affect our information technology parks business, operations and financial condition.

39. *We are responsible for the maintenance of the internal infrastructure in our parks.*

In *Global Village* and *Tech Bay* we are responsible for maintaining the internal infrastructure in the technology parks. We are also responsible for the maintenance of the roads, common areas, water, sewerage etc. within the properties. Our failure to provide adequate maintenance services or to maintain service qualities expected of us by our tenants or the authorities, may in turn affect our ability to attract and retain tenants in such areas or be found liable for any legal claims tenants or the authorities. This may in turn harm our reputation and the popularity of our technology parks, and affect our business and financial condition.

40. *Any foreclosure of the security created over any of the properties may result in breach of obligations under our lease agreements.*

TDL has obtained secured facilities for ₹7,875 million, secured, amongst others, by a mortgage over land in Bengaluru and accounts receivable from TDL's projects. In the event of a foreclosure of the security under the existing onshore facility, there is no assurance that the mortgagee (or a subsequent purchaser of the property) will not seek termination of the lease agreements with the existing tenants in the properties mortgaged. In case the lease agreements are so terminated, we may be in breach of our obligations under any lease agreements relating to such secured properties and consequently may be liable to pay compensation to our tenants, which could materially and adversely affect our business and financial condition.

41. Any expansion at Global Village and Tech Bay may require additional capital, which may not be available on terms acceptable to us.

Since the second half of 2007, the global credit market has experienced, and may continue to experience, significant dislocations and liquidity disruptions. Changes in interest rates in India have had a significant impact on property financing and the demand for commercial and residential property projects. We expect to finance our ongoing development at *Global Village* and *Tech Bay* by debt financing, internal accruals and equity issuances. We may not be successful in obtaining additional funds in a timely manner, or on favorable terms or at all. These factors may adversely affect our business and the development of projects, our results of operations and business prospects.

42. We are dependent on our suppliers for adequate and timely supply of key raw materials at competitive rates and have not entered into any long term supply contracts with our suppliers.

Developments in technology parks require raw materials including steel and cement. Timely procurement of these raw materials, the quality of the materials and procurement prices play an important role in the successful execution of any expansion or new projects. We typically execute purchase orders on a spot basis with our suppliers for each project and have not entered into any long-term supply contracts with our suppliers. Accordingly, we cannot assure you that we would be able to procure raw materials in a timely manner and at competitive prices or at all, and that it will not be affected in the event of any shortfall of supply, which may in turn affect our growth and future expansions.

43. We depend on third party sub-contractors or specialist agencies to construct and develop our ongoing development.

We primarily rely on third party sub-contractors and other agencies to carry out development of our properties in Bengaluru and Mangaluru. Accordingly, the timing and quality of construction of our technology parks depends on the availability and skills of such sub-contractors. Typically we have limited control over quality of these sub-contractors and their project execution. Further delays may occur in locating replacements for defaulting or deficient sub-contractors. Although we believe that our relationships with third party sub-contractors are stable, we cannot assure you that skilled sub-contractors will continue to be available at reasonable rates and in the areas in which we conduct our technology park operations. Further, any faulty construction by such third party contractors may result in accidents causing damage to property and/or physical injuries or loss of life of persons employed by our tenants. In case of any such occurrence we would be required to indemnify our tenants, causing monetary losses and resulting in damage to our reputation, which would in turn affect our results of operations and business prospects.

44. Our operations and work force are exposed to various industrial hazards relating to property developments and hazards relating to natural calamities.

During project development and expansions, our workforce and contractors are subject to hazards inherent in architectural and construction services, such as risk of equipment failure, falling objects, collision, work accidents, fire or explosion, hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment. Any such risk could result in exposing us to material liabilities, increasing our expenses, which could adversely affect our reputation and may result in a decline in our revenues. We cannot assure you that our Company will be able to prevent such incidents in the future.

The construction, development and maintenance of properties are also subject to natural calamities such as earthquakes, floods, environmental damage etc. In the event any of the natural calamities occurs, our properties may be subject to project delays, damage, legal liability from vendors, suppliers, tenants and escalation of our costs. Such hazards would in turn have a material adverse effect on our business, profits and financial condition.

D. Risks relating to our Logistics Business

45. SLL requires a number of approvals, licenses, registrations, permits and property rights from various regulatory authorities in India, and the failure to obtain or renew them in a timely manner may adversely affect its operations.

SLL requires a number of approvals, licenses, registrations and permissions from various government entities, such as port operating licenses (the "**Operating Licenses**").

SLL is also required to obtain approval from the GoI for various activities under the concession agreement executed between SLL and the Railway Administration, GoI (the "**Concession Agreement**"). Under the Concession Agreement and the Operating Licenses, SLL is required to comply with all plans, policies and directives of the GoI and the ports authorities, and to ensure that it remains equipped to provide and maintain a full range of competitive and adequate port services. SLL's operations are also subject to operational and financial audits by the GoI and/ or the ports authorities throughout the operating period. SLL is also required to comply with all laws and regulations on conservation of the environment on its premises and to take all reasonable precautions to prevent pollution and adhere to all the laws and regulations pertaining to pollution and discharge of effluents.

SLL's operations may be suspended or revoked if the Concession Agreement or the lease agreements with the port authorities are terminated for whatsoever reason. In this regard, SLL cannot assure you that such agreements will not be prematurely terminated (with or without cause) by the GoI or the ports authorities, respectively. Additionally, any expansion of the scope of the regulations governing the environmental obligations, in particular, would likely involve substantial additional costs, including costs relating to maintenance and inspection, development and implementation of emergency procedures and insurance coverage or other financial assurance of SLL's ability to address environmental incidents or external threats.

SLL's failure to obtain or comply with any of these or any other required approvals or licenses, registrations, permits or renewals thereof, in a timely manner, or at all, could lead to substantial penalties, including criminal or administrative penalties, other punitive measures and/ or increased regulatory scrutiny, triggering a default under one or more of its financing agreements or invalidate and/ or increase the cost of the insurance that it maintains for the logistics business. While SLL has applied for a few of these approvals and permits, we cannot assure you that it will receive these approvals on time or at all. While SLL believes it will be able to obtain such approvals or permits at such times as may be required, there can be no assurance that the relevant authorities will issue any of such permits or approvals within the time frame anticipated or at all. For the most serious violations, SLL may also be forced to suspend operations until it obtains such certifications, permits or licenses or otherwise bring its operations to compliance. If SLL is unable to control the costs of compliance with the relevant laws and regulations, or pass such costs on to the customers, its business, financial condition and results of operations may be adversely affected.

46. SLL is dependent on global trading volumes, regional and global economic, financial and political conditions and a small number of customers for a significant portion of its business.

SLL's business consists of terminal handling, road and rail transport, warehousing and shipping to provide an integrated solution platform. SLL is dependent on the volume of logistics in Indian ports, which in turn depends on worldwide trade volumes as well as the import and export trade volumes of the region in which it operates. Global trade volumes are affected by changes in economic, financial and political conditions regionally or globally that are beyond its control, including sanctions, boycotts and trade barriers, trade disputes and work stoppages, particularly in the transportation services industry, acts of war, hostilities, terrorism, natural disasters or epidemics.

SLL's major customers are steel producers, thermal power plants, coal producers and various exporters and importers. The top three customers in its business contributed more than 40%, 43%, 53%, and 52% of our logistics business revenue in the Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, respectively. In the foreseeable future, SLL expects a significant portion of its bulk cargo handling revenue to continue to be derived from a limited number of customers. Contracts in the bulk cargo and container terminal industry are typically long-term. For instance, contracts for coal handling at Kamarajar Port are for 20 years, and contracts for container handling at Tuticorin are for 30 years. See section "Our Business - Non Coffee Businesses – Logistics" on page 198. However, there can be no assurance that, if SLL were to lose all or a significant portion of the business from one or more of these major customers, it would be able to obtain any business from other customers at comparable terms or at all. Any non-renewal of agreements or agreements on terms unfavorable to it may adversely affect its results of operations and profitability. Moreover, any future deterioration in regional and global economic conditions could have an adverse effect on its business, financial condition and results of operations, as well as future growth.

47. ***SLL's contracts with customers may be terminated prematurely which could have an adverse effect on its business, results of operations and financial condition.***

SLL typically signs agreements with customers for a term of one to three years except for BOT contracts which are long-term in nature. There can be no assurance that SLL's customers will not prematurely terminate their contracts or seek to vary the terms of the contracts. Its customers may discontinue operations or choose to work with competitors, including if, among other things, they are offered better terms by competitors. If SLL's customers prematurely terminate their agreements or decide not to renew their contracts upon expiry, we cannot assure you that it will be able to find substitute customers. Failure to find such substitute customers could adversely affect its logistics business, financial condition and results of operations.

48. ***SLL faces significant competition in the bulk cargo and containerized cargo in the road and rail transport industry which could adversely affect its ability to maintain or increase our market share and profitability.***

The roads and rail transport industry in the region that SLL operates in is highly competitive. Some of its competitors may have significant financial resources, greater capacity, larger facilities and other capabilities, including better connectivity and cost efficiencies for customers. As a result, there can be no assurance that it will be able to compete successfully or retain its customers in the future against our existing or potential competitors.

If SLL is unable to compete effectively with its competitors in the region, it may not be able to maintain or increase its market share and may be forced to lower its fees, which could have a material adverse effect on its financial conditions and operations.

49. ***SLL's logistics business is heavily dependent on machinery for its operations. Any break-down of its machinery could have a significant impact on its business, financial conditions and operations.***

SLL's port terminals, container rails, dredging, warehousing and distribution businesses are heavily dependent on plant and machinery including unloading equipment, cranes, forklifts, trucks, tippers, loaders, miners, dredger and other equipment. SLL is also required to maintain the requisite standards for storage for perishable products that are warehoused and transported. SLL achieves this through various means including temperature-controlled vehicles adhering to the prescribed regulatory standards and deploying temperature data logs in vehicles.

Any significant malfunction or breakdown of our machinery may entail repair, maintenance or replacement costs, which may not be on favorable terms. Further, if SLL is unable to repair the malfunctioning machinery, its operations may need to be suspended or delayed and there cannot be any assurance that it will find replacement machinery in a timely manner, or at all.

Any malfunction or break-down of its machinery may result in loss of business, thereby adversely impacting the results of operations. In addition, SLL may also be liable for a breach of its contractual obligations with its customers. Any such events could have an adverse impact on its business, reputation and our financial results.

50. ***Accidents could result in the slowdown or stoppage of its operations and could also cause human fatalities and damage to property and liabilities.***

SLL believes that each of its terminals, container rail facilities, warehouses and vehicles has adequate equipment to ensure and meet the necessary safety standards. However, certain accidents or mishaps may be unavoidable or may occur due to, among others, negligence in complying with the prescribed safety standards, which have occasionally occurred in the past. Therefore, although SLL takes all necessary steps to ensure safety, accidents including human fatalities may occur and there can be no assurance that its safety measures and the precautions undertaken will be completely effective or sufficient.

Further, although SLL maintains a third party liability insurance, the liability incurred may far exceed the insurance coverage. Any accident at its port terminals, warehouses or on the road could also harm its reputation. Such accidents, irrespective of the monetary liability, may have an adverse impact on its logistics business and reputation.

51. SLL's business requires periodic capital expenditure and it may not be able to secure funding as necessary or on desirable terms.

Logistics is a capital intensive business that requires substantial capital and expenditure relating to, among others, development of container terminal facilities or warehouses. SLL is currently constructing Devangonthi Terminal at Karachahalli Village, Karnataka which is scheduled for completion in Financial Year 2016-2017. SLL intends to fund the expansion through cash flows generated from operations and borrowings from financial institutions. In the future, however, it may not be able to fund capital expenditure solely from cash provided by the existing borrowings or from cash flows from the logistics operations, whereby additional equity or debt financing (including from our Company and/ or our Promoter) may be necessary. SLL's ability to arrange external financing and the cost of such financing are dependent on numerous factors, including its future financial condition, general economic and capital market conditions, interest rates, credit availability from banks or other lenders, investor confidence in SLL, applicable tax and securities laws and political and economic conditions in any relevant jurisdictions. SLL cannot assure that it will be able to arrange any such external financing on commercially reasonable terms, or at all.

In addition, covenants contained in its current or future financing agreements may restrict it from undertaking capital expenditure in amounts and at times that it deems necessary or desirable or as stipulated by construction timelines for new container rail terminal facilities. If SLL is unable to generate or obtain funds or is otherwise restricted from making necessary or desirable capital expenditure, it may be unable to grow its logistics business, which may have a material adverse effect on its financial condition and operations.

52. SLL's business is exposed to certain risks in respect of the conversion of its existing terminal facilities.

SLL has a 6 MT iron ore terminal at Ennore Port which is currently not in use and may be converted for other uses. SLL would require additional infrastructure to support the conversion. Such conversion projects typically require substantial capital expenditure throughout the development, approval and consents from governmental agencies which may not be received in a timely manner or at all, a long gestation period during which SLL would be subject to a number of construction, financing, operating and other risks beyond its control, including adverse weather conditions, labor shortage, accidents and disputes, change of law, inadequate infrastructure, as a result of, amongst others, failure by third parties to fulfill their obligations relating to desirable utilities and transportation links, failure to complete conversion according to the specifications and changes in governmental priorities.

The occurrence of one or more of these events may negatively affect its ability to complete its conversion on schedule, if at all, or within the estimated budget and may prevent it from achieving the projected revenues, internal rates of return or increased capacity associated with such projects.

53. SLL leases the vehicles and certain properties for its logistics business and any inability to secure the lease rights and keep up with increasing lease rentals in certain key locations may adversely affect its business, financial condition, results of operations and prospects.

SLL has entered into lease agreements for vehicles and certain properties for operating its logistics business. In the event that SLL fails to meet its payment obligations or breaches a provision or fails to perform an obligation for which the owner may terminate the lease agreement, we cannot assure you that it will be able to continue to lease the premises and/ or vehicles on terms acceptable to it, or at all.

In recent years, property and/ or vehicle costs including rents and rentals have escalated significantly in many of our existing locations and new locations that SLL may enter and there can be no assurance that such significant increases in property and/ or vehicle costs will not continue to occur in the future. SLL's operating performance depends in part on its ability to secure leases in appropriate locations at favorable rents and to secure the required vehicles which it believes are cost effective. The early termination of any of its leases due to non-compliance with the lease terms or the failure to renew leases at suitable rents or at all, could adversely affect its business, financial condition, results of operations and prospects.

If SLL's lease agreements are terminated or expire and it is unable to secure suitable replacement premises and/ or vehicles for its logistics business, our financial condition and results of operations could be adversely affected.

54. Any disruption to SLL's operations, on account of a break-down in machinery, labor shortage, interruption in power supply or otherwise, may have an adverse effect on its business, results of operations and financial condition.

SLL's warehouses and other units are subject to operating risks, including the durability of its structures, breakdown or failure of equipment, power supply or operating procedures, per obsolescence, labor shortage and industrial accidents. In addition to the above, it may face the threat of labor unrest and work stoppages, which may lead to diversion of its management's attention. Accordingly, SLL's business and financial results may be adversely affected by any disruption of operations, including as a result of any of the factors mentioned above.

In particular, some of its existing and proposed business operations, including its warehousing services, weighment, testing and certification services and primary processing activities are heavily dependent on machinery. Any malfunction or breakdown of such machinery may entail significant repair and maintenance or replacement costs and cause delays in its operations. Further, if SLL is unable to repair the damaged machinery, its operations may need to be suspended until it procures machinery to replace the same, which could have an adverse impact on its business, reputation and financial results.

Any malfunction or break-down of such machinery may also cause the quality of products stored with it to be affected or may cause delays or errors. Consequently, SLL may be liable for breach of its contractual obligations with its customers, which could have an adverse impact on its business, reputation and financial results.

Further, some of its activities and operations are dependent on power supply. Any continuous interruption in power supply or an increase in its tariff may increase the operating cost of its warehouses and other units and may damage the goods that it deals in and may have a material adverse impact on our business and results of operations.

55. The results of operations in SLL's logistics business may fluctuate significantly as a result of the seasonality of the shipping industry.

The container terminal port industry has historically experienced seasonal variations based on global holidays. This seasonality has in the past resulted in month-to-month volatility in operating results. In the past, trade volumes in India have tended to be higher in the third and fourth quarters and lower in the first quarter as a result of increased shipping relating to the holidays such as Diwali. As a result, SLL's results of operations may fluctuate significantly and comparisons of operating results between different periods within a single Financial Year, or between different periods in different Financial Years, may not necessarily be meaningful and may not be reliable as an indicator of its overall performance.

56. SLL may handle goods that are hazardous in its logistics business, which could result in spills and/ or environmental damage.

Certain of SLL's customers need transportation of hazardous materials. The transportation of these materials handled by SLL, such as petroleum, coal or chemicals, is subject to the risk of fire, leaks and spills, which may cause environmental damage. Although SLL's management believes that its terminals do not handle or store these hazardous chemicals in quantities that are in violation of any applicable regulations, there can be no assurance that SLL has not in the past or will not in the future be in violation of the applicable environmental regulations. Violations of environmental regulations may subject SLL to fines and penalties or result in the closure or temporary suspension of its operations. If SLL is found to have violated any environmental regulations because of the cargo handled and stored or required to discontinue handling such cargo, it could have a material adverse effect on its logistics business, financial condition, results of operations and prospects.

57. Delays or defaults in client payment could result in reduction of SLL's profits.

SLL's logistics business requires the practice of extending credit for long periods of time and suffers from the uncertainty of receipt of outstanding amounts. Due to these industry conditions, SLL has and will continue to have high levels of outstanding receivables. If the delays or defaults in client payments continue or increase in proportion to its total revenues, it could result in a reduction of its profits. Further, while SLL may exercise a lien over the products warehoused, in the event of a non-payment of dues, there can be no assurance that it will be able to successfully sell the products to recover its dues in part or full, which may in turn affect its financial condition and results of operations.

E. Risks relating to our Financial Services Business

58. The financial services business is subject to extensive securities regulations and any failure to comply with these regulations could subject it to penalties or sanctions.

The financial services business conducted through W2W Securities is subject to extensive regulations by the SEBI, RBI, FMC, IRDA, PFRDA and other governmental regulatory authorities. W2W Securities is also required to adhere to rules and guidelines of BSE, NSE, MCX, MCX-SX, NCDEX, NSDL, CDSL and AMFI. The regulatory environment in which our financial services business operates is also subject to change with new or revised legislation or regulations being introduced, the enforcement of which may not be in our favor.

Typically, our equity broking business, through W2W Brokers and TSSL, are subject to regulations which cover all aspects of the financial services business, including sales methods and supervision, trading practices, use and safekeeping of customers' funds and financial services, record keeping and monitoring the conduct of their directors, officers and employees. Our clients use our terminals to trade on these stock exchanges. While we believe that our business is conducted in accordance with applicable regulations, we cannot control all the trading activities of our clients apart from implementing the prescribed "Know Your Client" norms. Our clients may engage in activities which may violate securities laws and attract regulatory sanctions, and in turn harm our business and reputation.

The requirements imposed by securities regulators are designed to ensure the integrity of the financial markets and to protect investors. Consequently, these regulations often serve to limit our activities, including through capital adequacy, credit concentration and market conduct requirements. If we or our financial services and trading business associates are found to have violated any applicable regulation, administrative or judicial proceedings may be initiated against us that may result in trading bans, censures, fines, deregistration or suspension of our brokerage activities, suspension or disqualification of our officers or employees, or other adverse consequences, which in turn can harm our reputation and materially and adversely affect our business, financial condition and results of operations.

59. The financial services business requires regulatory approvals/registrations for conducting the business and failure to obtain or retain them in a timely manner, or at all, may adversely affect our operations.

Our financial services business requires certain licenses, registrations and permissions under various laws and regulations of SEBI, RBI, Stock Exchanges, FMC and certain other regulatory and government authorities to operate. In particular, we are required to obtain a certificate of registration for carrying on each of our business activities from SEBI that are subject to numerous conditions. We obtain renewal for such approvals periodically. Our international operations in the foreign markets are operated through large brokers and require approvals as well. If we fail to maintain such registrations and licenses or to comply with the terms and conditions of the applicable approvals, or any regulator claims that we have not complied with such terms and conditions, the registrations or approvals granted to us or any of our operations may be suspended and/ or cancelled. Such cancellation or suspension of approvals or operations could materially and adversely affect us and our business, financial condition and results of operations.

We have also obtained registrations under the Shops and Establishments Act as applicable in the states in which we operate for the registration of our branch offices including in Karnataka, Kerala, Tamil Nadu, etc., and we make application for renewal of the expired approval as and when required. If our Company does not receive such approvals, we may be unable to offer certain of our services and this may have an adverse effect on our financial results.

While we have applied for a few of these approvals and permits, we cannot assure you that we will receive these approvals on time or at all. While we believe we will be able to obtain and comply with the terms and conditions of such approvals or permits at such times as may be required, there can be no assurance that the relevant authorities will issue any of such permits or approvals in the time frames anticipated by us or at all.

Additionally, our subsidiary CDTL (formerly known as Global Technology Ventures Limited) had received notices from the RBI in relation to its requirement to register as a Non-Banking Financial Company ("**NBFC**") in terms of Section 45-1(A) of the RBI Act, 1934 (the "**RBI Act**"). Pursuant to a meeting of the board of CDTL held on January 9, 2008, it was resolved to apply to the RBI for registration as a NBFC, and accordingly, the financials of CDTL were subsequently prepared by the auditors as per the RBI notification no. DFC 117/DG(SPT)-98 dated January 02, 1998. Further, the auditors of CDTL in their audit report for the financial year 2013-14 had observed that based on the object clause and the financial activities carried out by CDTL, it is required to obtain registration as a NBFC under the relevant provisions of the RBI Act. However, pending the outcome of the application for registration as a NBFC with the RBI, CDTL presently does not carry on any other financial activities referred to in section 45(I)(c) and 45(I)(f) of the RBI Act except maintaining bank deposits¸ in line with the directions received from the RBI. While CDTL intends to apply for registration as a Systemically Important Core Investment Company under the regulatory framework for Core Investment Companies ("**CIC**"), it has not made any application to the RBI for such registration till date. While CDTL has not received any notice or correspondence from the RBI in the recent past with regards to the aforementioned registration requirements, CDTL may be required to register itself as a NBFC/CIC in the future, if so directed by the RBI and may also be subject to any penal provisions for non-registration/delayed-registration as mentioned above, under the relevant provisions of the RBI Act.

60. Our risk management policies and procedures in the financial services business may prove to be inadequate.

Our policies and procedures that we employ to identify, monitor and manage risks may not be fully effective. Usage of historical market data may not be accurate to predict future risk exposures. Other risk management methods depend on evaluation of information regarding markets, clients or other matters that are publicly available or are otherwise accessible to us. This information may not be accurate, complete, up-to-date or properly evaluated. We cannot assure you that our policies and procedures will effectively and accurately record and verify this information.

We seek to monitor and control our risk exposure through a variety of financial, credit, operational and legal reporting systems. For instance, we have margins and deposits in the markets that we operate globally to navigate unhedged exposures and currency volatility risks especially in relation to the foreign exchange risk for our foreign subsidiaries. Our ability to manage risk exposure cannot be assured. The consequences of these developments could include losses due to adverse changes in inventory values, decreases in the liquidity of trading positions, higher volatility in earnings, increases in our credit risk to customers as well as to third parties and have an impact on our business and financial position.

61. Our business is exposed to third parties' credit risks and other failures.

Our financial services business is exposed to third party credit risks and the risk that the clients who owe us money, securities or other assets will not perform their obligations. Our personal finance business is exposed to risks involving unsecured lending of funds to individuals and corporations. Other third parties including trading counterparties, customers, clearing agents, exchanges, clearing houses and other financial intermediaries, as well as issuers whose securities we hold, may default on their obligations due to insolvency, lack of liquidity, operational failure, government or other regulatory intervention or other reasons. In these circumstances, we are exposed to risks arising from holding securities of third parties, executing securities trades that fail to settle at the required time due to non-delivery by the counterparty or system failure by clearing agents, exchanges, clearing houses or other financial intermediaries, credit exposures to clients through bridge or margin loans or personal finance schemes. Significant failures by third parties to perform their obligations in a timely manner or at all could materially and adversely affect our revenues, our ability to borrow in the credit markets and operate our business.

62. We face risks associated with margin lending in our trading business.

We require our clients to deposit a minimum initial margin amount and if the clients are unable to pay the balance amount due before the pay-in date, we extend credit to clients at specified interest rates for the purchase of shares. While we follow internal risk management guidelines while extending credit, including limits on leverage, quality of collateral, diversification, pre-determined margin call thresholds and pre-determined thresholds to liquidate collateral, we are subject to risks inherent in extending credit, especially during periods of rapidly declining markets in which the value of the collateral held by us could fall significantly below the client's debt. This could adversely affect our business and financial condition.

63. We could be exposed to risks arising from any employee and business associate misconduct, fraud and trading errors that are difficult to detect and any such incidents can adversely affect our financial condition, results of operation and reputation.

Our employees may indulge in transactions that exceed authorized limits, or present unacceptable risks, or hide unauthorized or unsuccessful trading activities, make improper use of confidential information or violate intellectual property rights and other such misconduct. Furthermore, the securities and trading business associates are typically managed by independent entrepreneurs and not by our employees. We have less control over the activities of our associates. While we routinely take measures to monitor the activities of our employees and our associates, the precautions that we take to prevent and detect these activities may not be effective. If our employees or the securities and trading business associates commit any misconduct or trading errors, our securities and trading business operations and reputation could be materially adversely affected, thereby affecting our results of operations and business prospects.

64. Our financial services business is exposed to risks attributable to derivatives trading by clients.

We offer our clients a facility to trade in derivative instruments in the commodities and securities markets, as currently permitted in India. Since these derivative instruments involve taking leveraged positions on the underlying assets, these are riskier to deal with compared to the other financial instruments. Our financial services and trading business is exposed to greater risk in dealing with derivative instruments since we deal with such instruments on behalf of our clients. We may face financial losses if we fail to manage risks associated with clients' dealings in derivative instruments, particularly due to price and market volatility. Any such failure may cause damage to our reputation thereby negatively impacting our results of operations and business prospects.

65. Our business is dependent on information technology systems and operations availability. Any interruptions in our transaction systems could lead to a decline in our revenues and profits and adversely impact our business.

Our financial services business is dependent on our technology systems to perform the critical function of gathering, processing and communicating information efficiently, securely and without interruptions. To date, we have not experienced widespread disruptions of service to customers, but there can be no assurance that we will not encounter disruptions in the future due to a substantial increase in the number of customers and transactions or for other reasons.

Additionally, rapid increases in client demand may strain our ability to enhance our technology and expand our operating capacity. Our online trading application relies on uptime of connectivity between our data center to various exchanges and between the data center to the branches and business partner offices. Any major outages in connectivity with a telecommunication service provider or an internet service provider can lead to regional or pan-India outage for our real-time trading application and therefore have a material adverse effect on our business and client base. We employ security systems designed to minimize security breaches but there can be no assurance that these security measures will be successful and failure in such security measures could have a material adverse effect on our business and future financial performance.

66. Commodity futures trading may be illiquid. In addition, suspensions or disruptions of market trading in the commodities markets and related futures markets may adversely affect its commodities brokerage business.

We also undertake trading in the commodities and wholesale debt markets on behalf of our clients. A decline in overall volumes in commodities and wholesale debt markets would affect the future growth of revenues from our commodities and wholesale debt market businesses.

The commodity futures markets are subject to temporary distortions or other disruptions due to various factors, including the lack of liquidity, congestion, disorderly markets, limitations on deliverable supplies, strikes by transporters, the participation of speculators, government regulation and intervention, technical and operational or system failures, nuclear accidents, terrorism, riots and natural catastrophes. In addition, commodity exchanges have regulations that limit the amount of fluctuation in futures contract prices that may occur during a single business day. Limitation on prices may have the effect of precluding trading in a particular contract or forcing the liquidation of contracts at disadvantageous times or prices, consequently affecting the value of the commodities traded and the results and operations.

67. We are subject to uncertainties associated with the financial services industry, fluctuating revenues, downturns and disruptions in the securities markets. This could reduce transaction volumes, causing a decline in our business profitability.

Our business is subject to uncertainties that are common in the financial services industry. These include the conditions in the financial markets and economic conditions, both in India and globally, downturn in the financial markets including war, acts of terrorism, natural catastrophes and sudden changes in economic and financial policies, volatility of financial markets, litigation, competition and dependence on the solvency of various third parties. Capital markets (on which our business is dependent) are exposed to additional risks, including liquidity, interest rate, inflation and foreign exchange related risks. Any downturn or disruption in the securities markets and our inability to cope with the changes or uncertainties could have a material adverse effect on our results of operations.

In periods of low trading volume, profitability is impaired because certain expenses remain relatively fixed. In such situation, it could adversely affect our profitability and results of operations.

68. Our inability to attract and retain skilled personnel could adversely affect the business as our brokerage revenues are dependent on the income generated by sub-brokers and authorized persons. Any loss of our major sub-brokers, authorized persons, or joint venture partners may adversely affect our brokerage revenues and results of operations.

The financial services business is a niche area which requires trained and skilled personnel for trading, banking and managing client relationships.

We have registered sub-brokers and authorized persons with pan-India presence. With increased competition, the sub-brokers and authorized persons may be offered better margins and it may lose sub-brokers and authorized persons to its competitors. Therefore, there can be no assurance that sub-brokers or authorized persons or any joint venture partners would continue to remain associated with us on favorable terms and conditions or at all. In the event of termination of the agreements with any of these sub-brokers or authorized persons and for any reasons whatsoever, we could lose the business handled by such sub-brokers and authorized persons.

The loss of key personnel or any inability to manage the attrition levels in different employee categories could adversely impact our business, growth plans and control over various business functions.

69. Our financial services business depends on our client relationships and exposes us to risks relating to client dissatisfaction, exposure to litigation and third party liability.

Our financial services business depends to a large extent on our relationships with the clients. Therefore, client satisfaction is fundamental to the business. Moreover, in our role as an advisor to our clients on wealth management services, and advisory transactions, such as private equity syndication, mergers and acquisitions and public offerings, it involves complex analysis and the exercise of professional judgment. While our engagements typically include broad indemnities from our clients and provisions to limit our exposure to legal claims, these provisions may not protect us or may not be enforceable in all cases. As a result, we may incur significant legal expenses in defending a litigation that may be brought against us.

We also distribute financial products and services of third parties including mutual fund schemes and primary market equities. Whilst we are not contractually liable for the performance of such third party products, in the event of any deficiency in services by such third party and/ or non-performance of some of their products, our customers may incur losses. As such, we may be subject to reputational risks, which could adversely affect our business and results of operations.

70. We routinely engage in arbitrage and trading opportunities using our own capital. Any error in judgment or assessment of risk, or any other mala fide representation of trade positions by our proprietary traders, or any other human or mechanical errors may result in erosion of our capital and affect our financial conditions.

Our business operations include trading and arbitrage which requires a commitment of our own capital. We allocate capital towards such proprietary trading activities based on an internal assessment of our risk appetite. Besides that, our algorithmic proprietary trading business has significant dependence on a technology. Adverse market conditions, errors in judgment or assessment of risk, any other *mala fide* representation of trade positions by our proprietary traders, technological error or disruption or any other human or mechanical errors may result in erosion of our capital and affect our financial conditions.

71. Our financial services business faces intense competition, which may limit our growth and prospects.

Our financial services business faces significant competition in all of our lines of business. We compete with other Indian and foreign brokerage houses, investment banks, insurance brokers, wealth managers and distributors of financial products, operating in the financial services market segments.

Our competitors may have advantages including greater financial resources, longer operating history, greater brand recognition among consumers or a larger customer base than us. Also, certain Indian and foreign commercial banks have begun offering services that we currently provide, such as broking, depository participant services and merchant banking, increasing competition in the industry. These competitive pressures may affect the business and our growth will largely depend on our ability to respond in an effective and timely manner, which may in turn affect our revenues and financial condition.

F. Risks relating to our Resort Business

72. Contraction of the global economy or low levels of economic growth in the domestic markets where our hospitality business operates could adversely affect our revenues and profitability as well as limit or slow our future growth.

We operate in the hospitality sector under the branding of "*The Serai*" resorts. Consumer demand for our services is closely linked to the performance of the general economy and is sensitive to business and personal discretionary spending levels. Decreased global or regional demand for hospitality services can be especially pronounced during periods of economic contraction or low levels of growth and the recovery period in the hospitality industry may lag overall economic improvement. Decline in demand, in light of our relatively stable costs, could negatively impact the resort business by decreasing the revenues and profitability and reducing the overall growth of our services. There can be no assurance that such macroeconomic and other factors which are beyond our control would not significantly affect our business and operations.

73. We entered into an agreement to sell with land owners to acquire land for operation of our resort, however the sale agreement is yet to be executed. Accordingly, we may not obtain title to the property or recover payments made with respect to the property.

Our Subsidiary, WRPL has paid part consideration for land admeasuring 4 acres 35 guntas, situated in Bhadra, Chikkamagaluru, pursuant to an agreement for sale. However, the registered sale deed has not been executed till date, since the said land cannot be alienated by the sellers for a period of 15 years from the date of grant of land to the sellers, which period ends on June 26, 2018. Although as per a court approved compromise deed between us and the sellers, the sellers have agreed not to sell the property to any other person except our Company, we may be unable to acquire the said parcel of land. Inability to acquire the said land and to recover the consideration paid may result in financial loss to us, thereby affecting the results of operations.

74. In order to operate our resorts, we require various governmental approvals which expire from time to time. Any lapse or our inability to obtain renewals may affect our operations.

We require certain governmental approvals and licenses to operate our resorts business, such as liquor license, license under the Food Safety and Standards Authority of India Act, 2006 and shops and establishments registrations. For more information, see section "Government and Other Approvals" on page 426. Such licenses expire periodically and we are required to obtain their renewal to continue to undertake our business operations. We cannot assure you that we will always be able to obtain timely renewal of the expired licenses and approvals. Any lapse in obtaining such approvals may result in application of penalties or fines and/ or cancellation of the relevant license or approval. In such an event, our ability to undertake our operations may be materially harmed, resulting in loss of revenue and an adverse effect on our result of operations.

75. We operate a resort situated in Kabini, Karnataka pursuant to a long-term license.

We have executed a long term license agreement with a private party for running the resort situated in Kabini, Karnataka, including for the property situated on the land and facilities of the resort. While the agreement is valid for a long term period of 22 years and six months from April 1, 2010, it is renewable on mutually agreed terms, it may be terminated, among other things, in case of non-payment of license fees and the occurrence of force majeure events. In addition, we are required to keep the licensor indemnified against all damages, losses and claims suffered by the licensor during the license period. A failure on our part to comply with the conditions under the license agreement may result in early termination of the agreement, which could have a material adverse effect on our business and operations.

76. Any deterioration in the quality or reputation of the brand "The Serai" could have an adverse impact on our reputation, resort business, financial condition and results of operations.

The brand "The Serai" and its reputation are among our most important assets. Our ability to attract and retain guests depends, in part, on the public recognition of the brands and their associated reputation.

In addition, there are many factors which can negatively affect the reputation of any of our individual resort brands or our overall brand. As a part of the business operations, we are required to ensure continuous maintenance and upkeep of our resorts, including refurbishment at regular intervals. Inability to maintain the resorts to the expectations of our guests may lead to negative publicity, including a decline in the number of guests. Occurrence of accidents or injuries, natural disasters, crime, individual guest notoriety, or similar events may have a substantial negative impact on our reputation, create adverse publicity and cause a loss of consumer confidence in our business. Due to the expanse of the resort business and resort locations, events occurring in one location could have a resulting negative impact on the reputation and operations of otherwise successful individual locations. In addition, the considerable expansion in the use of social media over recent years has compounded the potential scope of the negative publicity that could be generated by such incidents. If the perceived quality of our brands declines, or our reputation is damaged, the resort business, financial condition and results of operations could be adversely affected.

77. Our resort business is subject to seasonal and cyclical volatility, which may contribute to fluctuations in our results of operations and financial condition.

The hospitality industry is seasonal in nature. The periods during which the resort properties experience higher revenues vary from property to property, depending principally upon the location and the customer base. Accordingly, our revenue in one quarter may not accurately reflect the revenue trend for the whole Financial Year. The seasonality and cyclicity of the resort industry may cause fluctuations in our results of operations and financial condition.

78. Disruptions or lack of basic infrastructure such as electricity, water supply and transport could adversely affect our operations.

Any disruption in basic infrastructure such as supply of electricity, water and transportation could affect the operations of our resorts and services provided to the guests, increasing the operating costs, which could have an adverse effect on our business, results of operations and financial condition.

79. We face uncertainty of titles to land on which our owned resorts are located.

We face uncertainty of title to land on which our owned resorts are located. The difficulty of obtaining title guarantees in India means that title records provide only for presumptive rather than guaranteed title. Some of these properties may have irregularities of title, such as non-execution or non-registration of conveyance deeds and inadequate stamping and may be subject to encumbrances which we may not be aware of. Legal disputes in respect of land titles can take several years and considerable expenses to resolve if they become the subject of court proceedings and their outcome can be uncertain. Any failure to obtain good title to a particular plot of land may materially prejudice the success of a development, requiring us to write off expenditures in respect of the development and, as a result, could adversely impact our business and prospects.

G. General/ Generic Risks Affecting Our Business

80. Our Company and certain Subsidiaries may have instances of regulatory non-compliance, such as filing of the relevant forms under the Companies Act, 1956 and Companies Act, 2013. Any regulatory non-compliances may result in application of penalty on us.

Our Company and certain of our Subsidiaries have instances of regulatory non-compliance, such as lapses in filing the relevant forms for registration of charges, as prescribed under the Companies Act. Any such lapses in regulatory filings may result in application of penalty on our Subsidiaries, thereby adversely affecting their financial condition and results of operations.

81. We have certain contingent liabilities that may adversely affect our financial condition.

As of December 31, 2014, we had the following contingent liabilities, as per Accounting Standard 29, outstanding on a consolidated basis:

Contingent liability	*(in ₹ million)*
Claims against the Company not acknowledged as debt	354.89
Claims against the Company in respect of dues under statutes	851.91
Bank guarantees	965.93
Corporate guarantees	88.50
Shares pledged for loan taken by group company	50.05

If the aforementioned contingent liabilities materialize, our profitability and cash flows may be adversely affected. For further details of contingent liabilities as per Accounting Standard 29, see section "Financial Statements" on page 277.

82. The audit reports on the financial statements of our Company and certain of our Subsidiaries for Financial Years 2010, 2011, 2012, 2013 and 2014, and the nine months period ended December 31, 2014 were qualified.

Our statutory auditors qualified their audit report for Financial Year 2012 in respect of certain delays in remittance of tax deducted at source and service tax. For Financial Year 2013, our auditors qualified their audit report in respect of (i) delays in remittance of tax deducted at source and service tax; (ii) undisputed tax deducted at source of ₹3.92 million being payable for more than six months; (iii) funds raised on a short-term basis amounting to ₹1,537.31 million being used during the year for long-term investment. For Financial Year 2014, our auditors qualified their audit report in respect of (i) undisputed income tax and service tax dues not being deposited regularly by our Company with the appropriate authorities; and (ii) cash losses in Financial Year 2014 as well as Financial Year 2013. In addition, the auditors of certain of our Subsidiaries have qualified their reports for the Financial Years 2010, 2011, 2012, 2013, 2014 and nine month period ended December 31, 2014. For further details, see section "Financial Information – Annexure VI to the Restated Consolidated Financial Information" on page F-98.

83. We will be controlled by our Promoter so long as he controls a majority of the Equity Shares and our Promoter and Promoter Group have direct and indirect holdings in our Subsidiaries.

After the completion of this Issue, our Promoter will control, directly or indirectly, approximately [●]% of our Company's outstanding Equity Shares. As a result, our Promoter will continue to exercise significant control over us. Our Promoter may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority Shareholders, such as actions which delay, defer or cause a change of control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourages or encourages a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

84. Our insurance coverage may be inadequate, as a result of which the loss or destruction of our assets could have a material adverse effect on our financial condition and results of operations.

While we believe we maintain insurance coverage in the amount that is commercially appropriate, we may not have sufficient insurance coverage to cover all economic losses, including when the loss suffered is not easily quantifiable and when our reputation has been damaged. Our insurance coverage includes insurance against damage, loss of profit and business interruption, and third party liability. The list of insured accidents includes risk of damage caused as a result of assets, burglary, fire and product and public liability. We currently have the various types of insurance, with certain deductibles and limitations of liability in place for our company owned and operated cafés, and as of December 31, 2014, we incurred ₹49.86 million for insurance premium payments. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Any large uninsured loss or insured loss which significantly exceeds the insurance coverage could adversely affect our business, financial condition, results of operations and prospects.

85. Our Company has no registered trademark under the Trade Marks Act, 1999 and our competitors or other companies may challenge the validity or scope of our intellectual property.

Currently, our Company does not have a registered trademark under the Trade Marks Act, 1999, and consequently does not enjoy the statutory protections accorded to a trademark registered in India. With respect to the café business, our Subsidiary, CDGL, has a number of registered trademarks and several pending trademark applications. Certain of our Subsidiaries also use the said trademarks, pursuant to sub-licensing agreements executed between our Company and such Subsidiaries. The registration of any trademark is a time-consuming process, and there can be no assurance that any such registration will be granted. In the absence of such registration, competitors or other companies may challenge the validity or scope of our intellectual property. Unless our trademarks are registered, we may only get passing off relief for our marks, if used by others, which could materially and adversely affect our brand image, goodwill and business.

86. The Objects of the Issue for which the funds are being raised has not been appraised by any bank or financial institution.

In the absence of any appraisal by any bank or financial institution for the funds required by our Company, the deployment of funds raised through the Issue as stated in the section "Objects of the Issue" on page 121 are as per the estimates of the Company, as approved by the Board of Directors. Any variation in the Objects of the Issue would require Shareholders approval and there is no guarantee that such approval can be obtained.

87. Our Company does not own the land on which the Registered Office of our Company is situated.

Our Company does not own the land on which the Registered Office of our Company is situated. The said property has been sub-leased from our Subsidiary CDGL under a long term lease and the current lease is valid until December 31, 2020. We cannot assure you that we will be able to renew our sub-lease agreement on commercially acceptable terms or at all. In addition, CDGL may be unable to renew the lease on commercially acceptable terms or at all. Any event that causes a disruption of the operation of these facilities might impact our ability to provide services to our clients and therefore could have a material adverse effect on our business, financial condition and results of operations.

88. It may not be possible for you to enforce any judgment obtained outside India against our Company or our management or any of our associates or affiliates in India, except by way of a suit in India.

Our Company is incorporated as a public limited company under the laws of India and most of our directors and executive officers reside in India. A substantial portion of our assets are, and assets of our executive officers and directors may be, located in India. As a result, it may be difficult to effect service of process outside India upon us and our executive officers and directors or to enforce in court outside India judgments obtained in courts outside India against us or our executive officers and directors, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 (the "**Civil Code**"). Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be executed in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment. If, and to the extent that, an Indian court were of the opinion that fairness and good faith so required, it would, under current practice, give binding effect to the final judgment that had been rendered in the non-reciprocating territory, unless such a judgment contravenes principles of public policy in India. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to execute such a judgment or to repatriate any amount recovered.

89. We may not declare dividends in the foreseeable future.

In the past, we have not made dividend payments to the Shareholders of our Company. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deems relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

90. Our costs of compliance with health, safety and environmental laws are expected to be significant, and the failure to comply with existing and new health, safety and environmental laws could adversely affect our results of operations.

Our business is subject to national, state and municipal laws and regulations, which govern the handling and storage of food products, as well as the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. Health, safety and environmental regulations in India may become more stringent, and the scope and extent of new regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in health, safety or environmental regulations, we may be required to incur significant amounts on, among other things, health, safety and environmental audits and monitoring, pollution control equipment and emissions management. We could also be subject to substantial civil and criminal liability and other regulatory consequences in the event that a health or environmental hazard was to be found at any of our sites, or if any of our operations results in contamination of the environment, including the spread of any infection or disease. We may be the subject of public interest litigation in India relating to allegations of such contamination, as well as potential criminal and civil liability in cases filed by regulatory authorities. If such cases are determined against us, there could be an adverse effect on our business and operations.

91. Our ability to maintain our competitive position and to implement our business strategy is dependent to a significant extent on our senior management team and other key personnel, in particular, our Promoter.

We depend on our current senior management for the implementation of our strategy and the operation of our day-to-day activities. Furthermore, relationships of members of senior management are important to the conduct of our business. Competition for experienced management personnel in the business sectors we operate in is intense, the pool of qualified candidates is limited, and we may not be able to retain our senior executives or key personnel or attract and retain skilled senior executives or key personnel in the future. Consequently, there can be no assurance that these individuals will continue to make their services available to us in the future. Any significant loss of senior management or key personnel could materially and adversely affect our business, financial condition, results of operations and prospects.

In addition, if any member of our senior management team or any of our other key personnel joins a competitor or forms a competing company, we may consequently lose our proprietary know-how for the benefit of our competitors.

Our success depends heavily upon the continuing services of our Promoter who has been the leader since our inception. Our Promoter currently serves as our Chairman and Managing Director and his experience and vision have played a key role in obtaining our current market position. If our Promoter is unable or unwilling to continue to serve in his present position, we may not be able to replace him with an executive of similar caliber or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected. Further, we depend on our Promoter for certain key development and support activities of our businesses, such as securing certain loans. Our Promoter has granted certain security and guarantees in relation to such loans. We cannot assure you that any future financing we obtain without guarantees from our Promoter will be on terms equally favorable to us.

92. India has stringent labor legislation that protects the interests of workers, and if our employees unionize, we may be subject to industrial unrest, slowdowns and increased wage costs.

India has stringent labor legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Although the employees of our Company and our Subsidiaries with the exception of SLL are currently not unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labor policies, and our business may be adversely affected.

Further, most of our businesses operate in a labor-intensive industry. lf we are unable to negotiate with the workmen or the contractors, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. In addition, we may not be able to procure required casual labor for our existing or future businesses. Additionally, a large number of workers we employ come from different parts of India. There is a trend among these workers to return to their home states after a short period of time. If we are unable to substitute these workers when required, our business, financial conditions, results of operations and cash flow could be adversely affected.

93. Our ability to raise capital for our future growth and expansion may be limited.

We may need to raise additional capital from time to time, depending on business conditions. The need to raise additional capital could be due to business growth beyond what our current balance sheet can sustain, additional capital requirements imposed due to changes in the regulatory regime or new guidelines, or significant depletion in our existing capital base due to unusual operating losses.

There can be no assurance that we will be able to raise adequate additional capital in the future on terms favorable to us or at all and this may adversely affect the growth of our business. Indian laws constrain our ability to raise capital outside India through the issuance of equity or convertible debt securities and restrict the ability of non-Indian companies to invest in us. Foreign investment in, or an acquisition of, an Indian company requires approval from the relevant government authorities in India, including the Reserve Bank of India and the Foreign Investment Promotion Board. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be adversely affected if we delay or are unable to implement our expansion strategy.

94. We have entered into, and will continue to enter into, related party transactions.

We have entered into transactions with several related parties, including our Promoter, Directors and Group Companies. The transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest. For more information regarding our related party transactions, see section "Related Party Transactions" on page 275. For details on the interest of our Promoter, Directors and key management personnel of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, please see sections "Our Management" on page 238 and "Our Promoter" on page 255. These transactions may involve conflicts of interests which may be detrimental to our Company. We cannot assure you that such transactions could not have been made on more favorable terms with unrelated parties.

95. Going forward our Subsidiaries may require additional capital to be raised from private investors through an issuance and/ or sale of shares, which may result in a dilution of our shareholding in our Subsidiaries.

We have a number of Subsidiaries, operating in various lines of business, which may require additional capital in the future to undertake expansion and/ or diversification of their operations. In order to undertake such an expansion, the Subsidiaries may be required to obtain additional capital from third party investors through issuance of equity shares or convertible instruments. Issuance of such instruments may result in dilution of our shareholding in the relevant Subsidiary, thereby reducing our control over the Subsidiary and the proportion of dividend income which we may be entitled to receive and therefore reducing distributable profits available to us for declaration of dividend. Further, the terms of such instruments issued to the investors may provide that their holders are entitled to receive payments of dividends on or before the dates on which payments are to be made to us. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of the Subsidiary, the holders of instruments ranking senior to our instruments would typically be entitled to receive payment in full before distributions could be made in respect of our interest. After repaying such instrument holders, the Subsidiaries may not have any remaining assets to use for repaying amounts owed in respect of our interests.

96. We receive significant dividend income, net worth and asset value from our investment in Mindtree Limited. Any value erosion of Mindtree Limited will affect our revenues.

As of December 31, 2014, we hold 16.76% (effective holding being 16.04%) in the shareholding of Mindtree which is listed as an associate company in our financial statements and from which we receive significant dividend income, net worth and asset value. Whilst, we do not exercise any operational control over the business of Mindtree, and our Promoter is our nominee on the board of directors of Mindtree, our investment is subject to the risk that there may be a diminution in the net worth and market value of Mindtree. Any such diminution in the net worth or erosion would have a consequent diminutive effect on our net worth and cash flows.

97. Our Company has provided parent guarantees in relation to the loans obtained by the Subsidiaries. Any default by such Subsidiaries may result in invocation of the parent guarantee.

Our Company has provided parent guarantees as security in relation to the loans and financial facilities obtained by our Subsidiaries from various banks and financial institutions. A default by our Subsidiaries in meeting their obligations under the loans and financial facilities may result in the invocation of the parent guarantee against us. We may accordingly be obligated to undertake the obligations of the Subsidiary in relation to the relevant loan or financial facility. Such an event may adversely affect our financial condition and cash flow.

98. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition. The spread of pandemic diseases, or the occurrence of natural disasters, in India or the international markets in which we operate, could restrict the level of economic activities generally or slow down or disrupt our business activities, which could in turn adversely affect our business, financial condition and results of operations.

EXTERNAL RISK FACTORS

A. India Specific Risk Factors

99. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. In accordance with foreign exchange regulations currently in effect in India, under certain circumstances the RBI must approve the sale of the Equity Shares from a non-resident of India to a resident of India or vice-versa if the sale does not meet the requirements of the RBI Circular dated October 4, 2004, as amended by the RBI Circular dated May 4, 2010. The RBI must approve the conversion of the Rupee proceeds from any such sale into foreign currency and repatriation of that foreign currency from India unless the sale is made on a stock exchange in India through a stock broker at the market price. As provided in the foreign exchange controls currently in effect in India, the RBI has provided the price at which the Equity Shares are transferred based on a specified formula, and a higher (or lower, as applicable) price per share may not be permitted. There are also restrictions on sales between two non-residents if the acquirer is impacted by the prior joint venture or technical collaboration. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any terms favorable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

100. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

101. If the rate of Indian price inflation increases, our results of operations and financial condition may be adversely affected.

In recent years, India's wholesale price inflation index has indicated an increasing inflation trend compared to prior periods. An increase in inflation in India could cause a rise in the cost of transportation, wages, raw materials or any other expenses. If this trend continues, we may be unable to reduce our costs or pass our increased costs on to our customers and our results of operations and financial condition may be adversely affected.

102. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.

The Competition Act 2002, as amended (the "**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India.

The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by CCI for alleged violation of provisions of the Competition Act may adversely affect our business, financial condition or results of operation.

103. Fluctuations in the exchange rate of the Rupee and other currencies could have a material adverse effect on the value of the Equity Shares, independent of our financial results.

The Equity Shares will be quoted in Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Rupees and subsequently converted into appropriate foreign currency for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by Shareholders.

104. A slowdown in economic growth in India could cause our businesses to suffer.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. As a result, a slowdown in the Indian economy could adversely affect our business. India's economy could be adversely affected by a general rise in interest rates, inflation, natural calamities, increases in commodity prices, and protectionist efforts in other countries or various other factors. In addition, the Indian economy is in a state of transition. It is difficult to gauge the impact of these fundamental economic changes on our business. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business**.**

105. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. See section "Government and Other Approvals" on page 426 for details of the laws currently applicable to us.

There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.

For instance, the Government has proposed a comprehensive national goods and services tax ("**GST**") regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state

Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

106. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.

Our financial statements included in this Draft Red Herring Prospectus are prepared in accordance with Indian GAAP and restated in accordance with the SEBI ICDR Regulations. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial data included in this DHRP, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. Each of U.S. GAAP and IFRS differs in significant respects from Indian GAAP. Accordingly, the degree to which the financial statements included in this DHRP will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Indian GAAP, the Companies Act and SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and SEBI ICDR Regulations on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

107. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The GoI has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business is also impacted by regulation and conditions in the various states in India where we operate. Our businesses and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in GoI policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The GoI has in recent years sought to implement economic reforms and the current government has implemented policies and undertaken initiatives that continue the economic liberalization policies pursued by previous governments. There can be no assurance that liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting sectors such as food & beverages, logistics, property, hospitality, financial services, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

108. Terrorist attacks, civil unrests and other acts of violence or war in India and around the world could adversely affect the financial markets, result in a loss of business confidence and adversely affect our business, results of operations, financial condition and cash flows.

Terrorist attacks, civil unrests and other acts of violence or war in India and around the world may adversely affect the financial markets worldwide and result in a loss of business confidence and ultimately adversely affect our business, results of operations, financial condition and cash flows. India has, from time to time, experienced instances of civil unrest and political tensions and hostilities in some parts of the country and among neighboring countries. Such political and social tensions could create a perception that investment in Indian companies involves higher degrees of risk could have a possible adverse effect on the Indian economy, future financial performance and the trading prices of our Equity Shares.

109. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework and the SEBI has introduced changes to the listing agreement, which are effective from October 1, 2014, which may subject us to greater compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in an offer document, corporate governance norms, accounting policies and audit matters, specific compliance requirements such as obtaining prior approval from audit committee, board of directors and shareholders for certain related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors, insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. We may also need to spend, in each financial year, at least two percent of our average net profits during the three immediately preceding financial years towards corporate social responsibility activities. Further, the Companies Act, 2013 imposes greater monetary and other liability on the Company and Directors for any non-compliance. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

The Companies Act, 2013 has introduced certain additional requirements which do not have corresponding provisions under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such requirements due to limited jurisprudence in respect of the relevant provisions. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations issued by the SEBI). Recently, the SEBI issued revised corporate governance guidelines which are effective from October 1, 2014. Pursuant to the revised guidelines, we will be required to, inter alia, appoint independent directors subject to terms and conditions as prescribed, establish a vigilance mechanism for directors and employees and constitute or reconstitute certain committees in accordance with the revised guidelines and appoint at least one female director to our board of directors by April 1, 2015. We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 or the revised SEBI corporate governance norms, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

110. Public companies in India, including our Company, shall be required to prepare financial statements under Indian Accounting Standards.

Our Company currently prepares its annual and interim financial statements under Indian GAAP. The MCA, government of India, has through notification dated February 16, 2015 set out the Indian Accounting Standards ("**Ind AS**") and the timeliness for their implementation. In accordance therewith, our Company, Subsidiaries, joint venture and associate companies will have to prepare their financial statements in accordance with Ind AS for the accounting period commencing April 1, 2016.

Ind AS is different in many respects from Indian GAAP under which our financial statements are currently prepared. Accordingly, our financial statements for the period commencing from April 1, 2016 may not be comparable to our historic financial statements. Moreover, Ind AS also differs materially in certain respects from IFRS. There can be no assurance that our financial statements will not appear materially different under Ind AS from that under Indian GAAP or IFRS. Further, as our Company adopts Ind AS reporting, it may encounter difficulties in the process of implementing and enhancing our Company's management information systems for such implementation. Our management may also have to divert its time and other resources for successful and timely implementation of Ind AS. Our Company cannot, therefore, assure you that the adoption of Ind AS will not adversely affect its reported results of operations or financial condition. Further, our inability to successfully implement Ind AS in accordance with the prescribed timelines will subject us to regulatory action and other legal consequences.

111. The Finance Act, 2015 received Presidential assent on May 14, 2015, whereby certain changes have been announced in relation to various tax legislations. We cannot predict the impact of these changes on the financial results and performance of the Company and our Subsidiaries.

The Finance Act, 2015 received Presidential assent on May 14, 2015, whereby certain changes have been announced in relation to various tax legislations. The changes introduced include hike in service tax rates, changes to Cenvat Credit Rules, 2004, changes in excise duty rates and amendments to the Customs Act, 1952 and we cannot predict the impact of the changes introduced in Finance Act, 2015 on our business, operations and results of our business.

B. Risks Related to This Issue

112. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("**STT**") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid to an Indian resident, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

113. We cannot assure you that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all, which may restrict your ability to dispose the Equity Shares.

In accordance with Indian law and practice, permission for listing of the Equity Shares will not be granted by the Stock Exchanges until after the Equity Shares offered in the Issue have been Allotted. In addition, we are required to deliver the Red Herring Prospectus and the Prospectus to the RoC for registration under the applicable provisions of the Companies Act and the SEBI ICDR Regulations. Such approval will require all other relevant documents authorizing the issuance of the Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining such approval would restrict your ability to dispose your Equity Shares.

114. Our Company's Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for our Equity Shares. Further, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all.

Prior to the Issue, there has been no public market for our Company's Equity Shares. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after the Issue. The Issue Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the securities markets elsewhere in the world.

115. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

116. Any future issuance of Equity Shares may dilute your shareholdings, and sales of our Equity Shares by our Promoter or other major Shareholders may adversely affect the trading price of the Equity Shares.

Any future equity issuances by us may lead to dilution of investors' shareholdings in the Company. In addition, any sales of substantial amounts of our Equity Shares in the public market after the completion of this Issue, including by our Promoter or other major Shareholders, or the perception that such sales could occur, could adversely affect the market price of our Equity Shares and could materially impair our future ability to raise capital through offerings of our Equity Shares. Our

Promoter currently holds an aggregate of 54.78% of our outstanding Equity Shares. After the completion of the Issue, our Promoter and members of our Promoter Group will continue to hold [●]% of our outstanding Equity Shares. We cannot predict what effect, if any, market sales of our Equity Shares held by our Promoter or other major Shareholders or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

117. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in the Company may be reduced.

118. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a Shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

Subsequent to listing, we will be subject to a daily circuit breaker imposed on listed companies by all stock exchanges in India which does not allow transactions beyond certain volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges may revise the percentage limit of the circuit breaker from time to time. This circuit breaker would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of Shareholders to sell the Equity Shares or the price at which Shareholders may be able to sell their Equity Shares.

119. There may be less information available about companies listed on the Indian securities markets compared to information that would be available if we were listed on securities markets in certain other countries.

There may be differences between the level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants and that of the markets in the U.S. and certain other countries. SEBI governs the Indian capital market (along with the Indian stock exchanges, which also govern the companies whose securities are listed with them) and has issued regulations and guidelines on disclosure requirements, insider trading, substantial acquisitions and takeovers of listed companies and other matters. There may, however, be less publicly available information about companies listed on an Indian stock exchange compared to information that would be available if that company was listed on a securities market in certain other jurisdictions.

Prominent Notes

1. Our Company was originally formed as a partnership firm constituted under the Indian Partnership Act, 1932 on February 1, 2008 under the name Coffeeday Holding Co. Coffeeday Holding Co. was thereafter converted from a partnership firm to a private limited company under Part IX of the Companies Act, 1956 as Coffee Day Holdings Company Private Limited and a fresh certificate of incorporation was issued by the RoC on June 20, 2008. The name of our Company was changed to Coffee Day Resorts Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by RoC on January 25, 2010. Subsequently, the name of our Company was changed to Coffee Day Enterprises Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by RoC on August 6, 2014. Our Company was converted into a public limited company consequent to a special resolution passed by our Shareholders at the EGM held on January 17, 2015 and the name of our Company was changed to Coffee Day Enterprises Limited. A fresh certificate of incorporation consequent upon conversion to public limited company was issued by RoC on January 21, 2015. For details of change in the name and registered office of our Company, see section "History and Certain Corporate Matters" on page 212.

2. Public Issue of up to [●] equity shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per equity share) aggregating up to ₹11,500 million. The Issue comprises a Net Issue to the public of [●] Equity Shares and a reservation of [●] Equity Shares aggregating up to ₹150 million for subscription by Eligible Employees. The Issue would constitute [●]% of our post-Issue paid-up Equity Share capital and the Net Issue to the public would constitute [●] % of our post-Issue paid-up Equity Share capital.

3. The Issue is being made in accordance with Regulation 26(1) of SEBI ICDR Regulations, through the Book Building Process wherein 50% of the Net Issue shall be Allotted on a proportionate basis to QIB, provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price, in accordance with the SEBI ICDR Regulations. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

4. Our net worth was ₹5,559.93 million and ₹4,646.33 million as at March 31, 2014 and December 31, 2014, respectively, in accordance with our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For details, see section "Financial Statements" on page 277.

5. Our net asset value per Equity Share after considering the impact of post balance sheet adjustments and dilutive effect of convertible instruments was ₹32.53 and ₹27.18 as at March 31, 2014 and December 31, 2014, as per our Restated Consolidated Financial Information. For details, see section "Financial Statements" on page 277.

6. The average cost of acquisition of Equity Shares by our Promoter is ₹36.35 per Equity Share.

7. Except as disclosed in the sections "Our Group Companies" and "Related Party Transactions" on pages 258 and 275, respectively, none of our Group Companies have business interests or other interests in our Company.

8. For details of related party transactions entered into by our Company with the Group Companies and other related parties during the last financial year and the nine month period ended December 31, 2014, the nature of transactions and the cumulative value of transactions, see section "Related Party Transactions" on page 275.

9. There have been no financing arrangements whereby our Promoter Group, Directors and their relatives have financed the purchase by any other person of the Equity Shares other than in the normal course of our business during the period of six months immediately preceding the filing of this Draft Red Herring Prospectus.

10. Investors may contact the GCBRLMS or the BRLMs for any complaints, information or clarification pertaining to the Issue. For further information regarding grievances in relation to the Issue, see section "General Information" on page 99.

SECTION III: INTRODUCTION

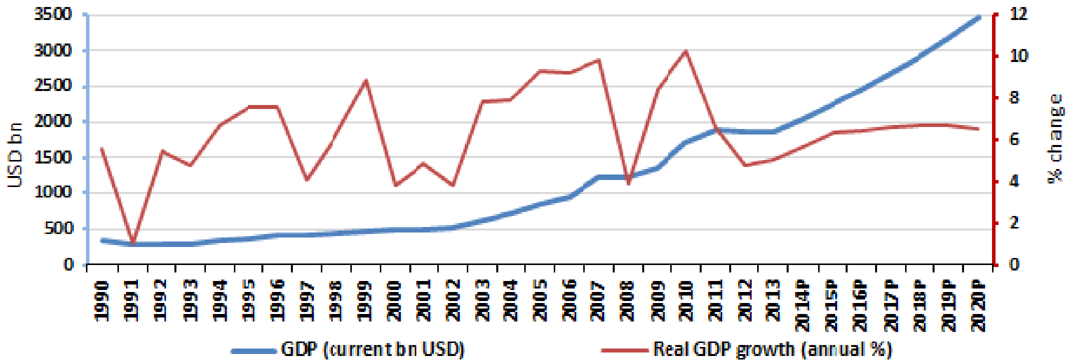
SUMMARY OF INDUSTRY

The information presented in this section has been obtained from publicly available documents from various sources, including officially prepared materials from the Government of India and its various ministries, industry websites and publications, reports prepared by Technopak, JLL, as commissioned by the Company and other third party reports. Industry websites and publications generally state that the information contained therein has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe industry, market and government data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified.

I. Indian Economy

1.1. GDP Evolution and Growth Trends

India with its GDP of US$2 trillion and projected growth rate of 8 to 8.5% for Financial Year 2015 - 2016 is one of the most rapidly growing economies in the world. (Source: The Economic Times, Union Budget of India, 2015-2016) The economic reforms in the early 90s have catapulted the Indian economy into a growth path. During Financial Years 2003 to 2007, India's GDP grew at about 8% - 9% annually. The economy recovered post the global financial crisis of 2008 -2009, and with GDP expected to grow at 8 to 8.5% in Financial Year 2015-2016, India will become one of the top 5 global economies by Financial Year 2020 and the top three by Financial Year 2050. (Source: Technopak, Union Budget of India, 2015-2016).



***Source**: Technopak*

Comparison with other countries

India's GDP, despite growing at a fast pace, is still low in terms of absolute size. In 2013, India was about one ninth of the size of the US economy and one fifth of the size of the Chinese economy. (Source: Technopak) The GDPs of certain key countries and some countries in Southeast Asia are set forth below for comparison:

GDPs of select countries (US$ billion)

Country	2000	2005	2010	2011	2012	2013	2014P	2019P	2020P
Brazil	645	882	2,143	2,475	2,248	2,246	2,244	2,892	3,037
China	1,193	2,287	5,950	7,314	8,387	9,469	10,355	15,519	16,450
France	1,372	2,207	2,652	2,865	2,688	2,807	2,902	3,393	3,495
Germany	1,892	2,771	3,311	3,631	3,428	3,636	3,820	4,556	4,692
India	477	834	1,709	1,880	1,859	1,877	2,048	3,182	3,436
Indonesia	165	286	709	846	878	870	856	1,231	1,317
Italy	1,107	1,789	2,059	2,198	2,014	2,072	2,129	2,456	2,530
Malaysia	94	144	248	289	305	313	337	536	579
Thailand	123	176	319	346	366	387	380	493	518
UK	1,497	2,324	2,297	2,465	2,471	2,523	2,848	3,704	3,889
USA	10,285	13,094	14,964	15,518	16,163	16,768	17,416	22,148	23,034

Source: Technopak (Years refer to Financial Years)

1.2. Demographic Profile

Young Population

India has the lowest median age of 27 years among various developed and emerging countries of world, and nearly 65% of the population is below the age of 35 years. (Source: Technopak)

Median Age (years) of Select Countries for 2013

Country	China	Malaysia	Brazil	UK	Thailand	India	USA	Italy	France	Germany
Median Age	36.7	27.7	30.7	40.4	36.2	27.0	37.6	44.5	40.9	46.1
Source: Technopak										

The younger consumers tend to be self-indulgent, well-travelled and brand-conscious. They have high spending power and are open to experiment and explore new products or services. (Source: Technopak)

Rising Proportion of Working-age Population

According to Census of India estimates, the total population of India is projected to increase to 1.3 billion by 2020. The proportion of the working population (25-59 years) is expected to increase substantially by 2020 (from 40% in 2000 to 46% in 2020). The proportion of the population below the age of 25 is expected to be 44% by 2020. Substantial rise in the working age population and the subsequent reduction in dependency ratio are conducive to growth for the Indian economy. Going forward, there will be ample supply of labor, which will in turn lead to rising income levels. (Source: Technopak)

Increasing Urbanization

It is estimated that by 2020, approximately 35% of the population which will be living in urban centers (31% in 2014) which will contribute around 69% of India's GDP. It is estimated that by 2050, India will have half of the total population residing in urban areas accounting for well over 80% of the GDP. This segment will see growth in households where both spouses work. Higher income and lesser time to cook in households are projected to fuel growth of eating out and ordering in and many industry players have recognized this and are offering value meals or combos for this target segment. (Source: Technopak)

Growing Middle Class

The households with annual earnings between US$ 5,000-10,000 have grown at a CAGR of 17% over the last five years and are further projected to grow at a rate of 12% to reach 109 million in 2020. The households with annual earnings between US$ 10,000-50,000 have also grown at a CAGR of 20% over the last five years. (Source: Technopak)

Household Annual Earning Details

Year (Financial Year)	No. of Total Households (million)	Households with annual earning US$ 5,000 - 10,000	% of total households	Households with annual earning US$ 10,000 – 50,000	% of total households
2000	187	5	3%	1	1%
2005	202	12	6%	3	2%
2010	224	37	17%	12	17%
2014	236	55	23%	20	20%
2020*	256	109	42%	100	39%

**Projected*
***Source**: Technopak*

Increase in the number of households with annual earning of US$ 10,000 to US$ 50,000 will lead to increase in indulgence spending by the group. This will lead to increase in expenditure on eating out, luxury products, consumer durables and across all the retail consumption categories. (Source: Technopak)

1.3. Consumption Growth

India's consumption expenditure as percentage share of the total GDP is 56% which is lower compared to other developed countries. It is estimated that India's household consumption expenditure will increase to US$ 1,921 billion by 2020 and will surpass the household consumption expenditure of developed economies like Italy, France and the United Kingdom. (Source: Technopak)

Total Private Final Consumption Expenditure (US$ billion)

Country	2008	2009	2010	2011	2012	2013	2014P	2020P	Contribution to GDP*
United Kingdom	1,790	1493	1,552	1,665	1,694	1,737	1,726	1,665	69%
United States	10,014	9847	10,202	10,689	11,083	11,484	11,803	13,913	68%
Brazil	974	990	1,278	1,494	1,408	1,406	1,513	2,350	63%
Italy	1,426	1326	1,298	1,402	1,279	1,300	1,277	1,143	63%
Germany	2,071	1957	1,915	2,095	1,978	2,087	2,090	2,108	57%
India	706	781	957	1,073	1,061	1,072	1,165	1,921	57%
Indonesia	309	317	401	462	479	485	530	909	56%
France	1,615	1,514	1,486	1,596	1,490	1,553	1,541	1,470	55%
Thailand	150	146	171	188	202	211	226	339	55%
Malaysia	103	99	118	137	149	160	175	295	51%
China	1,608	1,809	2,079	2,615	3,019	3,447	4,015	10,024	36%

***Source** : Technopak*
** 2013*

Years refer to Financial Years; The projections have been arrived at by considering the growth trends for the past five years.

Discretionary Spending

The share of spending in basic goods (food, beverages and tobacco, and clothing and footwear) in private final consumption expenditure is expected to decline substantially to about 36% by Financial Year 2020, from 44.7% in Financial Year 2011. On the other hand, the share of discretionary spending (rent, fuel and power, furniture, medical care, transport and communication, and recreation and education) is projected to increase from 55.3% in Financial Year 2011 to about 64% in Financial Year 2020. (Source: Technopak)

Percentage Share of Expenditure by Category (at current prices)

Particular	2005	2009	2010	2011	2012
Non-Discretionary					
Food, Beverages & Tobacco	40	37.2	36.9	36.4	35.7
Clothing & Footwear	6.6	6.8	7.2	8.3	7.5
Total Non-Discretionary	**46.6**	**44**	**44.1**	**44.7**	**43.2**
Discretionary					
Gross rent, Fuel & Power	13.8	13.6	13.5	13.4	13.2
Furniture, Furnishings, Appliances & Services	3.4	4.0	4.0	3.1	3.9
Medical Care & Health Services	5.0	4.3	4.2	3.9	3.7
Transport & Communication	19.3	17.5	16.8	16.5	17.0
Recreation, Education & Cultural Services	3.0	2.9	2.8	2.8	2.8
Miscellaneous goods & Services	8.9	13.7	14.7	14.6	16.1
Total Discretionary	**53.4**	**56**	**55.9**	**55.3**	**56.8**
Private Final Consumption Expenditure in Domestic Market	100	100	100	100	100

Source: Technopak
Years refer to Financial Years

II. <u>Indian Food Services Market Overview</u>

2.1. Indian Food Service Market

A decade ago eating out was not a prominent lifestyle choice in India but over the years, due to the changing household consumption pattern, eating out has gained momentum and there has been constant growth in the Indian food services market. (Source: Technopak)

Today, India represents a high priority market for the global food service industry. The food services industry is important in the Indian economy as it provides direct and indirect employment, promotes tourism and generates revenue for the government. The industry provides direct employment to 5 million individuals, 10 times the size of the hotel industry. There are around 10 million street food vendors in India, of which around 6 million sell ready-to-eat food. (Source: Technopak)

2.2. Market Structure

The food service industry is categorized into two segments: organized and unorganized.

The organized segment conforms to the following three parameters :

(i) accounting transparency;

(ii) organized operations with quality control and sourcing norms; and

(iii) outlet penetration.

The food service outlets that do not conform to the above three key parameters would be categorized under the ‘unorganized’ segments. This segment primarily comprises of Dhabas, roadside small eateries, hawkers and street stalls.

The organized segment is further classified as chained and standalone formats. Chained formats are domestic and international outlets with more than three outlets present across the country.

The chained format is further classified in six sub segments based on price (average price per person), service quality, speed and product offering. The sub-segments are: Fine Dining Restaurants (FDR), Casual Dining Restaurants (CDR), Pub Bar Club & Lounge (PBCL), Quick Service Restaurants (QSR), Cafés and Frozen Desserts. (Source: Technopak)

III. Indian QSR & Café Market

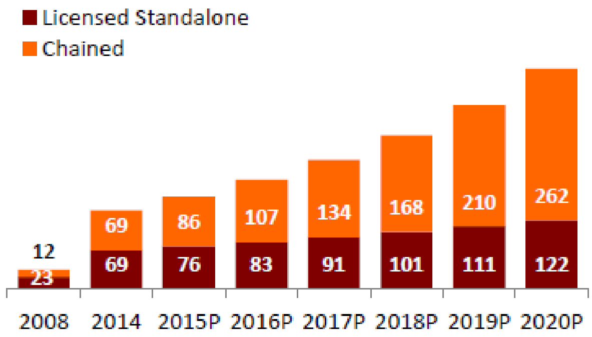
3.1. Indian QSR Market Overview

Quick Service Restaurants (QSR) have remained a key segment of the Indian food services market and have shown incremental growth over the years driven by focus on convenience foods, affordable and competitive pricing due to the growing needs of the consumers for convenience and increased appetite and craving for western food. A number of Indian and international QSR chains have opened in India over the past few years with specific cuisines and product offerings fuelling market growth.

The size of the organized QSR market is estimated to be ₹137 billion in 2014 and is projected to grow to ₹384 billion by 2020 at a CAGR of 19%.

The chain QSR market is approximately 50% of the total organized QSR market at ₹69 billion in 2014 and is estimated to be 68% of the total QSR organized market by 2020. The chained QSR market is estimated to grow at a CAGR of 25%. (Source: Technopak)

QSR Market Overview (₹billion)



Source: Technopak (Years refer to Financial Years)

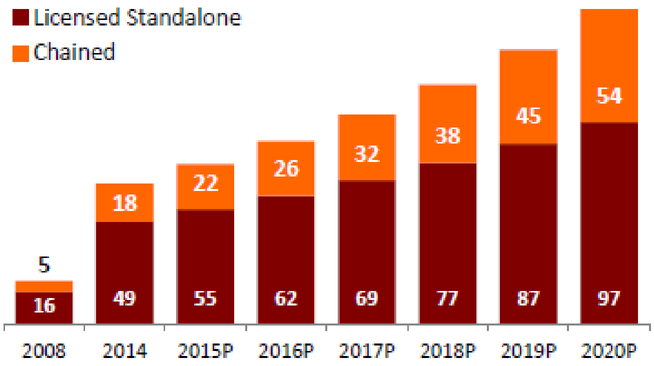
3.2. Indian Café Market Overview

India being primarily a tea-drinking nation, had witnessed a low consumption of coffee (with an exception of the Southern part of the country), both in terms of frequency and quantity with per capita consumption of about 110 g per year vis-à-vis developed countries with consumption of about 8 kg per year. However, over the past few years the café market has witnessed a flurry of activities and aggressive expansion by established brands, entry of new players in the space and increased consumer purchasing power, high café exposure and acceptability of the segment by the time-pressed consumer. Café Coffee Day has been the pioneer in establishing the coffee culture in the chained café segment and has come a long way in terms of the number of outlets by opening its first outlet in 1996 and increasing the store count to about 1,472 by December 2014. Barista, the second largest player in terms of outlets, started its operations in 2,000 and presently has around 169 outlets including 25 franchised outlets. Barista has expanded through the franchising route whereas Café Coffee Day is operating most of its outlets itself except a small number of franchisee ones.

The size of the organized café market is estimated to be ₹67 billion in 2014 and is projected to grow to ₹151 billion by 2020 at a CAGR of 15%.

The chain café market is approximately 27% of the total organized café market at ₹18 billion in 2014 and is estimated to be 36% of the total organized market by 2020. The chained café market is estimated to grow at a CAGR of 20%. (Source: Technopak)

Café Market Overview (₹billion)



Source: Technopak

IV. Indian Coffee Sector and Vending Business

4.1. Indian Coffee Sector Overview

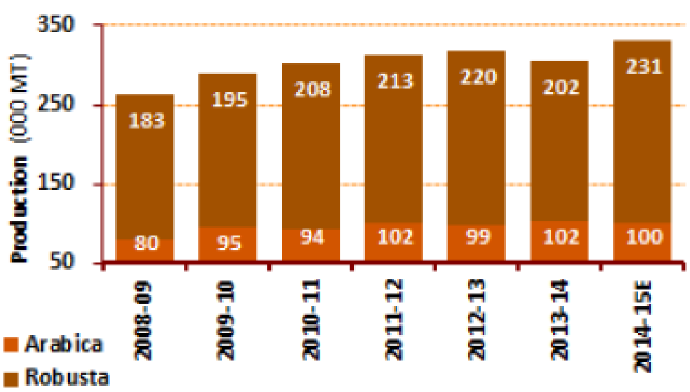
India is the sixth largest coffee producer globally. India's coffee production was 0.30 million MT in Financial Year 2014 and estimated to be 0.33 million MT in year Financial Year 2015, growing at a CAGR of 4% from Financial Years 2009 to 2015. India produces both Arabica and Robusta coffee beans, but the share of Arabica in total production is slowly declining. In Financial Year 2015, it is estimated that Robusta will contribute 69.4% to the total production. (Source: Technopak)

Coffee producing regions of India are classified in three major categories. Traditional coffee-growing regions in India are located in South India, mainly in the state of Karnataka, Kerala and Tamil Nadu. Karnataka is the largest coffee growing state in the nation contributing 71% of the total coffee production. Karnataka and Kerala are mainly Robusta growing states whereas Tamil Nadu produces both Arabica and Robusta. (Source: Technopak)

Non-traditional regions comprises Andhra Pradesh and Orissa which are mainly Arabica growing regions; contributing about 2% of the total production pie. (Source: Technopak)

The north eastern region's contribution to the country's production is insignificant. Both Arabica and Robusta varieties are cultivated, but the trend indicates higher Arabica production. (Source: Technopak)

Indian Coffee Production



Source: Technopak
Years refer to Financial Years. 2014-2015E is Post Blossom Estimates by the Coffee Board of India

4.2. Coffee Vending Business

With the growing influence from coffee chains like Café Coffee Day, Starbucks, Costa Coffee etc., coffee consumption is increasing in India. This trend is gaining momentum in the northern and western part of the country, where traditionally the consumers were tea drinkers.

In addition, the increase in coffee dispensed by vending machines has helped to drive the out-of-house consumptions especially in offices and on-the-go. The concept of vending machines in India got momentum in 2002 when Tata first established vending machines for tea in the country, and since then, vending machines of hot beverages have gained substantial presence in the country. With the increase in the working population, industries, offices and growth of services based offices like business process outsourcing companies, the consumption of hot beverages via vending machines has become popular in India. (Source: Technopak)

Today these vending machines can be seen from shops to large corporate offices, from railway stations to Government offices. Coffee vending machines which can be noticed at nearby bakeries and railway stations were placed by Nestle in India, gaining popularity. It installed hundreds of its vending machines at shopping malls, cinema halls, food centers, hospitals and offices. Its vending machines came in different sizes and styles to match the needs of consumers at different locations.

The organized coffee vending machine market has been growing at around 32% since 2008 and has reached at ₹19 billion by 2014. It is further projected to grow at a CAGR of 22% to reach at ₹63 billion in 2020. (Source: Technopak)

V. Real Estate Office Market in Bengaluru City and Sub-markets

5.1. Bengaluru Market Overview

Bengaluru, the capital city of Karnataka and the largest city in Karnataka State, is now popularly known as the 'Silicon Valley of India'. With the offices and development centres of a number of mega software companies, including IBM, Hewlett-Packard, Texas Instruments, Oracle, Novell, Accenture and Honeywell, having wholly-owned subsidiaries or joint ventures in Bengaluru, the city is currently regarded as a high-tech destination. Also, a large number of Indian software companies have established their headquarters in Bengaluru. During a short span of six to eight years, Bengaluru has experienced rapid growth and international recognition in the field of IT and software development. (Source: JLL)

Bengaluru City contributes close to 98% of the IT-ITES exports of Karnataka State, which is estimated at ₹1,320 billion during the Financial Year 2011-12, and is estimated to contribute to more than 35% of national IT-ITES revenues. Bengaluru has over 3,000 IT-ITES companies, and of which over 700 are multi-national companies. 400 out of Fortune 500 companies have outsourcing operations in Bengaluru. 9 of top 10 leading IT companies on Forbes Global 2000 list have the headquarters of their India operations in Bengaluru. (Source: JLL)

Direct employment under IT-ITES sector is estimated at about 800,000 while indirect employment is estimated to be 2.5 million. Bengaluru has distinction of housing around 85 chip design companies and about 361 R&D centers (out of 819 in India). Apart from this, Bengaluru has the second largest technology cluster in the world after Silicon Valley. (Source: JLL)

The IT-ITES sector and other services sectors along with the manufacturing sector are driving the demand. The share of the domestic companies in office occupancy is significantly increasing, particularly due to the growth of Indian services sector. The IT-ITES sector is the key driver for office space in Bengaluru. It accounted for 53% in 2010, reduced to 31% in 2013 and further increased to 36% by the end of 2014. The other sectors contributing significantly towards absorption since 2009 were manufacturing and consultancy business, telecom and services sectors. (Source: JLL)

5.2. Mangaluru Market Overview

Mangaluru is one of the key port cities of the Karnataka, located at a distance of approximately 363 km from Bengaluru and 673 km from Mumbai. Mangaluru is the district headquarters of Dakshina Kannada District. The city has the largest urban coastal centre of Karnataka and is the fourth largest city of the State by population. The city is an administrative, commercial, educational, and industrial centre. It is the second most attractive city in the state after Bengaluru in terms of growth potential. The city has a high literacy rate and is connected to all major industrial headquarters and towns by road within 45 minutes' drive. (Source: JLL)

Mangaluru has a tropical climate and has the advantage of world-class skilled manpower being available, which is transforming the city as the second IT & ITES destination of the Karnataka. Other than good connectivity and linkages, the city has a cosmopolitan culture, excellent social, education and health facilities, telecommunication connectivity and several multinational companies. Mangaluru has a contributed revenue of ₹18 million in FY 2011-12 with direct employment of about 10,000 under the IT-ITES sector.

VI. Logistics Industry

6.1. Ports Sector Overview

Increasing trade activities and private sector participation in port infrastructure will support the growth of the ports industry in India. India has 13 major ports and about 200 non-major ports. Ports in India have certain competitive advantages, such as having a coastline of about 7,517 km and being located between East Asia and Americas, Europe and Africa, as most cargo ships pass through the Indian territorial waters. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/indian-ports-analysis-presentation)

The Indian government continues to support the ports sector. It has allowed foreign direct investment (FDI) of up to 100 % under the automatic route for projects regarding construction and maintenance of ports. It has also facilitated a 10-year tax holiday to enterprises engaged in developing, maintaining and operating ports. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/indian-ports-analysis-presentation)

6.2. Rail Logistics Sector Overview

The Indian railways network is the third largest in the world and rail travel remains the preferred means of long-distance travel for majority of Indians. Increasing urbanization and rising incomes (both urban and rural) are driving growth in the passenger segment and growing industrialization across the country has increased freight traffic over the last decade. Freight traffic is set to increase significantly due to investments and private sector participation. The government has been investing heavily in upgrading railway infrastructure and the industry has been witnessing an increase of FDI participation over 2008 to 2012. Cumulative FDI Inflows from April 2000 to January 2014 stood at US$507.3 million (Source: India Brand Equity Foundation, http://www.ibef.org/industry/railways-presentation).

6.3. Roads Logistics Sector Overview

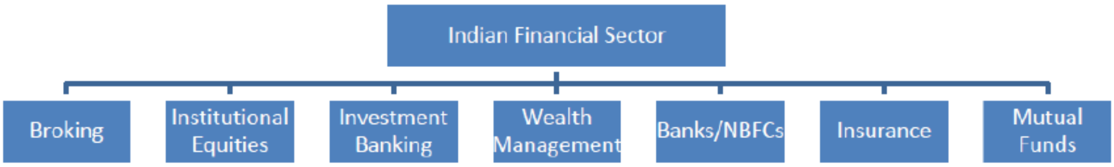
India has the second largest road network in the world at 4.7 million km. This network transports more than 60 % of all goods in the country and 85% of India's total passenger traffic. Road traffic has gradually increased over the years with the improvement in connectivity between cities, towns and villages in the country. Growth in automobiles and freight movement commands a better road network in India and road infrastructure expenditure is estimated at US$ 1 trillion over Financial Years 2013-2017. The Government of India aims to develop a total of 66,117 km of roads. The roads infrastructure industry is projected to be worth US$19.2 billion by Financial Year 2017. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/roads-presentation)

VII. Financial Services Industry

7.1. Indian Financial Services Sector

The Indian financial system has changed considerably since the 1990s. Interest rates have been deregulated and competition and efficiency in the banking business have increased with new entrants to the market. India has made substantial progress on adopting the G20 reforms agenda including the Basel III norms, convergence with IFRS, compensation reforms, cross-border supervision and regulation of non-banking intermediaries.

The financial sector can be broadly classified into the following segments as below:



VIII. **<u>Resorts Industry</u>**

8.1. Travel and Tourism in India

Travel and Tourism is a ₹6,631.6 billion Industry in India (direct and indirect contribution – 2013, Source – Travel and Tourism Economic Impact, India 2014 - World Travel Tourism Council). This is 6.2% of India's total GDP which is significantly lower than the world average percentage contribution to GDP of 9.5%. This low contribution of travel and tourism to India's GDP indicates significant potential and room for growth. The total contribution of Travel & Tourism to GDP is expected to grow by 7.3% to ₹7,117.6 billion (6.3% of GDP) in 2014. It is forecast to rise by 7.0% per year to ₹13,983.0 billion by 2024 (6.8% of GDP).

The direct contribution of Travel & Tourism to GDP of India in 2013 was ₹2,178.1 billion (2.0% of GDP). This is forecast to rise by 7.5% to ₹2,340.6 billion in 2014. This primarily reflects the economic activity generated by industries such as hotels, travel agents, airlines and other passenger transportation services (excluding commuter services). But it also includes, for example, the activities of the restaurant and leisure industries directly supported by tourists. The direct contribution of Travel & Tourism to GDP is expected to grow by 6.4% per year to ₹4,346.4 billion (2.1% of GDP) by 2024. (Source: World Travel Tourism Council).

Visitor exports are a key component of the direct contribution of Travel & Tourism. In 2013, India generated ₹1,110.9 billion in visitor exports. In 2014, this is expected to grow by 2.9%, and by 4.3% per year from 2014 - 2024 to reach ₹1,745.8 billion. The country is expected to attract 7,359,000 international tourist arrivals in 2014 compared to 6.97 million in 2013, which is forecast to increase to 13,426,000 by 2024. (Source: World Travel Tourism Council, Ministry of Tourism). In 2013 India generated ₹1,110.9 billion in visitor exports and it is expected to grow by 2.9% in 2014 and to reach ₹1,745.8 billion by 2024.

SUMMARY OF OUR BUSINESS

Overview

We are the parent company of the Coffee Day Group, which houses *Café Coffee Day* that pioneered the coffee culture in the chained café segment in India (*source: Indian Coffee Industry Overview, March 2015, Technopak ("**Technopak**")*. We opened our first *Café Coffee Day* outlet in Bengaluru in 1996 and have established the largest footprint of café outlets in India (*source: Technopak*), with a network of 1,472 café outlets spread across 209 cities, including under the established and recognized brand name "*Café Coffee Day*" (popularly referred to as "*CCD*"), as of December 31, 2014. In terms of the number of chained café outlets, we had a market share of approximately 46% in India, with our café footprint being nearly four times larger than the cumulative footprint of the next four competitors, as of December 31, 2014 (*source: Technopak*). Our brand *Café Coffee Day* ranked second in the Most Trusted Brands in the food service retail category in India, and was one of the only four indigenous Indian brands to be recognized as the Most Exciting Indian Brand in India in 2014 *(source: Economic Times, BE Survey, 2014).*

Coffee Business

We are engaged in our coffee business through our subsidiary, Coffee Day Global Limited (earlier known as Amalgamated Bean Coffee Trading Company Limited) ("**CDGL**") and its subsidiaries. We are also engaged in coffee trading through CDEL and Coffee Day Trading Limited. In addition to having the largest chain of cafés in India, we operate a highly optimized and vertically integrated coffee business which ranges from procuring, processing and roasting of coffee beans to retailing of coffee products across various formats.

We set out below a description of the formats of coffee businesses we operated as of December 31, 2014:

	Format	Branding	Offerings	Target segment	Footprint
Café Network[1]	*Café Coffee Day* outlet	*Café Coffee Day*	a mix of coffees, teas and other beverages and food options	value-conscious youth segment	1,423 outlets across 209 cities in India and 16 international outlets across Austria, Czech Republic and Malaysia
	Café Coffee Day The Lounge outlet	*The Lounge*	a mix of exotic coffees, teas, cocktails and international cuisines options	trendy and affluent customers with a higher disposable income	42 outlets across seven cities in India
	Café Coffee Day The Square outlet	*The Square*	specialty coffees and teas and fine dining options	coffee connoisseurs who seek the theatre of coffee	seven outlets across four cities in India
In Home	Vending business	*Coffee Day Beverages*	a variety of coffees and teas; coffee is freshly brewed	corporate and institutional clients	28,777 vending machines across India
	Fresh & Ground outlet	*Coffee Day Fresh & Ground*	22 exclusive varieties of freshly brewed coffee powder	residential households consumption and a large number of restaurants and eateries across South India	424 outlets across seven states in India
Out of Home	*Coffee Day Xpress* kiosks	*Coffee Day Xpress*	basic offerings of coffees and teas and light snack options	caters to 'Coffee on-the-go' consumers	590 kiosks across 12 cities in India
	Production, Processing & Exports	*Coffee Day Exports*	green coffee beans	large roaster and coffee traders	one of the largest exporters of Indian coffee beans, primarily to Europe, Japan and the Middle East

[1] Café Network comprises of *Café Coffee Day*, *The Lounge* and *The Square* outlets

We believe our presence across the entire coffee value chain enables us to exercise effective control over our various segments within our coffee business, ensuring quality and consistency in the entire process from procurement, processing and roasting to consumption across multiple points targeting multiple consumer segments.

In Financial Years 2012, 2013 and 2014, and for nine month period ended December 31, 2014, the total income of CDGL on a consolidated basis was ₹10,703.70 million, ₹11,263.90 million, ₹11,541.92 million and ₹8,819.90 million, respectively, and the EBITDA, for the same periods, was ₹1,478.03 million, ₹1,703.04 million, ₹1,894.72 million and ₹1,502.30 million, respectively.

Non coffee businesses

In addition to our coffee business, we operate select other businesses that are aimed at leveraging India's growth potential, namely, development of IT- ITES technology parks, logistics, financial services, hospitality and IT-ITES.

Technology Parks

Our wholly-owned subsidiary, Tanglin Development Limited ("**TDL**"), is engaged in the development and management of technology parks and related infrastructure, offering bespoke infrastructure facilities for IT-ITES enterprises. As of December 31, 2014, TDL had two technology parks, namely *Global Village* situated in Bengaluru, Karnataka with a land parcel spread over an area of approximately 114 acres (of which approximately 91 acres has clear land titles; see section "Risk Factors - *Our title and development rights or other interests over certain of our land bank may be subject to legal uncertainties and defects"* on page 38), and *Tech Bay* situated in Mangaluru, Karnataka with a land parcel spread over an area of approximately 21 acres.

Logistics

Our subsidiary, Sical Logistics Limited ("**SLL**"), in which we hold a 52.83% equity holding, is one of the leading integrated logistics solution providers in India with over five decades of experience. SLL is listed on the BSE and NSE and had a market capitalization of ₹9,215.98 million as of December 31, 2014 (*source: www.nseindia.com*).

Financial Services

Our subsidiary, Way2Wealth Securities Private Limited ("**W2W Securities**"), in which we hold a 85.53% equity holding, is a retail focused investment advisory company which provides wealth management, broking, portfolio management and investment advisory services. As of December 31, 2014, W2W Securities had branches (owned and franchised) spread across 21 states in India.

Hospitality

We own and operate three luxury boutique resorts (one directly through our Company, and two through our wholly-owned subsidiary, Coffee Day Hotels & Resorts Private Limited ("**CDHRPL**") under the brand *The Serai*. Our resorts are located in the State of Karnataka at Chikkmagaluru, Bandipur and Kabini. In addition, we also hold a minority interest in and manage a luxury resort located in Andaman and Nicobar Islands.

Investments

We also have investments in certain IT-ITES and other technology companies such as Mindtree in which we own a 16.76% equity holding (effective holding being 16.04%) as on December 31, 2014 and in which our Promoter, V.G. Siddhartha additionally owns 3.01%. Mindtree is listed on the BSE and NSE, and it had a market capitalization of ₹107,408.52 million as on December 31, 2014 (source: www.nseindia.com). Our other investee companies include Ittiam, Magnasoft and Global Edge.

Strengths and Strategies

Competitive Strengths

Strong home-grown brands with a substantial market presence and proven legacy

We believe that our brand *Café Coffee Day* has become synonymous with the coffee drinking experience in India and has a significant youth following in the country. Our flagship café within our Café Network is *Café Coffee Day,* which has been the pioneer in establishing the coffee culture in the chained segment in India (*source: Technopak*). Our brand's ability to attract the youth in the country (below the age of 35 years), which constituted approximately 65% of the overall population of India in Financial Year 2013 *(source: Technopak)*, has provided us with a strong platform to grow our café business. We believe our brand has gained the trust of the youth in India as evidenced by *Café Coffee Day* being ranked second in the Most Trusted Brands in the food service retail category in India *(source: Economic Times, BE Survey, 2014).*

Our approach to developing our home grown brand *Café Coffee Day* with control and ownership has allowed us to build an independent brand without any local or international franchisee concerns, such as royalty payments, restrictions on product offerings or geographical expansion, as compared to some of our competitors in India across the café or quick service restaurants segment. This presents us with the unique opportunity and flexibility to take more responsive decisions with respect to our business, product offerings and café roll outs across India and internationally. In addition, our ownership allows us to control all the operational aspects of our café operations, thereby ensuring that we deliver a consistent experience to our customers across our Café Network outlets with high quality food and beverage offerings while adhering to international safety standards. We believe this has helped our *Café Coffee Day* brand to be one of only four indigenous Indian brands to be recognized as the Most Exciting Brands in India in 2014 (*source*: *Economic Times, BE Survey, 2014*).

Since the inception of our first *Café Coffee Day* outlet in Bengaluru in 1996, we have grown significantly, reaching 1,472 Café Network outlets across 209 cities in India, as of December 31, 2014. Over such time, we believe we have developed and fostered our network and brands to resonate with the youth and other segments of India for the high quality and variety of food and beverages served at our café outlets at competitive prices. In addition, we believe our strong brand enables us to expand our other coffee related businesses, such as our vending machines business (branded as *Coffee Day Beverages*), our F&G outlets (branded as *Coffee Day Fresh & Ground*) and our export business (through *Coffee Day Exports*) to create a unique Indian coffee legacy.

The family of our Promoter, V. G. Siddhartha, has a history of operating coffee plantations for over a century. We believe, this long association has helped us to develop a deep understanding of the coffee business through the family legacy.

Large pan India coffee retail network targeting multiple consumption points and customer segments

We have the largest footprint of cafés through our Café Network, with 1,472 outlets spread across 209 cities in India and a market share of approximately 46% in terms of the number of chained café outlets, as on December 31, 2014 (*source: Technopak*). Our café footprint is nearly four times larger than the cumulative footprint of the next four competitors, as of December 31, 2014 (*source*: *Technopak*). We believe we have a significant pan-India presence through our *Café Coffee Day* outlets. In addition, we had 590 *Coffee Day Xpress* kiosks across 12 cities and 424 F&G outlets across five states in India, as of December 31, 2014. We also had 28,777 vending machines as of December 31, 2014 which serve our corporate and institutional clients all over India. We believe that our experience of growing and developing our Café Network outlets and *Coffee Day Xpress* kiosks over the past two decades has placed us at a vantage point, giving us a unique understanding of the demographic, psychographic and geographic landscape of consumers across India. We have been able to successfully leverage our first mover advantage and experience to identify various café formats and selecting locations for setting up café outlets and kiosks.

We have strategically located our Café Network outlets and *Coffee Day Xpress* kiosks at multiple consumption points such as at high streets, malls, petrol stations, highways and other high traffic areas such as transportation hubs, airports, hospitals, corporate and educational institutions and tourist attractions, all with a focus of setting-up cafés within the metropolitan cities in India, which enables us to reach a wider customer base. We believe that our unparalleled wide coverage across India places us in a unique position to capitalize on and gain insights into the business opportunities, trends and consumer preferences, which are invaluable in evaluating locations for opening of our new café outlets and kiosks.

We have developed a multiple format and branding strategy to differentiate addressable customer segments, such as *Café Coffee Day* targeted at the value-conscious youth segment, *The Lounge* targeted at the trendy and affluent customers with a higher disposable income, and *The Square* targeted at the coffee connoisseurs who seek the theatre of coffee. We also have established international presence through the *Café Coffee Day* outlets spread across Austria, Czech Republic and Malaysia. In addition, we have developed the *Coffee Day Xpress* kiosks which cater to consumers who seek Coffee on-the-go. We target the corporate and institutional clients through vending machine business and other home and restaurant customers through our F&G outlets.

Highly optimized and vertically integrated coffee business

We have leveraged nearly two decades of our experience and our Promoter's experience and legacy in the coffee plantations business to create and operate a highly optimized and vertically integrated coffee business, from procuring, processing and roasting of green coffee beans to the retailing of finished coffee products, and the export of green coffee beans.

We procure our green coffee beans primarily through our network of 30 exclusive agents that have deep ties in the coffee plantation community and from plantations owned by our Promoter and his family. In this manner, we are able to monitor the quality of green coffee beans from the outset at the stage of procurement, to its curing and processing, which enables us to ensure that the roasting standards are at the highest level. We believe being in the heart of the coffee growing belt in Southern India has enabled us to develop strong relationships and build goodwill with most of the coffee planters in the region. This relationship that we share with the coffee planters' community has resulted in improving business efficacy and building a strong eco-system. We operate two curing facilities, located at Hassan and Chikkamagaluru, with aggregate capacity of 60,000 MT per annum, and one roasting facility located at Chikkamagaluru with a capacity of 7,000 MT per annum. The objective of our curing and roasting facilities is to ensure that only the finest and consistent quality of coffee products are sold across our Café Network outlets, *Coffee Day Xpress* kiosks, F&G outlets and for our vending machines.

In addition to operating our curing and roasting facilities, we own and operate a manufacturing and assembling facility located in Bengaluru that manufactures the vending machines we use at our Café Network outlets and *Coffee Day Xpress* kiosks, and the vending machines we place at our corporate and institutional clients premises. We believe this facility provides us with a strong competitive advantage as we are able to control the operational mechanics of our vending machines to suit our requirements while maintaining cost controls.

We provide coffee, tea and other consumables required for our vending machines, either directly or through our distributor network. To ensure that our vending machines are operational at all times, we have a strong service team with a wide reach that enables us to provide our clients and our Café Network outlets with a quick turnaround servicing of these machines to ensure they are performing at the optimum levels.

In addition, we operate two research centers through "Coffee Lab" and "R&D Lab" at Bengaluru and Chikkamagaluru, respectively, in order to create unique blends and to ideate and launch new and innovative products aimed at enhancing consumer experience and controlling operating costs. We have set-up 10 distribution centers across the country that assemble the food products so that the delivery of products is streamlined, coordinated and controlled under frozen or chilled conditions, using top-of-the-line cold storage facilities. We believe that our central procurement strategy provides us with better economies of scale, together with ensuring consistent quality and taste across all the Café Network outlets.

We believe our presence across the entire coffee value chain enables us to exercise effective control over our various segments within our coffee business ensuring quality and consistency in the entire process.

Highly scalable platform for growth driven by deep operational expertise

Our senior management team through their deep rooted understanding of our business has strong operational expertise. We have long-standing relationships with our key business partners, such as coffee planters, vendors of food and other products, landlords, corporate and institutional clients and media partners. We believe that our strong and long-standing relationship with our vendors and landlords allows us to negotiate commercial terms that are advantageous to us.

Our senior management is supported by the pan-India business development team that is responsible for identifying locations to set up new café outlets. Once we identify a location to set up a café outlet, we usually take an average between 45 days to two months to set up and commence operations at such café outlet, depending on size of the outlet and accessibility of the location. We have developed a standardized approach with respect to design, ambience and outlay of our cafés which also ensures consistency in their look and feel. This approach has also enabled us to operate our café outlets and kiosks more effectively and efficiently, and enables our new café outlets to commence operations on time, and within the pre-determined budget so as to achieve our sales and operational targets as quickly as possible. We also use our in-house team of architects and interior designers to fit out the café outlets in line with our internal guidelines and requirements. While we identify a key location for setting up a café outlet, our human resource teams work in parallel with our business development teams, to ensure we recruit and train staff to meet our quality standards for the potential new café.

We believe our extensive knowledge and experience in setting-up café outlets gained over the past two decades plays a critical role in helping us identify these locations and ensuring optimization of space, labor, other operational costs and product offerings that enables us to achieve higher average sales per day ("**ASPD**") per café across our Café Network in India. We establish and monitor key performance indicators ("**KPIs**") that we actively track across the entire coffee supply chain. We believe our operational expertise and systematic approach enables us to react quickly to market opportunities and to grow our business.

Our ASPD per outlet has been increasing in each period since Financial Years 2012. The following table sets forth our ASPD per café for the periods indicated:

Particulars	**For Financial Year**			**For the nine months period ended December 31, 2014**
	2012	**2013**	**2014**	
Average sales per day/ per café				
Café outlets[(1)]	10,318	10,720	11,927	13,503

(1) Excludes cafés located internationally.

Our ASPD per café grew by 3.90% from Financial Years 2012 to 2013, by 11.26% from Financial Years 2013 to 2014 and further increased by 13.21% in the nine months period ended December 31, 2014.

Our Same Store Sales Growth ("**SSSG**") has also witnessed an increasing trend in the past. The following table sets forth the SSSG per café for the periods indicated:

Particulars	**For Financial Year**			**For the nine months period ended December 31, 2014**
	2012	**2013**	**2014**	
Same store sales growth				
Café outlets[(1)]	1.28%	8.39%	9.13%	4.08%[(2)]

(1) Excludes cafés located internationally.
(2) Not annualized

Low risk, built-to-suit model technology parks with predictable cash flow

We are developing and maintaining two technology parks, *Global Village* and *Tech Bay*, and related infrastructure that offer bespoke infrastructure facilities for IT-ITES companies. *Global Village* consists of a land parcel spread over an area of approximately 114 acres (of which approximately 91 acres has clear land title) located in Bengaluru, approximately 13 kilometers from Bengaluru central business district along the Bengaluru - Mysore highway, where we have developed and leased approximately 2.8 million sq. ft. and can further develop approximately 12.3 million sq. ft. of built up office space. *Tech Bay* consists of a land parcel of approximately 21 acres which is located opposite Mangalore Club, where we have developed and leased approximately 0.3 million sq. ft. and can further develop approximately 1.8 million sq. ft. of built up office space. Some of our key tenants at the *Global Village* include global IT corporations and in addition we have anchor tenants such as Mindtree and Sonata Software Limited, while *Tech Bay* in Mangaluru is leased to IT companies for their training and development needs.

We utilize a low risk, built-to-suit model in our development of IT-ITES technology parks, *Global Village* and *Tech Bay*. We enter into contracts with potential tenants prior to commencement of any construction or expansions which ensures limited inventory risk to us. We usually enter into tenancy agreements for a period ranging from 15 to 20 years, providing us with predictable cash flows and our clients often incur fit-out costs on their own thereby mitigating non-renewal risks to a fair extent.

We believe the strategic locations of our technology parks, and associated infrastructure and facilities we offer within these parks, will continue to attract quality tenants that will enable us to further develop these parks to their legally permissible limit.

Track record of value creation through our non-coffee businesses

We operate and/ or have invested in select non-coffee businesses which are aimed at leveraging India's growth potential across various sectors. According to the International Monetary Fund, India's real GDP (at factor cost) is projected to be in the range of 6.3% to 6.7% during the Financial Years 2016 to 2020 *(source:- International Monetary Fund, IMF Country Report No.15/61, March 2015)*. Our non-coffee businesses include IT-ITES technology park development, logistics, financial services, hospitality and investments in IT-ITES companies, which provides us with diverse revenue streams. In addition to our coffee business and development and maintenance of our technology parks, we control 52.83% of our publicly listed subsidiary, SLL, as of December 31, 2014. SLL is one of the leading integrated logistics solution providers in India with over five decades of experience. SLL had a market capitalization of ₹9,215.98 million as of December 31, 2014 (*source:* www.nseindia.com).

We also hold investments in certain IT-ITES and other technology companies as an early investor, including Mindtree, in which we own a 16.76% equity holding (effective holding being 16.04%) as on December 31, 2014 and in which our Promoter, V.G. Siddhartha additionaly holds 3.01%. Mindtree is one of the leading ITES companies in India listed on the BSE and NSE, and has a market capitalization of ₹107,408.52 million as of December 31, 2014 (*source:* www.nseindia.com).

We believe that the expected growth of the Indian economy and associated strengths in IT-ITES, coupled with a growing middle class with an increased disposable income, will be one of the key drivers for future demand for the products and services offered by our non-coffee businesses.

Visionary Promoter supported by an experienced and professional management team across coffee and non-coffee businesses

Our operations are conducted by a well qualified management team that has significant experience in all aspects of our business. Our management team is led by our Promoter, V.G. Siddhartha, who has been a pioneer in the coffee business. We believe that the strength and quality of our management team and its understanding of the coffee business enables us to identify and take advantage of strategic market opportunities. For example, we believe that our management team has demonstrated its ability to effectively respond to changing local market conditions, and its ability to adapt effectively while continuing to expand in our current markets as well as into new geographic and market segments has led us to maintain our objective of being the largest café network in India (*source: Technopak*). In addition, we have a qualified and professional management team in place across our non-coffee businesses which possess the relevant knowledge and experience in their respective fields of business. Our Promoter also had the vision to identify early potential in our non-coffee businesses, such as development of technology parks, IT-ITES, logistics, financial services and hospitality. V.G Siddhartha has won a number of accolades including being featured in 'ET Retail Hall of Fame' in ET Retail Awards 2014 and being awarded 'Nextgen Entrepreneur' by Forbes in 2011.

Strategies

We have identified the following key strategies to grow our businesses:

Further deepen the existing café chain

We believe that the growth in GDP, per capita income, demographic dynamics, rising urbanization, higher discretionary spending and out-of-home food consumption trends in India will propel the future growth of our coffee business, in particular our cafés. It is estimated that India's GDP will grow at a rate of 8% to 8.5% in the Financial Year 2016 *(source:- The Economic Times, Union Budget of India, 2015-2016)* and the per capita GDP is projected to increase at 5% CAGR and to reach ₹70,489 by 2020 at constant prices *(source:- Technopak).* The Indian food services market (including unorganized) is projected to grow to ₹5,048 billion by

2020 from ₹2,728 billion in 2014, at a CAGR of 11% (*source*: *Technopak*). For the same period, the organized café chain segment is projected to grow to ₹54 billion from ₹18 billion, representing a CAGR of 20%, and the organized quick service restaurant segments is projected to grow to ₹384 billion from ₹137 billion, representing a CAGR of 19%, respectively (*source: Technopak*).

We believe that given our first mover advantage, goodwill of our brand and existing platform, we will be able to capitalize on the significant growth opportunity in the café and quick service restaurants business in India. We intend to expand our café retail business and further increase our market share in a disciplined manner by selectively opening café outlets in new and existing markets as well as increasing sales in existing cafés. Our long-term strategic objective is to maintain *Café Coffee Day*'s standing as one of the most recognized and respected brands in India.

We aim to achieve this by focusing on expanding our Café Network, primarily our *Café Coffee Day* outlets, in high visibility and high traffic locations such as shopping malls, high streets, office concentrations, airports and highways, with a focus on Tier 1 and Tier 2 cities across India. In addition, we are also focused on selectively expanding the *Coffee Day Xpress* kiosks across locations where we receive demands from corporate and institutional clients that prefer a smaller kiosk, with the ability to serve quality food and beverages at affordable prices. We propose to utilize a portion of Net Proceeds of the Issue to open approximately 216 Café Network outlets and 105 *Coffee Day Xpress* kiosks during Financial Year 2016 and Financial Year 2017, respectively. For details of our café outlets expansion, see section "Objects of the Issue" on page 121.

Increase café revenues by generating higher footfalls and driving increased consumption

We intend to increase café revenues by optimizing the location of our cafés and by driving increased consumption at our cafés. To achieve this, we will continue the disciplined expansion of our Café Network with a focus on generating higher footfalls per café and consequently, higher revenue per café. In addition, given our unique cost advantages, we have been able to price our products competitively, keeping it in line with our philosophy of higher customer value proposition. We believe that the pricing of our product offerings vis-à-vis some of our key competitors is significantly competitive, which provides us ample scope to increase our menu prices in line with the customer discretionary spending sentiment. We intend to leverage our deep understanding of the markets that we have gained through experience of operating our traditional *Café Coffee Day* outlets over the past two decades to build a stronger Café Network. For instance in 2014, we undertook a strategic review of our Café Network and decided to close certain cafés due to their smaller size, lower level of performance and high rental on renewal of leases etc.

We intend to improve our product mix to drive greater consumption leading to higher average realization per bill. We regularly commission market surveys to better understand the local customer base and the food and beverage trends in India. We will use this information and our R&D department to offer customers new coffee based beverages and other products. We believe the results of our R&D will lead to improving the mix of product offerings, particularly our food offerings, which we believe will drive higher consumption across our Café Network outlets and thereby increase the key operational metrics, such as ASPD per café and the SSSG. In addition, we also intend to continue our focus on tailoring our food menu to drive consumption at different points in time of the day, including at non-peak hours like early morning and lunch time, introducing smart combo options, etc. thereby better utilizing our café capacities.

We intend to enhance our communication with our customers so that they better understand our value proposition – quality food and beverages at affordable and competitive prices. We utilize a variety of media, including print, television, radio and digital media, in our advertising and promotional activities to increase café traffic and enhance our brand image.

We will also continue to increase our engagement with our customers to better understand their expectations and to increase their affinity to our brand. We believe our customers' satisfaction and delight is the key to the success and growth of our café business. We will endeavor to increase our interactions with our customers through social media and community platforms and constantly seek and review feedback on our offerings through product-tasting and measuring behavioral response to our new products. We also offer customer loyalty cards, seeking to encourage customers to increase the frequency of their visits to our Café Network outlets. We also intend to expand our customer loyalty reward program to improve our relationship with our customers and enhance our ability to respond to changes in customer preferences.

Leverage our brands "Café Coffee Day" and "Coffee Day" to capitalize on the growth opportunities in vending and coffee retailing businesses

We plan to continue to leverage our brands "*Café Coffee Day*" and "*Coffee Day*" to capitalize on the growth opportunities in the vending business given the office space additions and increased in-office preference for fresh milk (bean to cup) servings. The organized vending coffee market in India has been growing at approximately 32% since 2008, reaching sales of ₹19 billion in 2014, and is projected to grow to ₹63 billion in 2020, representing a CAGR of 22% (*source: Technopak*). The organized coffee vending market share of bean to cup grew to approximately 26% in 2014 and is projected to reach 32% by 2020 with all forms of coffee vending services offered in India (*source: Technopak*). We intend to grow the vending business by introducing new variants of vending machines and leveraging on our distribution network to further accelerate this business. We plan to drive sales at our F&G outlets that cater to household consumption by introducing additional blends to our existing blends and selectively opening new F&G outlets in new territories across India where we see an increase in consumption of coffee. We believe that our vending and F&G business strongly benefits from the increasing proliferation of our Café Network and customers are gradually beginning to realize the strength of our *Coffee Day* and *Café Coffee Day* brands, thereby providing us with increasing pricing flexibility over the years.

Citing the expected demand for vending machines, we propose to utilize a portion of Net Proceeds of the Issue to manufacture and assemble 3,000 and 5,000 vending machines in-house at our manufacturing and assembling facility located at Bengaluru in Financial Years 2016 and 2017, respectively, for subsequent installation at the locations of corporate and institutional clients. For details of our expansion plans, see section "Objects of the Issue" on page 121.

Continue to introduce new products and improve existing product offerings in order to expand our market share

We have developed a deep understanding of the Indian coffee retail sector through years of experience and dedicated market research on consumer trends and spending patterns. With this knowledge, we intend to continue to maintain our leading position by using our R&D facilities to innovate and introduce new product offerings across our entire coffee related businesses and thereby provide new experiences to our customers and foster greater customer loyalty, and expanding our market share. We recently launched our single coffee capsule machine *Wake-Cup*, which is being sold through our Café Network and targeted at in-house consumption. We intend to leverage our R&D and in-depth expertise in coffee making to create exotic single origin flavors of coffees for our customers to further grow coffee awareness and consumption. We also intend to roll out an e-commerce platform for our varied product offerings on our website for our customers who prefer to shop online. In addition, we intend to introduce global trends, such as new flavors of specialty teas as well as single serve teas, to the Indian market in a way that appeals to local sensibilities and is cost competitive.

We intend to continue innovating our food menu across our Café Network and offering an assortment of fresh food products, including those focused on high quality ingredients, nutritional value and great flavor, always keeping the Indian tastes in mind while maintaining international standards. To further leverage our existing product offerings, we intend to increase the distribution footprint of our existing products, such as "roast and ground" through FMCGs and modern trade channels.

We also intend to set up a new manufacturing facility for producing instant coffee to capture the growing demand for instant coffee in India as well.

We also plan to increase our roasting capacity from 7,000 MT to 14,000 MT per annum in the Financial Year 2016. We intend to add an in-house tea packaging capacity to improve our operating margins, as we currently outsource tea packaging. All of our new production facilities will be highly automated and we plan to invest in the latest technology to ensure that we continue to operate at the highest standards of efficiency and productivity.

Develop our non-coffee businesses, particularly the technology parks, logistics, financial services and hospitality businesses with limited capital investment from CDEL

We intend to execute the following strategies to further develop our non-coffee businesses:

- We intend to continue developing our technology park at Bengaluru for reputable corporate tenants using the existing low risk built-to-suit model. As of December 31, 2014, we have the potential to develop approximately 12.3 million sq. ft. of built-up office space area in the Global Village. We intend to fund the further development of our technology parks only from the cash flows from such parks and borrowings at the subsidiary level at which our technology park business is housed.
- Financial services - We intend to grow our financial services business with a focus on upgrading its technology platform and revamping its website to offer a better interface for online transactions. We also intend to further develop the wealth management, insurance broking, and capital and treasury management businesses in the future.
- Hotels and resorts - We intend to enhance the marketing of our properties to drive better financial and operational performance.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Information of our Company and the Restated Consolidated Financial Information of CDGL.

The Restated Financial Information of our Company and the Restated Consolidated Financial Information of CDGL have been prepared in accordance with sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of section 26 of Chapter III of the Companies Act, 2013 read with rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Indian GAAP, and restated in accordance with the SEBI ICDR Regulations and presented under the section "Financial Statements" on page 277. The summary financial information presented below should be read in conjunction with the Restated Financial Information of our Company and the Restated Consolidated Financial Information of CDGL, and the sections "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 277 and 354 respectively.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
EQUITY AND LIABILITIES							
A. Shareholders' funds							
Share capital	Note 1 of Annexure V	154.33	154.33	154.33	158.86	158.86	158.86
Reserves and surplus	Note 2 of Annexure V	6,692.66	6,101.34	6,023.21	6,339.13	5,401.07	4,487.46
		6,846.99	**6,255.67**	**6,177.54**	**6,497.99**	**5,559.93**	**4,646.32**
B. Minority interest		2,911.71	2,645.10	6,340.69	4,882.86	4,979.99	5,077.32
C. Non-current liabilities							
Long-term borrowings	Annexure VIIA & VIIC	16,029.60	14,525.99	23,115.89	23,905.10	33,264.84	31,879.56
Deferred tax liabilities, net	Note 3 of Annexure V	106.93	64.39	231.18	300.38	268.41	260.73
Other long-term liabilities	Note 4 of Annexure V	1,193.77	1,705.64	1,490.98	1,750.23	1,799.64	1,918.51
Long-term provisions	Note 5 of Annexure V	0.58	13.75	547.79	324.86	424.83	462.33
		17,330.88	**16,309.77**	**25,385.84**	**26,280.57**	**35,757.72**	**34,521.13**
D. Current liabilities							
Short-term borrowings	Annexure VIIB and VIIC	1,387.88	5,314.24	2,709.28	4,565.37	2,513.62	4,913.91
Trade payables	Note 6 of Annexure V	650.70	727.96	1,486.67	1,368.41	1,589.12	1,311.76
Other current liabilities	Note 7 of Annexure V	1,717.37	2,298.51	2,960.42	8,778.36	6,439.98	8,646.26
Short-term provisions	Note 8 of Annexure V	56.63	105.16	149.95	158.17	102.72	293.89
		3,812.58	**8,445.87**	**7,306.32**	**14,870.31**	**10,645.44**	**15,165.82**
E. Total (E= A + B+		**30,902.16**	**33,656.41**	**45,210.39**	**52,531.73**	**56,943.08**	**59,410.59**

PARTICULARS	Note/ Annexure reference	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
C+D)							
ASSETS							
F. Non-current assets							
Goodwill on consolidation		440.36	883.64	1,309.26	4,960.52	4,917.74	5,099.12
Fixed assets							
- Tangible assets	Note 19 of Annexure V	6,717.01	9,124.65	15,913.34	18,329.96	19,422.28	19,443.62
- Intangible assets	Note 19 of Annexure V	17.97	36.46	591.42	574.84	528.45	495.70
- Capital work in progress		792.08	680.65	6,325.37	7,493.47	8,410.24	9,546.14
		7,967.42	**10,725.40**	**24,139.39**	**31,358.79**	**33,278.71**	**34,584.58**
Non-current investments	Annexure X-A	716.64	1,083.67	3,271.84	3,792.58	4,292.58	5,005.57
Deferred tax assets, net	Note 9 of Annexure V	-	0.50	11.47	11.88	15.19	25.26
Long-term loans and advances	Annexure IX - A	5,293.48	5,132.14	5,162.09	5,340.98	5,443.47	4,854.56
Other non-current assets	Note 10 of Annexure V	67.66	1,879.91	352.76	1,257.74	1,257.24	1,293.05
		6,077.78	**8,096.22**	**8,798.16**	**10,403.18**	**11,008.48**	**11,178.44**
G. Current assets							
Current investments	Annexure X-B	-	7.01	15.03	16.14	12.42	30.10
Inventories	Note 11 of Annexure V	1,275.21	1,477.95	1,588.10	1,615.08	1,754.41	1,407.32
Trade receivables	Annexure VIII	818.20	1,497.03	2,618.72	3,125.56	2,798.47	3,456.56
Cash and bank balances	Note 12 of Annexure V	13,769.18	10,119.12	5,672.43	3,464.96	5,212.14	6,758.15
Short-term loans and advances	Annexure IX - B	963.60	1,527.85	2,186.01	2,319.93	2,437.44	1,467.52
Other current assets	Note 13 of Annexure V	30.77	205.83	192.55	228.09	441.01	527.92
		16,856.96	**14,834.79**	**12,272.84**	**10,769.76**	**12,655.89**	**13,647.57**
H. Total (H = F + G)		**30,902.16**	**33,656.41**	**45,210.39**	**52,531.73**	**56,943.08**	**59,410.59**

Note:

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	For the year ended 31 March					For the period from 1 April 2014 to 31 December
		2010	2011	2012	2013	2014	2014
INCOME :							
Revenue from operations	Note 14 of Annexure V	6,700.53	10,244.04	15,628.55	20,958.48	22,819.31	17,597.59
Other income	Annexure XI	241.66	725.15	710.16	532.96	708.40	488.86
Total income		**6,942.19**	**10,969.19**	**16,338.71**	**21,491.44**	**23,527.71**	**18,086.45**
EXPENSES :							
Cost of material consumed	Note 15(a) of Annexure V	2,857.71	5,998.35	6,124.28	5,976.00	5,893.39	4,082.00
Cost of integrated logistic services	Note 15(b) of Annexure V	-	-	3,088.66	6,024.23	6,891.13	5,293.31
Cost of traded commodities sold		-	-	-	112.17	473.64	19.78
Changes in inventories of finished goods and work-in-progress	Note 15(c) of Annexure V	310.08	(194.46)	47.95	79.64	(147.30)	58.89
Employee benefits	Note 16 of Annexure V	573.35	923.75	1,602.74	2,045.05	2,263.30	1,849.84
Finance costs	Note 17 of Annexure V	1,079.14	918.21	1,234.60	2,103.74	2,777.89	2,483.25
Depreciation and amortisation expense	Note 19 of Annexure V	743.02	980.89	1,471.63	2,026.42	2,485.44	1,967.07
Other expenses	Note 18 of Annexure V	1,760.62	2,193.16	2,896.80	3,762.04	4,306.10	3,685.33
Total expenses		**7,323.92**	**10,819.90**	**16,466.66**	**22,129.29**	**24,943.59**	**19,439.47**
Net profit/ (loss) before tax		**(381.73)**	**149.29**	**(127.95)**	**(637.85)**	**(1,415.88)**	**(1,353.02)**
Less: Provision for tax							
a) Current tax/ Minimum Alternate Tax (MAT)		76.05	128.83	86.85	92.71	69.42	95.18
b) MAT Credit		(0.85)	(1.30)	(67.93)	(59.90)	(69.00)	(37.28)
c) Deferred tax charge/ (credit)		(99.49)	(44.59)	28.92	68.24	(35.27)	(15.80)
Total provision for tax		**(24.29)**	**82.94**	**47.84**	**101.05**	**(34.85)**	**42.10**
Net profit/ (loss) after tax, as restated, before minority interest and profit from associates		**(357.44)**	**66.35**	**(175.79)**	**(738.90)**	**(1,381.03)**	**(1,395.12)**
Less: Minority share in (profit)/ loss		(10.26)	29.21	(26.92)	(73.55)	(137.05)	(50.68)
Add: Share in profit/ (loss) of associates		92.45	79.48	395.66	598.40	747.80	693.46
Net profit/ (loss) as restated		**(275.25)**	**175.04**	**192.95**	**(214.05)**	**(770.28)**	**(752.34)**

Note :

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

(₹ in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Cash flow from operating activities						
Profit/ (loss) before tax	**(381.73)**	**149.29**	**(127.95)**	**(637.85)**	**(1,415.88)**	**(1,353.02)**
Adjustments:						
Depreciation	743.02	980.89	1,471.63	2,026.42	2,485.44	1,967.07
Dividend	(1.04)	(1.26)	(12.25)	(21.54)	(11.35)	(6.61)
Interest expense	1,079.14	918.21	1,234.60	2,103.74	2,777.89	2,483.25
Interest income	(178.71)	(625.38)	(601.67)	(379.10)	(328.13)	(312.89)
(Profit)/ Loss on sale of fixed assets	15.82	6.72	27.93	28.90	18.29	41.37
Operating profit/ (loss) before working capital changes	**1,276.50**	**1,428.47**	**1,992.29**	**3,120.57**	**3,526.26**	**2,819.17**
(Increase)/ decrease in inventories	(151.04)	(200.47)	3.44	(26.98)	(139.33)	347.09
(Increase)/ decrease in trade receivables	(139.25)	(677.03)	595.13	(506.84)	327.09	(658.09)
(Increase)/ decrease in other current/ non- current assets	29.45	818.78	(118.80)	(42.89)	(265.17)	(54.75)
(Increase) in long term/ short term loans and advances	503.07	(709.39)	1,127.70	(309.91)	(358.49)	1,370.26
Increase/ (decrease) in trade payables	642.68	61.10	(1,616.73)	(118.26)	220.71	(277.36)
Increase/ (decrease) in other current/ non current liabilities	(144.68)	849.18	467.51	487.81	205.01	(9.80)
Increase/ (decrease) in long term and short term provisions	(25.54)	15.42	41.66	12.49	(14.27)	20.52
Cash generated from/ (used in) operations	1,991.19	1,586.06	2,492.20	2,615.99	3,501.81	3,557.04
Income taxes paid (net)	(78.48)	(228.43)	(85.66)	(466.31)	(170.66)	(173.26)
Net cash generated from/ (used in) operating activities [A]	1,912.71	1,357.63	2,406.54	2,149.68	3,331.15	3,383.78
Cash flow from investing activities						
(Purchase) of fixed assets	(1,719.50)	(2,978.79)	(4,888.67)	(5,123.28)	(3,241.19)	(2,788.04)
Proceeds from sale of fixed assets	4.60	1.43	47.25	16.18	31.09	140.91
(Investment in)/ sale of subsidiaries, associates and joint ventures	(1,930.05)	(1,447.11)	(3,045.07)	(5,570.01)	119.64	(307.25)
(Investment in)/ Withdrawal of fixed deposits	(2,179.80)	(7,292.19)	8,580.87	405.48	(1,127.04)	(1,577.90)
Interest received	161.77	604.40	581.18	385.80	368.22	276.24
Dividends received	3.69	9.87	22.18	43.18	150.59	153.90
Net cash generated from/ (used in) investing activities [B]	(5,659.29)	(11,102.39)	1,297.74	(9,842.65)	(3,698.69)	(4,102.14)
Cash flow from financing activities						
Issue of share capital	4,914.18	-	32.91	1,012.71	-	-
Proceeds from/ (repayment of) long term and short term borrowings	8,090.96	1,524.33	(717.68)	7,994.70	3,623.16	3,140.45
Preference dividend paid (including dividend distribution tax)	(109.15)	(0.01)	(138.37)	(27.59)	(28.90)	-
Interest paid	(1,068.10)	(848.21)	(1,306.79)	(1,983.84)	(2,724.19)	(2,285.78)
Net cash (used in)/ provided by financing activities [C]	11,827.89	676.11	(2,129.93)	6,995.98	870.07	854.67

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Net increase/ (decrease) in cash and cash equivalents [A+B+C]	8,081.31	(9,068.65)	1,574.35	(696.99)	502.53	136.31
Cash and cash equivalents at the beginning of the year	1,366.53	9,770.36	706.78	2,980.27	2,283.28	2,785.81
Cash and cash equivalents acquired during the year	322.52	5.07	699.14	-	-	-
Cash and cash equivalents at the end of the year	**9,770.36**	**706.78**	**2,980.27**	**2,283.28**	**2,785.81**	**2,922.12**
Components of cash and cash equivalents						
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Cash on hand	40.39	41.48	58.56	79.35	60.59	65.43
Cheque/ demand draft on hand	-	-	9.45	0.04	-	-
Balances with banks						
- in current accounts	2,221.82	389.34	1,526.72	1,436.88	1,855.48	1,973.71
- in exchange earners foreign currency account	0.05	0.05	0.05	-	-	-
- in fixed deposits	7,790.39	447.81	1,696.81	850.08	1,042.62	924.35
Less: Book overdraft	(282.29)	(171.90)	(311.32)	(83.07)	(172.88)	(41.37)
Total cash and cash equivalents	**9,770.36**	**706.78**	**2,980.27**	**2,283.28**	**2,785.81**	**2,922.12**

Note :

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

Coffee Day Enterprises Limited (*formerly known as Coffee Day Enterprises Private Limited*)

RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	As at As at					
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
EQUITY AND LIABILITIES							
A. Shareholders' funds							
Share capital	Note 1 of Annexure V	154.33	154.33	154.33	158.86	158.86	158.86
Reserves and surplus	Note 2 of Annexure V	5,218.38	5,247.99	5,100.70	5,240.80	4,307.82	3,163.19
		5,372.71	**5,402.32**	**5,255.03**	**5,399.66**	**4,466.68**	**3,322.05**
B. Non-current liabilities							
Long-term borrowings	Annexure VII A and VII C	6,953.32	6,315.82	8,325.82	7,295.82	13,665.82	12,615.82
Other long-term liabilities	Note 3 of Annexure V	-	2.32	41.38	83.83	124.72	187.93
Long-term provisions	Note 4 of Annexure V	-	1.01	1.51	69.68	206.16	227.51
		6,953.32	**6,319.15**	**8,368.71**	**7,449.33**	**13,996.70**	**13,031.26**
C. Current liabilities							
Short-term borrowings	Annexure VII B and VII C	111.04	4,047.85	-	14.00	15.66	305.08
Trade payables	Note 5 of Annexure V	140.68	3.41	14.07	48.33	18.10	5.31
Other current liabilities	Note 6 of Annexure V	643.19	724.46	204.54	5,485.97	2,248.81	4,128.08
Short-term provisions	Note 7 of Annexure V	-	0.05	0.08	0.15	0.19	194.67
		894.91	**4,775.77**	**218.69**	**5,548.45**	**2,282.76**	**4,633.14**
D. Total (D= A + B + C)		**13,220.94**	**16,497.24**	**13,842.43**	**18,397.44**	**20,746.14**	**20,986.45**
ASSETS							
E. Non-current assets							
Fixed assets							
- Tangible assets	Note 8 of Annexure V	-	68.50	104.83	102.31	96.00	92.17
- Intangible assets	Note 8 of Annexure V	-	-	0.01	0.16	0.06	0.01
- Capital work-in-progress		-	17.58	-	-	-	-
		-	**86.08**	**104.84**	**102.47**	**96.06**	**92.18**
Non-current investments	Annexure X	3,605.72	8,617.02	10,407.21	15,949.07	15,865.32	15,865.32

PARTICULARS	Note/ Annexure reference	As at As at					
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Long-term loans and advances	Annexure IX A	15.06	3,394.84	3,189.60	1,766.30	4,082.75	4,528.19
Other non-current assets	Note 9 of Annexure V	-	5.39	24.10	124.00	199.30	208.60
		3,620.78	**12,103.33**	**13,725.75**	**17,941.84**	**20,243.43**	**20,694.29**
F. Current assets							
Trade receivables	Annexure VIII	14.73	87.91	88.15	7.84	167.76	3.42
Cash and bank balances	Note 10 of Annexure V	9,575.65	294.88	3.35	2.66	5.36	8.00
Short-term loans and advances	Annexure IX B	0.66	4,008.08	25.18	443.10	327.97	276.90
Other current assets	Note 11 of Annexure V	9.12	3.04	-	2.00	1.62	3.84
		9,600.16	**4,393.91**	**116.68**	**455.60**	**502.71**	**292.16**
G. Total (G = E + F)		**13,220.94**	**16,497.24**	**13,842.43**	**18,397.44**	**20,746.14**	**20,986.45**

Note:

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V and Statement of adjustments to audited financial statements appearing in Annexure VI.

RESTATED STANDALONE SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	For the year ended					For the period from 1 April to 31 December 2014
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
INCOME :							
Revenue from operations	Note 12 of Annexure V	16.75	134.20	149.38	97.49	324.90	203.30
Other income	Annexure XI	24.96	128.78	96.53	8.85	143.32	14.23
Total income		**41.71**	**262.98**	**245.91**	**106.34**	**468.22**	**217.53**
EXPENSES :							
Cost of material consumed		-	-	-	-	-	40.67
Employee benefits	Note 13 of Annexure V	1.94	24.07	25.89	37.93	42.52	35.06
Finance costs	Note 14 of Annexure V	268.15	160.55	313.47	685.57	1,009.43	982.76
Depreciation and amortisation expense	Note 8 of Annexure V	-	2.67	6.26	6.54	6.84	5.12
Other expenses	Note 15 of Annexure V	158.84	38.70	45.34	114.32	206.21	84.02
Total expenses		**428.93**	**225.99**	**390.96**	**844.36**	**1,265.00**	**1,147.63**
Net profit/ (loss) before tax		**(387.22)**	**36.99**	**(145.05)**	**(738.02)**	**(796.78)**	**(930.10)**
Less: Provision for tax							
Current tax/ Minimum Alternate Tax (MAT)		-	7.38	2.24	-	-	-
Total provision for tax		**-**	**7.38**	**2.24**	**-**	**-**	**-**
Net (loss)/ profit after tax, as restated		**(387.22)**	**29.61**	**(147.29)**	**(738.02)**	**(796.78)**	**(930.10)**

Note :

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V and Statement of adjustments to audited financial statements appearing in Annexure VI.

RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(₹ in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Cash flows from operating activities						
Profit/ (loss) before tax	(387.22)	36.99	(145.05)	(738.02)	(796.78)	(930.10)
Adjustments:						
Interest income	(12.60)	(128.78)	(4.60)	(7.58)	(12.84)	(14.23)
Profit on sale of shares	-	-	-	-	(130.04)	-
Interest expense	234.36	156.95	307.76	626.82	919.85	925.98
Other borrowing costs	33.79	3.60	5.71	58.75	89.58	56.78
Depreciation and amortization	-	2.67	6.26	6.54	6.84	5.12
	¤					
Operating profit/ (loss) before working capital changes	**(131.67)**	**71.43**	**170.08**	**(53.49)**	**76.61**	**43.55**
(Increase)/ decrease in trade receivables	(14.73)	(73.18)	(0.24)	80.31	(159.92)	164.34
(Increase)/ decrease in other current/ non- current assets and long term/ short term loans and advances	207.84	(7,370.22)	4,201.57	990.47	(2,188.23)	(395.34)
Increase/ (decrease) in trade payables	140.68	(137.27)	10.66	34.26	(30.23)	(12.79)
Increase/ (decrease) in other current/ non current liabilities and long term and short term provisions	14.59	3.59	10.81	37.63	(33.21)	23.24
(Investment in)/ sale of subsidiaries, associates and joint ventures	(1,685.68)	(5,011.30)	(1,790.19)	(5,541.86)	213.79	-
Cash generated from/ (used in) operations	**(1,468.97)**	**(12,516.95)**	**2,602.69**	**(4,452.68)**	**(2,121.19)**	**(177.00)**
Income taxes paid (net)	(2.64)	(24.37)	(15.67)	14.91	(13.09)	0.96
Net cash provided by/ (used in) by operating activities [A]	**(1,471.61)**	**(12,541.32)**	**2,587.02**	**(4,437.77)**	**(2,134.28)**	**(176.04)**
Cash flow from investing activities						
Interest received	3.49	134.87	7.64	5.58	13.22	12.00
(Purchase) of fixed assets	-	(84.17)	(17.50)	(13.10)	(0.74)	(2.70)
Net cash used in investing activities [B]	**3.49**	**50.70**	**(9.86)**	**(7.52)**	**12.48**	**9.30**
Cash flows from financing activities						
Interest paid on loans	(222.67)	(105.47)	(308.92)	(570.74)	(862.28)	(773.96)
Other borrowing costs	(33.79)	(3.60)	(5.71)	(58.75)	(89.58)	(56.78)
Redemption of/ (investment in) fixed deposit as security for a loan availed	-	(5.39)	(18.71)	(99.90)	(75.30)	(9.30)
Issue of share capital	4,914.18	-	-	949.99	-	-
Proceeds from/ (repayment of) long term and short term borrowings	6,381.00	3,324.31	(2,535.35)	4,224.00	3,151.66	1,009.42
Net cash flow generated from/ (used in) financing activities [C]	**11,038.72**	**3,209.85**	**(2,868.69)**	**4,444.60**	**2,124.50**	**169.38**
Net increase/ (decrease) in cash and cash equivalents [A+B+C]	9,570.60	(9,280.77)	(291.53)	(0.69)	2.70	2.64
Cash and cash equivalents at the	5.05	9,575.65	294.88	3.35	2.66	5.36

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
beginning of the year/ period						
Cash and cash equivalents at the end of the year/ period	**9,575.65**	**294.88**	**3.35**	**2.66**	**5.36**	**8.00**
Components of cash and cash equivalents						
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Cash on hand	0.01	0.28	0.11	0.36	0.30	0.30
Balance with banks:						
- in current accounts	2,075.64	14.60	3.24	2.30	5.06	7.70
- in deposit accounts	7,500.00	280.00	-	-	-	-
Total cash and cash equivalents	**9,575.65**	**294.88**	**3.35**	**2.66**	**5.36**	**8.00**

Note:

1. The above Restated Cash Flow Statement has been prepared in accordance with the requirements of Accounting Standard (AS) - 3 on Cash Flow Statements as prescribed under the Companies (Accounting Standards) Rules, 2006.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V and Statement of adjustments to audited financial statements appearing in Annexure VI.

Coffee Day Global Limited (*erstwhile Amalgamated Bean Coffee Trading Company Limited*)

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
EQUITY AND LIABILITIES							
A. Shareholders' funds							
Share capital	Note 1 of Annexure V	2,012.54	2,037.16	2,037.16	613.97	613.97	256.57
Reserves and surplus	Note 2 of Annexure V	1,884.46	5,529.80	5,332.53	6,730.03	6,667.83	7,506.52
		3,897.00	**7,566.96**	**7,369.69**	**7,344.00**	**7,281.80**	**7,763.09**
B. Non-current liabilities							
Long-term borrowings	Annexure VIIA & VIIC	4,778.17	4,355.66	4,226.63	3,713.46	3,937.66	3,201.53
Deferred tax liabilities, net	Note 3 of Annexure V	47.57	29.32	133.80	213.64	212.27	194.35
Other long-term liabilities	Note 4 of Annexure V	345.60	322.70	356.11	437.90	497.11	495.37
Long-term provisions	Note 5 of Annexure V	0.36	1.18	-	16.20	14.70	8.43
		5,171.70	**4,708.86**	**4,716.54**	**4,381.20**	**4,661.74**	**3,899.68**
C. Current liabilities							
Short-term borrowings	Annexure VIIB and VIIC	1,276.84	1,227.43	1,381.38	1,438.20	1,174.27	1,377.90
Trade payables	Note 6 of Annexure V	376.41	226.83	172.04	155.24	326.15	136.45
Other current liabilities	Note 7 of Annexure V	993.11	1,178.95	1,415.60	1,425.20	1,727.48	1,864.77
Short-term provisions	Note 8 of Annexure V	55.25	102.57	107.17	128.31	64.17	56.44
		2,701.61	**2,735.78**	**3,076.19**	**3,146.95**	**3,292.07**	**3,435.56**
E. Total (D= A + B+ C)		**11,770.31**	**15,011.60**	**15,162.42**	**14,872.15**	**15,235.61**	**15,098.33**
ASSETS							
E. Non-current assets							
Goodwill on consolidation		52.78	150.67	150.67	150.70	150.70	150.70
Fixed assets							
- Tangible assets	Note 18 of Annexure V	4,767.72	5,931.70	7,544.85	8,763.36	9,237.81	9,100.03
- Intangible assets	Note 18 of Annexure V	11.86	11.86	7.12	7.22	3.00	1.68
- Capital work in progress		297.11	328.62	396.50	358.76	319.22	354.25
		5,129.47	**6,422.85**	**8,099.14**	**9,280.04**	**9,710.73**	**9,606.66**
Long-term loans and advances	Annexure IX - A	861.06	823.81	1,057.88	1,227.00	1,337.95	1,437.53
Other non-current assets	Note 9 of Annexure V	38.32	137.64	145.05	192.91	202.67	202.49
		899.38	**961.45**	**1,202.93**	**1,419.91**	**1,540.62**	**1,640.02**

PARTICULARS	Note/ Annexure reference	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
F. Current assets							
Inventories	Note 10 of Annexure V	1,275.10	1,469.05	1,424.34	1,419.50	1,582.01	1,248.97
Trade receivables	Annexure VIII	685.91	1,117.55	1,097.38	1,095.60	786.02	1,035.64
Cash and bank balances	Note 11 of Annexure V	3,116.13	4,154.23	2,595.86	1,005.00	963.77	1,052.47
Short-term loans and advances	Annexure IX - B	656.17	845.43	717.81	638.40	650.06	508.75
Other current assets	Note 12 of Annexure V	8.15	41.04	24.96	13.70	2.40	5.82
		5,741.46	**7,627.30**	**5,860.35**	**4,172.20**	**3,984.26**	**3,851.65**
G. Total (H = E + F)		**11,770.31**	**15,011.60**	**15,162.42**	**14,872.15**	**15,235.61**	**15,098.33**

Note:

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	For the year ended 31 March					For the period from 1 April to 31 December
		2010	2011	2012	2013	2014	2014
INCOME :							
Revenue from operations	Note 13 of Annexure V	6,139.39	9,538.12	10,326.13	11,075.60	11,435.02	8,747.55
Other income	Annexure X	205.33	415.81	377.57	188.30	106.90	72.35
Total income		**6,344.72**	**9,953.93**	**10,703.70**	**11,263.90**	**11,541.92**	**8,819.90**
EXPENSES :							
Cost of material consumed	Note 14(a) of Annexure V	2,857.71	5,998.35	6,124.28	5,976.00	5,893.39	4,041.67
Changes in inventories of finished goods and work-in-progress	Note 14(b) of Annexure V	310.08	(194.46)	47.95	79.64	(147.30)	58.89
Employee benefits	Note 15 of Annexure V	496.66	688.60	902.79	1,149.70	1,330.80	1,028.88
Finance costs	Note 16 of Annexure V	594.12	464.56	431.90	399.80	449.40	410.53
Depreciation and amortisation expense	Note 18 of Annexure V	595.87	792.45	935.69	1,208.55	1,540.76	1,190.46
Other expenses	Note 17 of Annexure V	1,434.41	1,994.49	2,150.65	2,355.52	2,570.32	2,188.16
Total expenses		**6,288.85**	**9,743.99**	**10,593.26**	**11,169.21**	**11,637.37**	**8,918.59**
Net profit/ (loss) before tax		**55.87**	**209.94**	**110.44**	**94.69**	**(95.45)**	**(98.69)**
Less: Provision for tax							
a) Current tax/ Minimum Alternate Tax (MAT)		71.77	119.44	44.79	62.20	4.47	28.35
b) MAT Credit		-	-	(44.50)	(48.50)	(4.47)	-
c) Deferred tax charge/ (credit)		(9.87)	(18.26)	104.49	79.85	(1.37)	(17.96)
Total provision for tax		**61.90**	**101.18**	**104.78**	**93.55**	**(1.37)**	**10.38**
Net profit/ (loss) as restated		**(6.03)**	**108.76**	**5.66**	**1.13**	**(94.08)**	**(109.07)**

Note :

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

RESTATED CONSOLIDATED SUMMARY CASH FLOW STATEMENT

(₹ in Million, unless otherwise stated)

Particulars	**For the year ended 31 March**					**For the period from 1 April to 31 December**
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Cash flows from operating activities:						
Profit/ (loss) before tax	55.87	209.94	110.44	94.69	(95.45)	(98.69)
Adjustments:						
- Interest income	(165.44)	(376.68)	(341.17)	(166.90)	(92.30)	(53.61)
- Stock compensation expense	3.83	1.77	(5.62)	3.30	2.10	0.11
- Loss on sale of fixed assets	5.58	5.14	5.38	9.70	12.50	40.41
- Unrealised (gain)/ loss on restatement of foreign currency loans	(116.28)	(64.20)	157.60	181.27	245.56	56.65
- Effect of foreign currency translation of subsidiaries	(1.52)	0.44	4.74	(3.80)	(1.90)	4.17
- Interest expense	446.19	373.01	389.07	376.90	407.60	371.02
- Depreciation and amortization	595.87	792.45	935.69	1,208.55	1,540.76	1,190.46
Operating cash flow before working capital changes	824.10	941.87	1,256.13	1,703.71	2,018.87	1,510.52
Changes in						
- Trade receivables	(95.74)	(501.74)	20.17	1.80	309.60	(249.62)
- Loans and advances and other current and non-current assets	127.81	(183.99)	(11.16)	(36.50)	(102.90)	46.25
- Inventories	(151.04)	(193.96)	44.72	4.80	(162.50)	333.03
- Liabilities and provisions (current and non-current)	641.03	200.12	268.03	(15.30)	282.43	(216.04)
Cash generated from operations	1,346.16	262.30	1,577.89	1,658.51	2,345.50	1,424.14
Income taxes paid	(42.45)	(158.51)	(57.86)	(58.50)	(40.90)	(10.61)
Net cash provided by operating activities	**1,303.71**	**103.79**	**1,520.03**	**1,600.01**	**2,304.60**	**1,413.53**
Cash flows from investing activities:						
Purchase of fixed assets	(1,116.89)	(2,005.81)	(2,689.86)	(2,452.10)	(1,650.63)	(1,315.37)
Proceeds from sale of fixed assets	1.43	0.68	15.99	3.40	33.60	115.99
(Increase in)/ redemption of fixed deposits	(1,837.19)	(463.76)	2,266.04	1,195.60	22.40	29.12
Interest received	165.51	347.66	353.83	175.00	101.90	51.03
Proceeds from sale of investments	175.00	-	-	-	-	-
Net cash (used in)/ provided by investing activities	**(2,612.14)**	**(2,121.23)**	**(54.00)**	**(1,078.10)**	**(1,492.73)**	**(1,119.23)**
Cash flows from financing activities:						
Proceeds from issue of share capital (including securities premium)	-	3,600.00	-	-	-	-
Preference dividend and tax on dividend paid	(109.14)	(81.53)	(138.95)	(27.00)	(28.90)	-
Interest paid on loans	(446.88)	(354.56)	(391.25)	(360.00)	(419.10)	(341.21)
(Repayment of)/ proceeds from short term secured and unsecured loans, net	87.47	(82.49)	153.95	56.80	(263.90)	203.61
Redemption of / (investment in) fixed deposit as security for a loan availed	(2.46)	(175.50)	(12.61)	9.60	(9.30)	9.61
Proceeds/ (repayments) from long term loans	1,875.39	(259.89)	(223.11)	(531.56)	(82.67)	(43.00)
Net cash used in financing activities	**1,404.38**	**2,646.03**	**(611.97)**	**(852.16)**	**(803.87)**	**(170.99)**

Particulars	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Increase in cash and cash equivalents	**95.95**	**628.59**	**854.06**	**(330.25)**	**8.00**	**123.31**
Cash and cash equivalents at the beginning of the year	338.78	154.07	611.67	1,319.35	924.10	905.27
Less: Book overdraft	(280.66)	(170.99)	(146.38)	(65.00)	(26.83)	(5.49)
Cash and cash equivalents at the end of the year	**154.07**	**611.67**	**1,319.35**	**924.10**	**905.27**	**1,023.09**

Note :

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

THE ISSUE

The following table summarises the Issue details:

Issue of Equity Shares	
Issue of Equity Shares (1)	Up to [●] Equity Shares, aggregating up to ₹11,500 million
Of which	
Employee Reservation Portion(2)	Up to [●] Equity Shares aggregating up to ₹150 million
Net Issue to the Public	Up to [●] Equity Shares
Of which	
A) QIB portion(2)(3)	[●] Equity Shares
of which:	
Anchor Investor Portion	[●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which:	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion)	[●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion(2)	Not less than [●] Equity Shares
C) Retail Portion(2)	Not less than [●] Equity Shares
Pre and post Issue Equity and Preference Shares	
Equity Shares outstanding prior to the Issue(4)	116,732,408 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Preference Shares outstanding prior to the Issue	1,357,410 Preference Shares
Preference Shares outstanding after the Issue	[●] Preference Shares
Use of Net Proceeds	See section "Objects of the Issue" on page 121 for information about the use of the Net Proceeds from the Issue

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis. For further details, see section "Issue Procedure - Basis of Allotment" on page 499.

(1) This Issue has been authorized by a resolution of our Board of Directors dated May 5, 2015 and a resolution of our Shareholders in the EGM dated May 8, 2015.

(2) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories (including the Employee Reservation Portion) at the discretion of our Company in consultation with the GCBRLMs and the BRLMs and the Designated Stock Exchange.

(3) Our Company may, in consultation with the GCBRLMs and the BRLMs allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to

the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see section "Issue Procedure" on page 459. Allocation to all categories shall be made in accordance with SEBI ICDR Regulations.

*(4) Pursuant to our Board resolution dated February 10, 2010, our Company has issued and allotted 0.001% 1,357,410 compulsorily convertible preference shares of face value of ₹10 each ("**CCPS**") at a premium of ₹1,758.07 per preference share to Standard Chartered Private Equity (Mauritius) II Limited. Further, pursuant to our Board resolutions dated March 30, 2010 and March 31, 2010, our Company has issued and allotted 27,160,000 and 35,998,232 compulsorily convertible debentures of ₹100 each ("**CCD**") to KKR Mauritius PE Investments II Limited and Arduino Holdings Limited, respectively. Pursuant to an agreement dated May 5, 2015 entered into between Arduino Holdings Limited and NLS Mauritius LLC, Arduino Holdings Limited has transferred the CCD held by them to NLS Mauritius LLC. The CCPS held by Standard Chartered Private Equity (Mauritius) II Limited and the CCD held by KKR Mauritius PE Investments II Limited and NLS Mauritius LLC shall be converted into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC as follows:*

Sr. No.	***Name of the Investor***	***At DRHP (CCPS/ CCD)***	***Before filing of RHP (number of equity shares to be issued on conversion)***
	CCPS		
1	*Standard Chartered Private Equity (Mauritius) II Limited*	*1,357,410*	*13,969,232*
	CCD		
1	*KKR Mauritius PE Investments II Limited*	*27,160,000*	*17,826,912*
2	*NLS Mauritius LLC*	*35,998,232*	*22,412,192*
	TOTAL	***63,158,232***	***40,239,104***

GENERAL INFORMATION

Registered and Corporate Office of our Company

Coffee Day Enterprises Limited

23/ 2, Coffee Day Square
Vittal Mallya Road
Bengaluru 560 001
Karnataka, India

Tel: +91 80 4001 2345
E-mail: investors@coffeeday.com
Website: www.coffeeday.com
Corporate Identification Number: U55101KA2008PLC046866
Registration Number: 046866

Address of the RoC

Our Company is registered with the RoC situated at the following address:

The Registrar of Companies

'E' wing, 2nd floor
Kendriya Sadana
Koramangala
Bengaluru 560 034
Karnataka, India

Board of Directors

The Board of our Company comprises the following:

Name	Designation	DIN	Address
V.G. Siddhartha	Chairman and Managing Director	00063987	28, 3rd Cross, 9th Main Road, R. M. V. Extn, Sadashivanagar, Bengaluru 560 080
Malavika Hegde	Non-Executive Director	00136524	28, 3rd Cross, 9th Main Road, R. M. V. Extn, Sadashivanagar, Bengaluru 560 080
Sanjay Omprakash Nayar	Non-Executive and Nominee Director	00002615	Flat No. 9, The Rushilla Co-op Housing Society, 17/ C Carmichael Road, Mumbai – 400 026
S.V. Ranganath	Independent Director	00323799	No. 25, 8th Cross, 2th Block, Jayanagar, Bengaluru 560 011
Dr. Albert Hieronimus	Independent Director	00063759	Pfaffenaecker 6a, 97816 Lohram Main, Germany
M. D. Mallya	Independent Director	01804955	601-C, 6th floor, Ashok Towers, opposite M.G. Hospital, Dr. S. S. Rao Road, Parel, Mumbai 400 012

For further details of our Directors, see section "Our Management" on page 238.

Company Secretary and Compliance Officer

Sadananda Poojary

23/ 2, Coffee Day Square
Vittal Mallya Road
Bengaluru 560 001

Tel: + 91 80 4001 2345
Fax: + 91 80 4001 2650
E-mail: investors@coffeeday.com

Chief Financial Officer

R. Ram Mohan

23/ 2, Coffee Day Square
Vittal Mallya Road
Bengaluru 560 001

Tel: +91 80 4001 2931
Fax: +91 80 4001 2987
E-mail: ramr@coffeeday.com

Investors can contact the Compliance Officer, the GCBRLMs, the BRLMs or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, application number, address of the applicant, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the entity and centre where the Bid cum Application Form was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB and the Syndicate Members at the Specified Locations or the Registered Brokers at the Broker Centres with whom the Bid cum Application Form was submitted. In addition to the information indicated above, the ASBA Bidder should also specify the Designated Branch or the collection centre of the SCSB or the address of the centre of the Syndicate Member at the Specified Locations and if applicable, the Registered Brokers at the Broker Centres where the Bid cum Application Form was submitted by the ASBA Bidder.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, the investor shall also enclose the acknowledgment from the Registered Broker, in addition to the documents/ information mentioned hereinabove.

Global Co-ordinators and Book Running Lead Managers	
Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: +91 22 4336 0000 Fax: +91 22 6713 2447 E-mail: coffeeday.ipo@kotak.com Investor grievance E-mail: kmccredressal@kotak.com Website: www.investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	**Citigroup Global Markets India Private Limited** 1202, 12th Floor, First International Financial Center, G-Block Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: +91 22 6175 9999 Fax: +91 22 6175 9961 E-mail: coffeeday.ipo@citi.com Investor grievance E-mail: investors.cgmib@citi.com Website: http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm Contact Person: Udayan Kejriwal SEBI Registration No.: INM000010718

Morgan Stanley India Company Private Limited
18F/ 19F, Tower 2, One Indiabulls Centre
841, Senapati Bapat Marg, Mumbai 400 013
Tel: +91 22 6118 1770
Fax: +91 22 6118 1040
E-mail: coffeeday_ipo@morganstanley.com
Investor grievance E-mail:
investors_india@morganstanley.com
Website: http://www.morganstanley.com/about-us/global-offices/india/
Contact Person: Najmuddin Saqib
SEBI Registration No.: INM000011203

Book Running Lead Managers

Axis Capital Limited

1st Floor, Axis House
C-2, Wadia International Centre, P.B. Marg
Worli, Mumbai 400 025
Tel: + 91 22 4325 2183
Fax : +91 22 4325 3000
E-mail: ccdipo@axiscap.in
Investor grievance E-mail: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact person: Lohit Sharma
SEBI registration number: INM000012029

Edelweiss Financial Services Limited

14th Floor, Edelweiss House, Off. C.S.T. Road, Kalina
Mumbai 400 098
Tel: +91 22 4009 4400
Fax: +91 22 4086 3610
E-mail: ccd.ipo@edelweissfin.com
Investor grievance E-mail:
customerservice.mb@edelwesissfin.com
Website: www.edelweissfin.com
Contact Person: Amit Sood
SEBI Registration No.: INM0000010650

YES Bank Limited
YES Bank Tower, IFC 2, 18th Floor
Senapati Bapat Marg, Elphinstone (W)
Mumbai 400 013
Tel: +91 22 3366 9000
Fax: +91 22 2421 4508
E-mail: ccdipo@yesbank.in
Investor grievance E-mail: merchantbanking@yesbank.in
Website: www.yesbank.in
Contact Person: Dhruvin Mehta
SEBI Registration No.: INM000010874

Adviser to the Issue

IDFC Securities Limited
Naman Chambers, C-32, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Tel : +91 22 6622 2600
Fax : +91 22 6622 2501
Email : ccd.ipo@idfc.com
Website: www.idfccapital.com
Contact Person: Akshay Bhandari
SEBI Registration No.: INM000011336

Syndicate Members

[●]

Domestic Legal Counsel to the Company

Cyril Amarchand Mangaldas
201, Midford House, Midford Garden
Off M.G. Road
Bengaluru - 560 001

Karnataka, India Tel: +91 80 2558 4870 Fax: +91 80 2558 4266
Domestic Legal Counsel to the GCBRLMs and the BRLMs
AZB & Partners AZB House Plot No. A8, Sector-4 Noida 201 301 Tel: +91 120 417 9999 Fax: +91 120 417 9900 AZB House 67/ 4, 4th Cross, Lavelle Road Bengaluru 560 001 Tel: +91 80 4240 0500 Fax: +91 80 2221 3947
International Legal Counsel to the GCBRLMs and the BRLMs
Baker & McKenzie.Wong & Leow 8 Marina Boulevard #05-01 Marina Bay Financial Centre Tower 1 Singapore 018981 Tel: +65 6338 1888 Fax: +65 6337 5100
Auditors to the Company
B S R & Co. LLP Chartered Accountants Maruti Infotech Centre 11-12/ 1, Inner Ring Road Koramangala Bengaluru 560 071 E-mail: ssachdev@bsraffiliates.com Tel: +91 80 3980 6000 Fax: +91 80 3980 6999 Firm Registration No.: 12901W
Registrar to the Issue
Link Intime India Private Limited C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai 400 078 Tel: +91 22 6171 5400 Fax: +91 22 2596 0329 E-mail: ccd.ipo@linkintime.co.in Investor grievance E-mail: ccd.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Sachin Achar SEBI Registration No.: INR000004058
Bankers to the Issue and/ or Escrow Collection Banks
[●]
Refund Bankers
[●]

Bankers to our Company

Corporation Bank
114, M.G. Road
Bengaluru 160001
Tel: +91 80 2558 8435, 2558 9879
Fax: +91 80 2532 3358
E-mail: cb341@corpbank.co.in
Website: www.corpbank.com
Contact Person: H Panduranga Mallya

Karnataka Bank Limited
P.B.No. 599, Mahaveera Circle
Kankanady
Mangaluru 575002
Tel: +91 824 222 8182
Fax: +91 824 222 5588
E-mail: comsec@ktkbank.com, balachandra@ktkbank.com
Website: www.karnatakabank.com
Contact Person: Y V Balachandra

Axis Bank Limited
Bengaluru Main Branch
No. 9, Esquire Centre, M.G. Road
Bengaluru 560001
Tel: +91 80 2537 0630, 809550 0092
Fax: +91 80 2555 9444
E-mail: banglore.operationshead@axisbank.com, banglore.branchhead@axisbank.com
Website: http: www.axisbank.com
Contact Person: Branch operations head/ Branch head

State Bank of Mysore
#383, 12th Main, 100 Feet Road
HAL II Stage
Indiranagar, Bengaluru 560008
Tel: +91 80 2528 3525
Fax: +91 80 2529 9085
E-mail: hal2stg@sbm.co.in
Website: www.statebankofmysore.co.in
Contact Person: H L Hareesh

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries. For details of the Designated Branches which shall collect Bid cum Application Forms from the ASBA Bidders, please refer to the above-mentioned link. Further, the branches of the SCSBs where the Syndicate at the Specified Locations could submit the Bid cum Application Form is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries.

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and E-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively as updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of SEBI (www.sebi.gov.in) and updated from time to time.

Experts

Except as stated below, our Company has not obtained any expert opinions:

i) Our Company has received written consent from the Statutory Auditors namely, B S R & Co. LLP, Chartered Accountants, to include its name as an expert under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the report dated May 12, 2015 on the Restated Financial Information of our Company, report dated May 5, 2015 on the Restated Consolidated Financial Information of CDGL and the statement of tax benefits dated May 12, 2015, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus; and

ii) Our Company has received written consent from architect namely, JM Associates, to include its name as an expert under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the report dated April 15, 2015 on the various properties which have been developed or have the potential of being developed by TDL and relevant extracts of which are included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with the SEBI ICDR Regulations.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an issue of Equity Shares, there is no credit rating for the Issue.

Trustees

As this is an issue of Equity Shares, the appointment of trustees is not required.

Inter-se Allocation of Responsibilities:

The following table sets forth the inter-se allocation of responsibilities for various activities among the GCBRLMs and the BRLMs for the Issue:

Sr. No.	Activities	Responsibility	Co-ordinator
1.	Capital structuring with relative components and formalities	GCBRLMs and the BRLMs	Kotak
2.	Drafting and approval of all statutory advertisements	GCBRLMs and the BRLMs	Kotak
3.	Due diligence of our Company including its operations/ management/ business/ plans/ legal, etc. Drafting and design of the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The GCBRLMs and the BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, the RoC and SEBI including finalisation of the Prospectus and RoC filing.	GCBRLMs and the BRLMs	Kotak
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned above, including corporate advertising, brochures, etc.	GCBRLMs and the BRLMs	Citi
5.	Appointment of Bankers to the Issue	GCBRLMs and the BRLMs	Kotak
6.	Appointment of Registrar to the Issue and other intermediaries including printers, advertising agency	GCBRLMs and the BRLMs	Citi
7.	Marketing and road show presentation	GCBRLMs and the BRLMs	MS
8.	Retail and Non-institutional marketing of the Issue, which will cover,	GCBRLMs and	Kotak

Sr. No.	Activities	Responsibility	Co-ordinator
	inter alia: • Finalising media, marketing and public relations strategy; • Finalising centre for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Issue material including forms, the Prospectus and deciding on the quantum of Issue material; and • Finalising collection centres	the BRLMs	
9.	International Institutional marketing of the Issue, which will cover, *inter alia*: • Finalising the list and division of investors for one to one meetings, institutional allocation	GCBRLMs	MS
10.	Domestic Institutional marketing of the Issue, which will cover, *inter alia*: • Finalising the list and division of investors for one to one meetings, institutional allocation	GCBRLMs	Kotak
11.	Pricing, managing the book and allocation to QIB Bidders	GCBRLMs and the BRLMs	MS
12.	Co-ordination with the Stock Exchanges for book-building process including software, bidding terminals, etc.	GCBRLMs and the BRLMs	Citi
13.	Post-Bidding activities including management of escrow accounts, co-ordinating, underwriting, co-ordination of non-institutional allocation, announcement of allocation and dispatch of refunds to Bidders, etc. The post-Issue activities will involve essential follow up steps, including the finalisation of trading, dealing of instruments, and demat of delivery of shares with the various agencies connected with the work such as the Registrar to the Issue, the Bankers to the Issue, the bank handling refund business and SCSBs. The GCBRLMs and BRLMs shall be responsible for ensuring that these agencies fulfill their functions and discharge this responsibility through suitable agreements with our Company.	GCBRLMs and the BRLMs	Citi

Book Building Process

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company, in consultation with the GCBRLMs and the BRLMs, and advertised in [●] editions of [●], [●] editions of [●] and [●] editions of [●] (which are widely circulated English, Hindi and Kannada newspapers, Kannada being the regional language of Karnataka, where our Registered Office is located) at least five Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of upload on its website. The Issue Price shall be determined by our Company in consultation with the GCBRLMs and the BRLMs after the Bid/ Issue Closing Date in accordance with the Book Building Process. The principal parties involved in the Book Building Process are:

- our Company;
- the GCBRLMs and the BRLMs;

- the Syndicate Members;
- the SCSBs;
- the Registered Brokers;
- the Registrar to the Issue; and
- the Escrow Collection Bank(s).

In terms of Rule 19(2)(b)(iii) of the SCRR, this is an Issue for at least 10% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be Allotted on a proportionate basis to QIBs, provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price, in accordance with the SEBI ICDR Regulations. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, [●] Equity Shares aggregating up to ₹150 million shall be made available for allocation on a proportionate basis to the Eligible Employees bidding in the Employee Reservation Portion, subject to valid bids being received at or above Issue Price. Under subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories (including the Employee Reservation Portion) at the discretion of our Company, the GCBRLMs, the BRLMs and the Designated Stock Exchange.

QIBs (excluding Anchor Investors) and Non-Institutional Bidders can participate in the Issue only through the ASBA process and Retail Individual Investors and Eligible Employees bidding in the Employee Reservation Portion have the option to participate through the ASBA process. Anchor Investors are not permitted to participate through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Issue Period and withdraw their Bids until finalisation of the Basis of Allotment. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Issue Period. Allocation to the Anchor Investors will be on a discretionary basis. For further details, see sections “Issue Structure” and “Issue Procedure” on pages 453 and 459, respectively.

Our Company will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, our Company has appointed the GCBRLMs and the BRLMs to manage the Issue and procure purchases for the Issue.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

Illustration of Book Building Process and Price Discovery Process

Investors should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes bidding by Anchor Investors.

Bidders can bid at any price within the price band. For instance, assume a price band of ₹20 to ₹24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at bidding centres during the bidding period. The illustrative book given below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	24	500	16.7%
1,000	23	1,500	50.0%
1,500	22	3,000	100.0%
2,000	21	5,000	166.7%
2,500	20	7,500	250.0%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, *i.e.*, ₹22 in the above example. The issuer, in consultation with the book running lead managers, will finalise the issue price at or below such cut-off price, *i.e.*, at or below ₹22. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by Bidders for Bidding:

1. Check eligibility for making a Bid (see section "Issue Procedure – Who Can Bid?" on page 461);

2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

3. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the State of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for Bids of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. In accordance with the SEBI ICDR Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction (see section "Issue Procedure" on page 459);

4. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the electronic bidding of the Stock Exchanges by the Syndicate, the SCSBs or the Registered Brokers, as the case may be, match with the DP ID, Client ID and PAN available in the Depository database;

5. Ensure that the Bid cum Application Form is duly completed as per the instructions given in the Red Herring Prospectus and in the Bid cum Application Form;

6. Bids by QIBs (except Anchor Investors) and the Non-Institutional Investors shall be submitted only through the ASBA process;

7. Bids by non-ASBA Bidders will have to be submitted to the Syndicate (or their authorised agents) at the bidding centres or the Registered Brokers at the Broker Centres; and

8. Bids by ASBA Bidders will have to be submitted to the Designated Branches or the Syndicate in the Specified Locations or the Registered Brokers at the Broker Centres in physical form. It may also be submitted in electronic form to the Designated Branches of the SCSBs only. ASBA Bidders should ensure that the ASBA accounts have adequate credit balance at the time of submission to the SCSB or the Syndicate or the Registered Brokers to ensure that the Bid cum Application Form submitted by the ASBA Bidders is not rejected. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

For further details for the method and procedure for Bidding, see section "Issue Procedure" on page 459.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Underwriting Agreement

After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the GCBRLMs and the BRLMs will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations. The Underwriting Agreement is dated [●] and has been approved by our Board of Directors/ committee of Directors. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.).

Name, address, telephone number, fax number and E-mail address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in millions)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]

The above-mentioned is indicative underwriting and will be finalised after pricing and actual allocation and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors (based on certificates provided by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors/ committee of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchases for or purchase of the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC.

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Draft Red Herring Prospectus is set forth below:

(In ₹, except share data)

		Aggregate value at face value	Aggregate value at Issue Price
A	**AUTHORIZED SHARE CAPITAL**[(1)]		
	270,584,000 Equity Shares of ₹10 each	2,705,840,000	
	3,500,000 0.001% Compulsorily Convertible Preference Shares of ₹10 each	35,000,000	
	Total	**2,740,840,000**	
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE**[(2)]		
	116,732,408 Equity Shares of ₹10 each	1,167,324,080	
	1,357,410 0.001% Compulsorily Convertible Preference Shares of ₹10 each[(3)]	13,574,100	
	Total	1,18,08,98,180	
C	**PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Issue of up to [●] Equity Shares aggregating to ₹11,500 million[(4)]	[●]	11,500,000,000
	Which consists of		
	Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹150 million	[●]	150,000,000
	Net Issue to the public of up to [●] Equity Shares	[●]	11,350,000,000
D	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	6,041,232,157	
	After the Issue	[●]	
E	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER CONVERSION OF THE COMPULSORILY CONVERTIBLE PREFERENCE SHARES AND DEBENTURES** [(5)]		
	[●] Equity Shares	[●]	
F	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE**		
	[●] Equity Shares	[●]	

(1) *For details in relation to the changes in the authorised share capital of our Company, see section "History and Certain Corporate Matters" on page 212 .*

(2) *Pursuant to our Board resolutions dated March 30, 2010 and March 31, 2010, our Company has issued and allotted 27,160,000 and 35,998,232 compulsorily convertible debentures of ₹100 each ("**CCD**") to KKR Mauritius PE Investments II Limited and Arduino Holdings Limited, respectively. Pursuant to an agreement dated May 5, 2015 entered into between Arduino Holdings Limited and NLS Mauritius LLC, Arduino Holdings Limited has transferred the CCD held by them to NLS Mauritius LLC. KKR Mauritius PE Investments II Limited will convert the 27,160,000 CCD into 17,826,912 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC. NLS Mauritius LLC will convert the 35,998,232 CCD into 22,412,192 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC. For further details, see section "History and Certain Corporate Matters – Summary of Key Agreements" on page 216. The details of the conversion price will be updated in the Red Herring Prospectus prior to filing with the RoC.*

(3) *Pursuant to our Board resolution dated February 10, 2010, our Company has issued and allotted 1,357,410 0.001% compulsorily convertible preference shares of face value of ₹10 each ("**CCPS**") at a premium of ₹1,758.07 per preference share to Standard Chartered Private Equity (Mauritius) II Limited. Standard Chartered Private Equity (Mauritius) II Limited will convert the CCPS into 13,969,232 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC. For further details, see section "History and Certain Corporate Matters – Summary of Key Agreements" on page 216. The details of the conversion price will be updated in the Red Herring Prospectus prior to filing with the RoC.*

(4) *The Issue has been authorised by the Board of Directors and the Shareholders, pursuant to their resolutions dated May 5, 2015 and May 8, 2015, respectively.*

(5) *The CCPS held by Standard Chartered Private Equity (Mauritius) II Limited and the CCD held by KKR Mauritius PE Investments II Limited and NLS Mauritius LLC shall be converted into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC as follows:*

Sr. No.	***Name of the Investor***	***At DRHP (CCPS/ CCD)***	***Before filing of RHP (number of equity shares to be issued on conversion)***
	CCPS		
1	*Standard Chartered Private Equity (Mauritius) II Limited*	*1,357,410*	*13,969,232*
	CCD		
1	*KKR Mauritius PE Investments II Limited*	*27,160,000*	*17,826,912*
2	*NLS Mauritius LLC*	*35,998,232*	*22,412,192*
	TOTAL	***63,158,232***	***40,239,104***

Notes to the Capital Structure

1. Equity Share Capital History of our Company

(a) The history of the Equity Share capital of our Company is provided in the following table:

Date of Allotment	**No. of Equity Shares Allotted**	**Face Value (₹)**	**Issue price per Equity Share (₹)**	**Nature of consideration**	**Reason for allotment**	**Cumulative Number of Equity Shares**	**Cumulative Paid-up Equity Share Capital (₹)**	**Cumulative Share Premium (₹)**
June 15, 2008	1,000,000	10	10.00	Cash	Initial subscribers to the Memorandum of Association (1)	1,000,000	10,000,000	Nil
July 15, 2008	11,653,806	10	72.00	Cash	Allotment of Equity Shares (2)	12,653,806	126,538,060	722,535,972.00
January 22, 2010	921,783	10	1,768.31	Cash	Allotment of Equity Shares (3)	13,575,589	135,755,890	2,343,316,238.73
March 30, 2010	500,000	10	1,768.00	Cash	Allotment of Equity Shares (4)	14,075,589	140,755,890	3,222,316,238.73
March 31, 2010	100	10	1,768.00	Cash	Allotment of Equity Shares (5)	14,075,689	140,756,890	3,222,492,038.73
October 11, 2012	171,038	10	2,631.00	Cash	Allotment of Equity Shares (6)	1,42,46,727	142,467,270	3,670,782,636.73
March 2, 2015	344,824	10	2,900.00	Cash	Allotment of Equity Shares (7)	14,591,551	145,915,510	4,667,323,996.73
May 8, 2015	102,140,857	10	NA	Other than cash	Bonus (8)	116,732,408	1,167,324,080	3,645,915,426.73
Total	**116,732,408**	10						

(1) *480,000 Equity Shares were allotted to V.G. Siddhartha, 30,000 Equity Shares were allotted to Malavika Hegde, 25,000 Equity Shares were allotted to S.V. Gangaiah Hegde, 25,000 Equity Shares were allotted to Vasanthi Hegde, 120,000 Equity Shares were allotted to Gonibedu Coffee Estates Private Limited (formerly known as Sivan Securities (Manglore) Private Limited), 120,000 Equity Shares were allotted to Coffeee Day Consolidations Private Limited, 90,000 Equity Shares were allotted to Devadarshini Info Technologies Private Limited and 110,000 Equity Shares were allotted to Sivan Securities Private Limited. These allotments were made pursuant to conversion of partner's capital into Equity Share*

capital upon conversion of the partnership firm Coffeeday Holding Co. to a private limited company under Part IX of the Companies Act, 1956.

(2) *5,555,415 Equity Shares were allotted to V.G. Siddhartha, 335,388 Equity Shares were allotted to Malavika Hegde, 299,349 Equity Shares were allotted to S.V. Gangaiah Hegde, 301,438 Equity Shares were allotted to Vasanthi Hegde, 1,413,552 Equity Shares were allotted to Coffee Day Consolidations Private Limited, 1,393,055 Equity Shares were allotted to Devadarshini Info Technologies Private Limited, 1,091,721 Equity Shares were allotted to Sivan Securities Private Limited and 1,263,888 Equity Shares were allotted to Gonibedu Coffee Estates Private Limited. These allotments were made pursuant to conversion of partner's capital into Equity Share capital upon conversion of the partnership firm Coffeeday Holding Co. to a private limited company under Part IX of the Companies Act, 1956.*

(3) *921,783 Equity Shares were allotted to Sivan Securities Private Limited.*

(4) *500,000 Equity Shares were allotted to KKR Mauritius PE Investments II Limited pursuant to subscription agreement dated March 12, 2010.*

(5) *100 Equity shares were allotted to NLS Mauritius LLC pursuant to subscription agreement dated March 27, 2010.*

(6) *171,038 Equity Shares were allotted to Bennett Coleman & Company Limited.*

(7) *258,620 Equity Shares were allotted to Nandan Nilekani, 34,482 Equity Shares to Rare Enterprises, 34,482 Equity Shares to Derive Investments, 10,344 Equity Shares to Ramesh Damani and 6,896 Equity Shares to Ketan Sheth & Sonal K Sheth.*

(8) *Bonus issue in the ratio of 1:7 authorised by our Shareholders through a resolution passed on May 8, 2015, undertaken through the capitalisation of the general reserve and securities premium account.*

(b) The history of preference share capital of our Company is provided in the following table:

Date of Allotment	No. of Preference Shares Allotted	Face Value (₹)	Issue price per Preference Share (₹)	Consideration	Reason for allotment	Cumulative Number of Preference Shares	Cumulative Paid-up Preference Share Capital (₹)	Cumulative Preference Share Premium (₹)
February 10, 2010	1,357,410	10	1,768.07	Cash	Allotment of CCPS (1)	1,357,410	13,574,100	2,386,421,798.70
April 27, 2012	282,806	10	1,768.00	Cash	Allotment of Series A and Series B NCRPS (2)	1,640,216	16,402,160	2,883,594,746.70

(1) *1,357,410 0.001% CCPS were allotted to Standard Chartered Private Equity (Mauritius) II Limited pursuant to the share subscription cum shareholders agreement dated February 5, 2010. These CCPS will be converted into 13,969,232 Equity Shares prior to filing of RHP with RoC.*

(2) *115,402 0.001% Series A and 167,404 0.001% Series B NCRPS were allotted to Aten Portfolio Managers Private Limited. Pursuant to the Board resolution dated May 12, 2015, our Company has redeemed the 115,402 0.001% Series A and 167,404 0.001% Series B NCRPS allotted to Aten Portfolio Managers Private Limited.*

(c) The table below sets forth the details of the Equity Shares issued by our Company at a price which may be lower than the Issue Price during a period of one year preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Date of Allotment	No. of Equity Shares	Face Value	Issue price	Nature of Consideration	Reason for allotment	Allottees
1.	May 8, 2015	102,140,857	10	NA	Other than cash	Bonus	(1)

(1) *V.G.Siddhartha, Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, Gonibedu Coffee Estates Private Limited, Coffeee Day Consolidations Private Limited, Devadarshini Info Technologies Private Limited, Sivan Securities Private Limited, KKR Mauritius PE Investments II Limited, NLS Mauritius LLC, Bennett Coleman & Company Limited, Nandan Nilekani, Rare Enterprises, Derive Investments, Ramesh Damani, Ketan Sheth & Sonal K Sheth, Aditya Birla Private Equity Trust, Amara Jyothirmaye, Kanchana A R, Geetha Sadananda, Arati Jayaraj Hubli and Shanti Sankaranarayanan.*

2. Issue of Equity Shares for consideration other than cash

(a) Our Company has not issued any Equity Shares out of revaluation reserves.

(b) Our Company has made a bonus issue of Equity Shares to our existing Shareholders. Details of the bonus issue are as follows:

Date of Allotment	Number of Equity Shares Allotted	Face Value (₹)	Issue price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company	Source out of which bonus Shares issued
May 8, 2015	102,140,857	10	NA	Other than cash	Bonus[(1)]	Capitalisation of general reserve and securities premium account

[(1)] *Bonus issue in the ratio of 1:7 authorised by our Shareholders through a resolution passed on May 8, 2015, undertaken through the capitalisation of the general reserve and securities premium account.*

3. History of the Equity Share Capital held by our Promoter

As on the date of this Draft Red Herring Prospectus, our Promoter holds 63,945,904 Equity Shares, equivalent to 54.78% of the issued, subscribed and paid-up pre-Issue Equity Share capital of our Company.

(a) *Build-up of our Promoter's shareholding in our Company*

Set forth below is the build-up of the shareholding of our Promoter since incorporation of our Company:

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/ Transfer Price per Equity Share (₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
V.G. Siddhartha	June 15, 2008	Initial subscriber to the Memorandum of Association	480,000	Cash	10	10	0.41	[●]
	July 15, 2008	Allotment of Equity shares	5,555,415	Cash	10	72	4.76	[●]
	December 16, 2011	Transfer from Sivan Securities Private Limited	1,900,000	Cash	10	691.83	1.63	[●]
	June 18, 2012	Transfer from Sivan Securities Private Limited	100,000	Cash	10	1,768.32	0.09	[●]
	December 10, 2013	Transfer to Aditya Birla Private Equity Trust	(100)	Cash	10	2,631.00	(0.00)*	[●]
	January 12, 2015	Transfer to Amara Jyothirmaye	(10,519)	Cash	10	490.00	(0.01)	[●]
	January 12, 2015	Transfer to Kanchana A R	(5,260)	Cash	10	490.00	(0.00)*	[●]
	January 12, 2015	Transfer to Geetha Sadananda	(10,519)	Cash	10	490.00	(0.01)	[●]
	January 12, 2015	Transfer to Arati Jayaraj Hubli	(10,519)	Cash	10	490.00	(0.01)	[●]
	January 21, 2015	Transfer to Shanti Sankaranarayanan	(5,260)	Cash	10	490.00	(0.00)*	[●]
	May 8, 2015	Bonus issue[(1)]	55,952,666	Other than cash	10	NA	47.93	
	Total		**63,945,904**				**54.78**	**[●]**

** Less than 0.01%*

[(1)] *Bonus issue in the ratio of 1:7 authorised by our Shareholders through a resolution passed on May 8, 2015, undertaken through the capitalisation of the general reserve and securities premium account.*

All the Equity Shares held by the Promoter were fully paid-up on the respective dates of acquisition of such Equity Shares. Our Promoter has confirmed to our Company, the GCBRLMs and the BRLMs that the Equity Shares held by our Promoter, which shall be locked-in for a period of three years as Promoters' contribution, have been allotted pursuant to bonus issue authorised by Board resolution dated May 8, 2015 and no loans or financial assistance from any bank or financial institution has been availed by him for this purpose.

(b) *Shareholding of our Promoter and Promoter Group*

S. No.	Name of the Shareholder	Pre-Issue		Post-Issue	
		No. of Equity Shares	%	No. of Equity Shares	%
1.	V.G. Siddhartha	63,945,904	54.78	63,945,904	[●]
2.	Devadarshini Info Technologies Private Limited	12,408,440	10.63	12,408,440	[●]
3.	Coffee Day Consolidations Private Limited	12,268,416	10.51	12,268,416	[●]
4.	Gonibedu Coffee Estates Private Limited	11,071,104	9.48	11,071,104	[●]
5.	Malavika Hegde	2,923,104	2.50	2,923,104	[●]
6.	Vasanthi Hegde	2,611,504	2.24	2,611,504	[●]
7.	S.V. Gangaiah Hegde	2,594,792	2.22	2,594,792	[●]
8.	Sivan Securities Private Limited	444,032	0.38	444,032	[●]
	Total	**10,82,67,296**	**92.74**	**10,82,67,296**	[●]

(c) *Details of Promoter's contribution and lock-in*:

- Pursuant to Regulations 32 and 36 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter shall be locked in for a period of three years from the date of Allotment and our Promoter's shareholding in excess of 20% shall be locked in for a period of one year from date of allotment.

- As on the date of this Draft Red Herring Prospectus, our Promoter holds 63,945,904 Equity Shares in our Company.

- Details of the Equity Shares to be locked-in for three years are as follows:

Name	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of post-Issue paid-up capital (%)	Date up to which the Equity shares are subject to lock-in
V.G. Siddhartha	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total						[●]		

- The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from the person defined as 'promoter' under the SEBI ICDR Regulations. Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter's contribution in terms of Regulation 33 of SEBI ICDR Regulations.

- In terms of Regulation 37 of the SEBI ICDR Regulations, our entire pre-Issue equity share capital, save and except the Equity Shares held by Standard Chartered Private Equity (Mauritius) II Limited, upon conversion of CCPS, as a foreign venture capital investor, and by Aditya Birla Private Equity Trust, as a venture capital fund, held by persons including the Promoter will be locked-in for a period of one year from the date of Allotment in this Issue, except for the minimum Promoter's contribution which shall be locked in for a period of three years from the date of Allotment in this Issue.

- In this connection, we confirm the following:

  - The Equity Shares offered for Promoter's contribution (a) have not been acquired in the last three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (b) bonus shares out of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;

  - The Promoter's contribution does not include any Equity Shares acquired during the preceding one year and at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

  - All the Equity Shares of our Company held by the Promoter are in dematerialised form; and

  - The Equity Shares forming part of the Promoter's contribution are not pledged with any creditor.

(d) *Other lock-in requirements:*

In addition to the 20% of the fully diluted post-Issue shareholding of our Company held by our Promoter and locked in for three years as specified above, the entire pre-Issue equity share capital of our Company will be locked in for a period of one year from the date of Allotment, save and except for, pursuant to the provisions of Regulation 37(b) of the SEBI ICDR Regulations, the Equity Shares held by Standard Chartered Private Equity (Mauritius) II Limited, upon conversion of CCPS, as a foreign venture capital investor and Aditya Birla Private Equity Trust, as a venture capital fund.

Pursuant to Regulation 39 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter which are locked-in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

Our Promoter has provided personal guarantees, security and collateral such as pledge of equity shares of our Promoter Group companies namely, CDCPL, DITPL and GCEPL, and has also provided a commitment to create a pledge on our Equity Shares one year from the date of listing and upon expiry of the statutory lock-in, in compliance with applicable laws, to secure such loans availed by our Promoter Group companies.

The Equity Shares held by our Promoter which are locked-in may be transferred to and among the Promoter Group or to any new promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

The Equity Shares held by persons other than our Promoter and locked-in for a period of one year from the date of Allotment in the Issue may be transferred to any other person holding the Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.

If any Equity Shares are allotted to Anchor Investor in Anchor Investor Portion, then such Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

4. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of filing of this Draft Red Herring Prospectus and as adjusted for the Issue:

Category code	Category of shareholder	Pre-Issue						Post-Issue					
		Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered	Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered
					As a % of (A + B)	As a % of (A + B + C)					As a % of (A + B)	As a % of (A + B + C)	
(A)	**Promoter and Promoter Group**												
(1)	**Indian**												
(a)	Individuals/ Hindu Undivided Family	4	72,075,304	72,075,304	61.74	61.74	-	4	72,075,304	72,075,304	[•]	[•]	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	4	36,191,992	36,191,992	31.00	31.00	-	4	36,191,992	36,191,992	[•]	[•]	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	**8**	**108,267,296**	**108,267,296**	**92.75**	**92.75**	-	**8**	**108,267,296**	**108,267,296**	[•]	[•]	-
(2)	**Foreign**												
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**8**	**108,267,296**	**108,267,296**	**92.75**	**92.75**	-	**8**	**108,267,296**	**108,267,296**	[•]	[•]	-
(B)	**Public shareholding**												
(1)	**Institutions**												
(a)	Mutual Funds/ UTI	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
(b)	Financial Institutions/ Banks	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
(d)	Venture Capital Funds	1	800	800	0.00	0.00	-	[•]	[•]	[•]	[•]	[•]	-
(e)	Insurance Companies	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
(g)	Foreign	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-

Category code	Category of shareholder	Pre-Issue						Post-Issue					
		Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered	Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered
					As a % of (A + B)	As a % of (A + B + C)					As a % of (A + B)	As a % of (A + B + C)	
	Venture Capital Investors												
(h)	Qualified Foreign Investor	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
(i)	Any Other (specify)	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
	Sub-Total (B)(1)	**1**	**800**	**800**	**0.00**	**0.00**	-	[•]	[•]	[•]	[•]	[•]	-
(2)	**Non-institutions**												
(a)	Bodies Corporate	1	1,368,304	1,368,304	1.17	1.17	-	[•]	[•]	[•]	[•]	[•]	-
(b)	Individuals	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
(i)	Individual shareholders holding nominal share capital up to ₹1 lakh.	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
(ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh.	8	2,543,496	2,543,496	2.18	2.18	-	[•]	[•]	[•]	[•]	[•]	-
(c)	Any Other (specify) –						-	[•]	[•]	[•]	[•]	[•]	-
	Foreign Corporate Bodies	2	4,000,800	4,000,800	3.43	3.43							
	Partnerships	2	551,712	551,712	0.47	0.47							
	Directors & their Relatives & Friends	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
	Sub-Total (B)(2)	**13**	**8,464,312**	**8,464,312**	**7.25**	**7.25**	-	[•]	[•]	[•]	[•]	[•]	-
	Total Public Shareholding (B)= (B)(1)+(B)(2)	**14**	**8,465,112**	**8,465,112**	**7.25**	**7.25**	-	[•]	[•]	[•]	[•]	[•]	-
	TOTAL (A)+(B)	**22**	**116,732,408**	**116,732,408**	**100**	**100**	-	[•]	[•]	[•]	[•]	[•]	-
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**							[•]	[•]	[•]	[•]	[•]	-
(1)	Promoter and Promoter Group	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
(2)	Public	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	-
	TOTAL (A)+(B)+(C)	**22**	**116,732,408**	**116,732,408**	**100**	**100**	-	[•]	[•]	[•]	[•]	[•]	-

5. **The list of Public Shareholders holding more than 1% of the pre-Issue paid up Equity Shares capital of our Company as on the date of filing of this Draft Red Herring Prospectus is as follows:**

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1.	KKR Mauritius PE Investments II Limited	4,000,000	3.43
2.	Nandan Nilekani	2,068,960	1.77

3.	Bennett Coleman & Company Limited	1,368,304	1.17
	Total	**7,437,264**	**6.37**

6. **The list of top 10 Shareholders of our Company and the number of Equity Shares held by them as on the date of this Draft Red Herring Prospectus, 10 days before the date of filing and two years prior to the date of filing of this Draft Red Herring Prospectus are set forth below:**

(a) The top 10 Shareholders as on the date of filing of this Draft Red Herring Prospectus are as follows:

S.No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1.	V.G. Siddhartha	63,945,904	54.78
2.	Devadarshini Info Technologies Private Limited	12,408,440	10.63
3.	Coffee Day Consolidations Private Limited	12,268,416	10.51
4.	Gonibedu Coffee Estates Private Limited	11,071,104	9.48
5.	KKR Mauritius PE Investments II Limited	4,000,000	3.43
6.	Malavika Hegde	2,923,104	2.50
7.	Vasanthi Hegde	2,611,504	2.24
8.	S. V. Gangaiah Hegde	2,594,792	2.22
9.	Nandan Nilekani	2,068,960	1.77
10.	Bennett Coleman & Company Limited	1,368,304	1.17
	Total	**115,260,528**	**98.74**

(b) The top 10 Shareholders 10 days prior to the date of filing of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1.	V.G. Siddhartha	63,945,904	54.78
2.	Devadarshini Info Technologies Private Limited	12,408,440	10.63
3.	Coffee Day Consolidations Private Limited	12,268,416	10.51
4.	Gonibedu Coffee Estates Private Limited	11,071,104	9.48
5.	KKR Mauritius PE Investments II Limited	4,000,000	3.43
6.	Malavika Hegde	2,923,104	2.50
7.	Vasanthi Hegde	2,611,504	2.24
8.	S. V. Gangaiah Hegde	2,594,792	2.22
9.	Nandan Nilekani	2,068,960	1.77
10.	Bennett Coleman & Company Limited	1,368,304	1.17
	Total	**115,260,528**	**98.74**

(c) The top 10 Shareholders two years prior to the date of filing of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1.	V.G. Siddhartha	8,035,415	56.40
2.	Devadarshini Info Technologies Private Limited	1,551,055	10.89
3.	Coffee Day Consolidations Private Limited	1,533,552	10.76
4.	Gonibedu Coffee Estates Private Limited	1,383,888	9.71
5.	KKR Mauritius PE Investments II Limited	500,000	3.51
6.	Malavika Hegde	365,388	2.56
7.	Vasanthi Hegde	326,438	2.29
8.	S. V. Gangaiah Hegde	324,349	2.28
9.	Bennett Coleman & Company Limited	171,038	1.20
10.	Sivan Securities Private Limited	55,504	0.39
	Total	**14,246,627**	**100.00**

7. **Details of Equity Shares held by our Directors and Key Management Personnel**

Set out below are details of the Equity Shares held by our Directors and Key Managerial Personnel in our Company:

S. No.	Name	No. of Equity Shares	Pre-Issue (%)	Post-Issue (%)
1.	V.G. Siddhartha	63,945,904	54.78	[●]
2.	Malavika Hegde	2,923,104	2.50	[●]

8. Our Promoter, Promoter Group or Directors have not purchased/ subscribed or sold any securities of our Company within three years immediately preceding the date of filing this Draft Red Herring Prospectus with the SEBI which in aggregate is equal to or greater than 1% of pre-Issue capital of our Company.

9. As on the date of this Draft Red Herring Prospectus, GCBRLMs and the BRLMs and their respective associates do not hold any Equity Shares in our Company.

10. As on the date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956.

11. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

12. No payment, direct or indirect in the nature of discount, commission and allowance or otherwise shall be made either by us or our Promoter to the persons who receive Allotment.

13. Our Company currently does not have any employee stock option scheme.

14. [●] Equity Shares aggregating up to ₹150 million constituting [●]% of the Issue, have been reserved for allocation to Eligible Employees bidding in the Employee Reservation Portion, subject to valid Bids being received at or above Issue Price and subject to a maximum Bid Amount by each Eligible Employee not exceeding ₹200,000. Only Eligible Employees bidding in the Employee Reservation Portion are eligible to apply in the Issue under the Employee Reservation Portion on a competitive basis. Bids by Eligible Employees bidding in the Employee Reservation Portion could also be made in the Net Issue and such Bids would not be treated as multiple Bids. The Employee Reservation Portion would not exceed 5% of the post- Issue capital of our Company.

15. Except as disclosed below, none of the members of our Promoter Group or our Promoter or our Directors and their immediate relatives have purchased or sold any Equity Shares of the Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus with the SEBI:

(in ₹, except number of Equity Shares)

Date	Transferor	Transferee details	Number of Equity Shares	Price per Security
January 12, 2015	V.G. Siddhartha	Transfer to Amara Jyothirmaye	10,519	490
	V.G. Siddhartha	Transfer to Kanchana A R	5,260	490
	V.G. Siddhartha	Transfer to Geetha Sadananda	10,519	490
	V.G. Siddhartha	Transfer to Arati Jayaraj Hubli	10,519	490
January 21, 2015	V.G. Siddhartha	Transfer to Shanti Sankaranarayanan	5,260	490

16. As of the date of the filing of this Draft Red Herring Prospectus, the total number of our Shareholders is 22.

17. Neither our Company nor our Directors have entered into any buy-back and/ or standby arrangements for purchase of Equity Shares from any person. Further, the GCBRLMs and the BRLMs have not made any buy-back and/ or standby arrangements for purchase of Equity Shares from any person.

18. All Equity Shares issued pursuant to the Issue will be fully paid up at the time of Allotment and there are no partly paid up Equity Shares as on the date of this Draft Red Herring Prospectus.

19. Any oversubscription to the extent of 10% of the Net Issue can be retained for the purposes of rounding off to the nearer multiple of minimum allotment lot.

20. Our Promoter, Promoter Group and Group Companies will not participate in the Issue.

21. There have been no financing arrangements whereby our Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity during a period of six months preceding the date of filing of this Draft Red Herring Prospectus.

22. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided, however, that the foregoing restrictions do not apply to: (a) the issuance of any Equity Shares under this Issue; and (b) any issuance, offer, sale or any other transfer or transaction of a kind referred to above of any Equity Shares under or in connection with the exercise of any options or similar securities, as disclosed in this Draft Red Herring Prospectus and as will be disclosed in the Red Herring Prospectus and the Prospectus, provided they have been approved by our Board.

23. In terms of Rule 19(2)(b)(iii) of the SCRR, this is an Issue for at least 10% of the post- Issue capital of our Company. The Issue is being made under Regulation 26(1) of the SEBI ICDR Regulations and through a Book Building Process wherein 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price, in accordance with the SEBI ICDR Regulations. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential investors, other than Anchor Investors, may participate in this Issue through an ASBA process providing details of their respective bank accounts which will be blocked by the SCSBs. QIBs (except Anchor Investors) and Non-Institutional Bidders are mandatorily required to utilise the ASBA process to participate in this Issue. For further details, see section “Issue Procedure” on page 459.

24. Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion (including Employee Reservation Portion) of our Company, the GCBRLMs, the BRLMs and the Designated Stock Exchange in accordance with SEBI ICDR Regulations. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue portion.

25. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

26. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

27. Our Company shall ensure that transactions in the Equity Shares by our Promoter and the Promoter Group between the date of filing of the Red Herring Prospectus with RoC and the date of closure of the Issue shall be intimated to the Stock Exchanges within 24 hours of such transaction.

28. No person connected with the Issue, including, but not limited to, the GCBRLMs, the BRLMs, the members of the Syndicate, our Company, the Directors, the Promoter, members of our Promoter Group

and Group Companies, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

29. As on the date of this Draft Red Herring Prospectus, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares, except pursuant to the Equity Shares to be issued upon conversion of CCPS and CCD. For further details, see section "Capital Structure" on page 109 and the section "History and Certain Corporate Matters" on page 212.

OBJECTS OF THE ISSUE

Requirement of Funds

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

A. Financing our coffee businesses

1. Setting-up of new Café Network outlets and *Coffee Day Xpress* kiosks;
2. Manufacturing and assembling of vending machines;
3. Refurbishment of existing Café Network outlets and vending machines; and
4. Setting-up of a new coffee roasting plant facility, along with integrated coffee packing facility and tea packing facility.

B. Repayment or prepayment of loans of our Company and Subsidiaries; and

C. General corporate purposes (collectively, referred to herein as the "**Objects**").

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company's brand name and creation of a public market for our Equity Shares in India.

The main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue. Further, the loans availed by our Company and Subsidiaries, which are proposed to be repaid or prepaid from the Net Proceeds of the Issue, are for activities carried out as enabled by the objects clause of the respective memorandum of association.

Issue Proceeds and Net Proceeds

The details of the proceeds of the Issue are summarised in the table below:

(₹ in million)

Particulars	Amount
Gross proceeds from the Issue	11,500
(Less) Issue related expenses	[●]
Net Proceeds of the Issue	**[●]**

To be finalised upon determination of the Issue Price

Utilization of Net Proceeds of the Issue

The proposed utilisation of the Net Proceeds of the Issue is set forth in the table below:

Particulars	Amount (₹ in million)
A. Financing our coffee businesses	
1. Setting-up of new Café Network outlets and *Coffee Day Xpress* kiosks	877.10
2. Manufacturing and assembling of vending machines	973.61
3. Refurbishment of existing Café Network outlets and vending machines	605.83
4. Setting-up of a new coffee roasting plant facility, along with integrated coffee packing facility and tea packing facility	418.56
B. Repayment or prepayment of loans of our Company and Subsidiaries	6,328.00
C. General corporate purposes[1]	[●]
Total Net Proceeds of the Issue	[●]

(1) *To be finalised upon determination of the Issue Price. The amount shall not exceed 25% of the Gross Proceeds.*

Means of Finance

The fund requirements described below are proposed to be entirely funded from the Net Proceeds of the Issue. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 4 (2) (g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue.

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors which may not be within the control of the management of our Company or the respective Subsidiary, as the case may be. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of the management of our Company or the respective Subsidiary, as the case may be. In case of any increase in the actual utilisation of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company or the respective Subsidiary, as the case may be, including from internal accruals. If the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/ or debt, as required subject to compliance with applicable law.

The above fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution and are based on quotations received from vendors and suppliers, which are subject to change in the future. These are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy. For further details of factors that may affect these estimates, see section "Risk Factors" on page 24.

Schedule of implementation and deployment of Net Proceeds of the Issue

The Net Proceeds of the Issue are currently expected to be deployed in accordance with the schedule as set forth below:

(₹ in million)

Sr. No.	Particulars	Total estimated costs	Amount to be financed from Net Proceeds of the Issue	Estimated utilisation of Net Proceeds of the Issue	
				Fiscal 2016	Fiscal 2017
A.	***Financing our coffee businesses***				
1.	Setting-up of new Café Network outlets and *Coffee Day Xpress* kiosks	877.10	877.10	325.67	551.43
2.	Manufacturing and assembling of vending machines	973.61	973.61	365.10	608.51
3.	Refurbishment of existing Café Network outlets and vending machines	605.83	605.83	236.39	369.44
4.	Setting-up of a new coffee roasting plant facility, along with integrated	418.56	418.56	313.92	104.64

Sr. No.	Particulars	Total estimated costs	Amount to be financed from Net Proceeds of the Issue	Estimated utilisation of Net Proceeds of the Issue	
				Fiscal 2016	Fiscal 2017
	coffee packing facility and tea packing facility				
B.	***Repayment or prepayment of loans of our Company and Subsidiaries***	6,328.00	6,328.00	6,328.00	-
C.	***General corporate purposes***[(1)]	[●]	[●]	**[●]**	[●]
	Total	**[●]**	**[●]**	**[●]**	**[●]**

(1) *To be finalised upon determination of the Issue Price*

Details of the Objects of the Issue

A. Financing our coffee businesses

Towards our objective to further expand our coffee related businesses, we intend to infuse a portion of the Net Proceeds of the Issue into our Subsidiary, Coffee Day Global Limited (earlier Amalgamated Bean Coffee Trading Company Limited). We shall be deploying this portion in Coffee Day Global Limited in the form of debt or equity or in any other manner as may be mutually decided. The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus. For details of our expansion plans in coffee businesses and the estimated costs proposed to be funded from the Net Proceeds of the Issue, please see below.

1. Setting-up of new Café Network outlets and *Coffee Day Xpress* kiosks

We plan to leverage the brand equity, *"Café Coffee Day"*, to selectively expand within our existing markets and new markets with an intent to expand our café retail business and further increase our market share. As we grow, we plan to expand by setting-up new Café Network outlets, in high visibility and high traffic locations, under our three main outlet formats viz.,*Café Coffee Day*, *The Lounge* and *The Square*, with a primary focus on our *Café Coffee Day* outlets, catering to the needs of different segments of customers, with a focus on Tier 1 and Tier 2 cities across India. In addition, we are also focussed on selectively expanding the *Coffee Day Xpress* kiosks across locations where we receive demand from corporate and institutional clients.

We intend to utilise a portion of Net Proceeds of the Issue aggregating to ₹877.10 million for setting-up 216 new Café Network outlets and 105 *Coffee Day Xpress* kiosks during Fiscal 2016 and Fiscal 2017 as below:

Particulars	Fiscal 2016	Fiscal 2017	Total
No. of Café Network outlets proposed to be set-up[(1)]	81	135	**216**
No. of *Coffee Day Xpress* kiosks proposed to be set-up	35	70	**105**

(1) *With respect to set-up of Café Network outlets, we expect to primarily focus on the Café Coffee Day outlet format.*

The premises for the proposed new Café Network outlets and *Coffee Day Xpress* kiosks are expected to be taken on lease basis.

The costs for setting-up of the new Café Network outlets and *Coffee Day Xpress* kiosks primarily comprises of capitalized costs such as (i) interior and electrical costs; (ii) costs for diesel generator and air-conditioning; and (iii) furniture and equipment costs, amongst other costs. The table below sets forth the total estimated costs for setting-up of the new Café Network outlets across various formats and *Coffee Day Xpress* kiosks:

(₹ in million)

Parti-culars	Interior and electrical costs	Diesel generator and air-conditioning costs	Furniture and equipment costs	Total estimated costs	Amount to be financed from Net Proceeds of the Issue	Amount to be financed from Net Proceeds of the Issue	
						Fiscal 2016	Fiscal 2017
Café Networkoutlets	442.00	204.08	153.14	799.22	799.22	299.71	499.51
Coffee Day Xpress kiosks	42.21	-	35.67	77.88	77.88	25.96	51.92
Total	**484.21**	**204.08**	**188.81**	**877.10**	**877.10**	**325.67**	**551.43**

Methodology for computation of estimated costs

The typical average size of a (i) *Café Coffee Day* outlet is between 800 to 1,000 square feet; (ii) *The Lounge* is between 1,000 to 1,300 square feet; and (iii) *The Square* is between 2,500 to 3,000 square feet. Considering our business strategy is to primarily focus on the *Café Coffee Day* outlet format, an average café size of 1,000 square feet has been considered for the purposes of arriving at the various estimated costs for Café Network outlets. For the purposes of arriving at the various estimated costs for *Coffee Day Xpress* kiosks, the typical average kiosk size of 100 square feet has been considered.

Our estimate of costs, including towards interiors and electrical costs, diesel generator and air conditioning sets and furniture and equipments are based on (i) quotations received from our empanelled pan-India contractors or from vendors from whom we have purchased similar items for our cafés and kiosks in the past; and (ii) our internal estimates for specifications and item requirements based on our prior experience of setting-up similar cafés and kiosks.

The detailed break-up of these estimated costs is as below:

a. *Interior and electrical costs:* These costs would include costs in relation to fit-out charges including, carpentry, painting, plumbing, electrical installations and lighting, civil works, etc. and costs in relation to pre-fabricated panels, signage and visuals and fixing charges, for setting-up new Café Network outlets and *Coffee Day Xpress* kiosks, as applicable. The table below sets forth the basis of our estimation for the total interior and electrical costs:

(₹ in million)

Particulars	Total estimated costs	
	Café Network outlets	*Coffee Day Xpress* kiosks
Fit-out charges	1.68(1)	-
Pre-fabricated panels	0.11(2)	0.36(3)
Signage and visuals	0.26(4)	-
Fixing charges	-	0.04(5)
Total estimated costs per outlet/ kiosk	**2.05**	**0.40**
Total no. of outlets/ kiosks proposed to be set-up in Fiscal 2016 and Fiscal 2017	216	105
Total estimated interior and electrical costs	**442.00**	**42.21**

(1) Based on quotations dated January 1, 2015 from Emphasis, Harman Interior and Conceptual Interiors

(2) Based on quotation dated January 30, 2015 from Dark Forest Furniture Company Private Limited

(3) Based on quotation dated January 20, 2015 from Dark Forest Furniture Company Private Limited for supply of wooden kiosk

(4) Based on quotations dated January 27, 2015 from Signtime Display Systems

(5) Based on quotation dated February 26, 2015 from Interior Designs Fabrication & Shop Fitting Work for installation of wooden kiosk

b. *Diesel generator and air-conditioning costs*: These costs would include costs incurred towards procurement and installation of diesel generator sets and air-conditioning equipments for setting-up new Café Network outlets. The table below sets forth the basis of our estimation for the diesel generator and air-conditioning and related costs:

(₹ in million)

Particulars	Total estimated costs
	Café Network outlets
Air-conditioning and related costs	0.40(1)
Diesel generator and related costs	0.55(2)
Total estimated costs per outlet	**0.95**
Total no. of outlets proposed to be set-up in Fiscal 2016 and Fiscal 2017	216
Total estimated diesel generator and air-conditioning costs	**204.08**

(1) *Based on quotation dated January 29, 2015 from Hitachi Home & Life Solutions Limited*
(2) *Based on quotations dated January 27, 2015 and January 1, 2015 from Sudhir Gensets Limited and SGL Generator, respectively*

c. *Furniture and equipment costs*: These costs would primarily include costs for chairs, tables, sofas and other accessories costs in relation to furniture for Café Network outlets and costs for equipments such as blender, oven, hot coffee machines, in-house manufactured vending machines, pastry coolers, mixers, freezers, etc., for setting-up new Café Network outlets and *Coffee Day Xpress* kiosks, as applicable. The table below sets forth the basis of our estimation for the total furniture and equipment costs:

(₹ in million)

Particulars	Total estimated costs	
	Café Network outlets(1)	*Coffee Day Xpress* kiosks(1)
Furniture	0.21(2)	-
Equipments	0.50(3)	0.34(4)
Total estimated costs per outlet/ kiosk	**0.71**	**0.34**
Total no. of outlets/ kiosks proposed to be set-up in Fiscal 2016 and Fiscal 2017	216	105
Total estimated furniture and equipment costs	**153.14**	**35.67**

(1) *Conversion rate as of March 19, 2015 - 1€:₹68.20, 1$:₹63 (Source: Central Board of Excise and Customs notification no.32/2015)*
(2) *Based on quotation dated January 30, 2015 from Dark Forest Furniture Company Private Limited*
(3) *Based on quotations from various parties*
(4) *Based on quotations from various parties*

We have not entered into any definitive agreements with any of these contractors/ vendors and there can be no assurance that the same contractors/ vendors would be engaged to eventually supply the materials.

Our Promoter or Directors or Group Companies have no interest in the proposed procurements, as stated above, except all furniture and certain items of interiors, which are proposed to be procured from Dark Forest Furniture Company Private Limited ("DAFFCPL"), in which the Promoter of our Company has a majority stake.

2. *Manufacturing and assembling of vending machines*

Under our vending machines business (branded as *Coffee Day Beverages*), as on December 31, 2014, we had 28,777 vending machines placed at corporate and institutional client premises all over India. We plan to leverage this substantial presence and place more number of new vending machines in the existing corporate and institutional client premises and also deploying new vending machines in new corporate offices and institutional client premises across the country.

With this objective, we intend to utilise a portion of Net Proceeds of the Issue aggregating to ₹973.61 million for manufacturing and assembling 8,000 vending machines during Fiscal 2016 and Fiscal 2017 as below:

Particulars	Fiscal 2016	Fiscal 2017	Total
No. of vending machines proposed to be	3,000	5,000	**8,000**

manufactured and assembled			

We intend to utilise our existing manufacturing and assembling facility located at Bengaluru for the proposed manufacturing and assembling of these vending machines.

The costs for manufacturing and assembling of vending machines primarily comprises of capitalized costs such as (i) material costs; and (ii) expenditure related to labour, factory overheads and administrative overheads. The table below sets forth the total estimated costs for manufacturing and assembling of vending machines:

(₹ in million)

Particulars	Material costs	Expenditure related to labour, factory overheads and administrative overheads	Total estimated costs	Amount to be financed from Net Proceeds of the Issue	Amount to be financed from Net Proceeds of the Issue	
					Fiscal 2016	Fiscal 2017
Manufacturing and assembling of vending machines	827.03	146.58	973.61	973.61	365.10	608.51

Methodology for computation of estimated costs

a. *Material costs:* These costs would include costs relating to the purchase of various parts, materials and accessories for the manufacturing and assembling of the vending machines. These parts can broadly be classified into those required in relation to brew assembly, boiler assembly, electronic control assembly, wooden cabinet and others. The entire material cost in relation to the vending machines is capitalized. The table below sets forth the basis of our estimation for the total material costs:

(₹ in million)

Particulars	Total estimated costs(1)
Brew assembly	0.02(2)
Boiler assembly	0.01(2)
Electronic control assembly	0.02(2)
Wooden cabinet	0.02(2)
Others	0.03(2)
Total estimated material cost per vending machine	**0.10**
Total no. of vending machines proposed to be manufactured and assembled in Fiscal 2016 and Fiscal 2017	8,000
Total estimated material costs	**827.03**

(1) *Conversion rate as of March 19, 2015 - 1€:₹68.20, 1$:₹63 (Source: Central Board of Excise and Customs notification no.32/2015)*

(1) *Based on quotations from various parties and internal management estimates*

b. *Expenditure related to labour, factory overheads and administrative overheads:* These costs would primarily include costs in relation to (i) labour comprising of payment of salaries and wages; (ii) factory overheads such as maintenance charges, staff incentives, clearing and forwarding charges; and (iii) administrative overheads such as office maintenance, rent and other overheads. The entire cost towards expenditure relating to labour, factory overheads and administrative overheads is capitalized. The table below sets forth the details of these costs:

(₹ in million)

Particulars	Total estimated costs
Total labour, factory overheads and administrative overheads per vending machine	0.02(1)
Total no. of vending machines proposed to be manufactured and assembled in Fiscal 2016 and Fiscal 2017	8,000
Total estimated costs towards labour, factory overheads and	**146.58**

Particulars	Total estimated costs
administrative overheads	

(1) *Based on certificate dated March 3, 2015 from Pootheri & Co., Chartered Accountants, the cost incurred towards labour and overhead expenses during the period April 1, 2014 to September 30, 2014 per vending machine manufactured and assembled was ₹0.016 million. After considering escalation of approximately 15% (based on internal management estimates), the total labour, factory overheads and administrative overheads per vending machine has been considered at ₹0.018 million, rounded off to ₹0.02 million.*

We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the materials.

Our Promoter or Directors or Group Companies have no interest in the proposed procurements, as stated above.

3. Refurbishment of existing Café Network outlets and vending machines

Our Café Network outlets and vending machines are subject to substantial wear and tear due to various reasons including, high footfalls in the case of Café Network outlets and continuous usage in the case of vending machines. We are required to refurbish our Café Network outlets and vending machines to meet the ever changing needs of the customers and to cope with competition effectively.

Based on our prior experience, we typically undertake refurbishment of the Café Network outlets once every four to five years to augment the look and feel of the Café Network outlets by changing the visuals, design, furniture and at times the concept. For some of our existing Café Network outlets, the lease arrangements require us to obtain prior written consent from lessors before we can carry out any refurbishments in such Café Network outlets. For further information on the risk involved, see section "Risk Factors - *We may be required to make significant capital improvements to our existing Café Network outlets, Coffee Day Xpress kiosks and F&G outlets, the cost of which we may be unable to recoup*" on page 31. Similarly, for vending machines, based on our prior experience, we typically undertake refurbishment in about every five years, from the date of installation, in order to retain and enhance the efficiency of the machines. These machines may be subject to refurbishment earlier than five years due to various reasons including, breakdowns, inefficient usage by customers, higher maintenance expenditure, need for up-gradation and better safety features and redeployment of machines to a new location.

(a) Refurbishment of existing Café Network outlets

We intend to utilise a portion of the Net Proceeds of the Issue aggregating to ₹433.96 million to refurbish 240 existing Café Network outlets during Fiscal 2016 and Fiscal 2017 as below:

Particulars	Fiscal 2016	Fiscal 2017	Total
No. of Café Network outlets proposed to be refurbished(1)	90	150	**240**

(1) *With respect to refurbishment of Café Network outlets, we expect Café Coffee Day outlets to be primarily considered for the purposes of refurbishment.*

The cost for refurbishing of the existing Café Network outlets primarily comprises of capitalized costs such as (i) interior and electrical costs; and (ii) furniture costs. The table below sets forth the total estimated costs for refurbishing existing Café Network outlets across various formats:

(₹ in million)

Particulars	Interior and electrical costs	Furniture costs	Total estimated costs	Amount to be financed from Net Proceeds of the Issue	Amount to be financed from Net Proceeds of the Issue	
					Fiscal 2016	Fiscal 2017
Refurbishment of Café	382.55	51.41	433.96	433.96	162.73	271.23

Particulars	Interior and electrical costs	Furniture costs	Total estimated costs	Amount to be financed from Net Proceeds of the Issue	Amount to be financed from Net Proceeds of the Issue	
					Fiscal 2016	Fiscal 2017
Network outlets						

Methodology for computation of estimated costs

As *Café Coffee Day* outlets constitute the largest proportion of the overall outlet formats operated by us, we expect *Café Coffee Day* outlets to be primarily considered for the purposes of refurbishment. Accordingly, an average café outlet size of 1,000 square feet has been considered for the purposes of arriving at the various estimated costs for refurbishing the Café Network outlets.

Our estimate of costs, including towards interiors and electrical costs, and furniture costs are based on (i) quotations received from our empanelled pan-India contractors or from vendors from whom we have purchased similar items for our cafés in the past, and (ii) our internal estimates for specifications and item requirements based on our prior experience of refurbishing similar cafés.

a. *Interior and electrical costs:* These costs would include costs in relation to fit-out charges including, carpentry, painting, electrical installations and lighting, civil work, etc. and costs in relation to pre-fabricated panels, signage and visuals for refurbishing existing Café Network outlets. The table below sets forth the basis of our estimation for the total interior and electrical costs:

(₹ in million)

Particulars	Total estimated costs
Fit-out charges	1.20[(1)]
Pre-fabricated panels	0.14[(2)]
Signage and visuals	0.25[(3)]
Total estimated costs per outlet	**1.59**
Total no. of outlets proposed to refurbished in Fiscal 2016 and Fiscal 2017	240
Total estimated interior and electrical costs	**382.55**

(1) *Based on quotations dated January 1, 2015 from Emphasis, Harman Interior and Conceptual Interiors*
(2) *Based on quotation dated January 30, 2015 from Dark Forest Furniture Company Private Limited*
(3) *Based on quotations dated January 27, 2015 Signtime Display Systems*

b. *Furniture costs*: These costs would primarily include costs for chairs, tables and sofas for refurbishing existing Café Network outlets. The table below sets forth the basis of our estimation for the total furniture costs:

(₹ in million)

Particulars	Total estimated costs
Chairs, tables and sofas	0.21
Total estimated costs per outlet	**0.21**
Total no. of outlets proposed to refurbished in Fiscal 2016 and Fiscal 2017	240
Total estimated furniture costs	**51.41**

We have not entered into any definitive agreements with any of these contractors/ vendors and there can be no assurance that the same contractors/ vendors would be engaged to eventually supply the materials.

Our Promoter or Directors or Group Companies have no interest in the proposed procurements, as stated above, except all furniture and certain items of interiors, which are proposed to be procured from DAFFCPL, in which the Promoter of our Company has majority stake.

(b) **Refurbishment of vending machines**

We intend to utilise a portion of the Net Proceeds of the Issue aggregating to ₹171.87 million to refurbish 7,000 installed vending machines during Fiscal 2016 and Fiscal 2017 as below:

Particulars	Fiscal 2016	Fiscal 2017	Total
No. of vending machines proposed to be refurbished(1)	3,000	4,000	**7,000**

(1) *The vending machines to be refurbished will be determined by the management based on the working condition of the specific vending machine.*

The cost for refurbishing of the installed vending machines primarily comprises of capitalized costs for replacement of spares. The table below sets forth the total estimated costs for refurbishing installed vending machines:

(₹ in million)

Particulars	Costs for replacement of spares	Total estimated costs	Amount to be financed from Net Proceeds of the Issue	Amount to be financed from Net Proceeds of the Issue	
				Fiscal 2016	Fiscal 2017
Refurbishment of vending machines	171.87	171.87	171.87	73.66	98.21

Methodology for computation of estimated costs

Costs for replacement of spares: These costs would include costs with respect to procurement of new spares including, boiler, actuator, grinding motor, etc. The table below sets forth the basis of our estimation for the total costs for replacement of spares:

(₹ in million)

Particulars	Total estimated costs(1)
Various spares per vending machine	0.02(2)
Total no. of vending machines proposed to be refurbished in Fiscal 2016 and Fiscal 2017	7,000
Total costs for replacement of spares	**171.87**

(1) *Conversion rate as of March 19, 2015 - 1$:₹63 (Source: Central Board of Excise and Customs notification no.32/2015)*
(2) *Based on quotations from various parties and internal management estimates*

We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the materials.

Our Promoter or Directors or Group Companies have no interest in the proposed procurements, as stated above.

4. Setting-up of a new coffee roasting plant facility, along with integrated coffee packing facility and tea packing facility

We intend to utilise a portion of Net Proceeds of the Issue aggregating to ₹418.56 million for setting-up of a new coffee roasting plant facility, along with an integrated coffee packing facility and tea packing facility, over Fiscal 2016 and Fiscal 2017.

We currently operate one coffee roasting facility located at Chikkamagaluru with a capacity of 7,000 MT per annum. With a view to further enhance our roasting capacity to approximately 14,000 MT per annum, we intend to set-up a new roasting facility near our existing roasting facility. We propose to set-up this facility on land parcel currently leased by our Subsidiary, Coffee Day Global Limited from Vasanthi Hegde for a period of 99 years pursuant to a lease deed dated October 19, 1995. We expect to utilize a land area of approximately 5 acres and 32 guntas for setting-up this proposed new coffee roasting plant facility. Within this roasting plant facility, we propose to set-up an integrated coffee packing facility and tea packing facility.

The cost for setting-up of the new roasting facility and the integrated coffee packing facility and tea packing facility will primarily comprise of capitalized costs such as (i) civil and structural works; (ii) cost for new coffee roasting and grinding unit; (iii) tea packing machine; and (iv) other equipments, primarily including coffee packing machines, conveyor systems, diesel generators, etc. The table below sets forth the total estimated costs for setting-up of the new roasting facility and coffee packing facility and tea packing facility:

(₹ in million)

Parti-culars	Civil and structural work costs	Coffee roasting and grinding unit costs	Tea packing machine costs	Other equip-ment costs	Total esti-mated costs	Amount to be financed from Net Proceeds of the Issue	Amount to be financed from Net Proceeds of the Issue	
							Fiscal 2016	Fiscal 2017
Setting-up of new roasting facility and coffee packing facility and tea packing facility	120.00	106.68	112.95	78.93	418.56	418.56	313.92	104.64

A. Methodology for computation of estimated costs

a. *Civil and structural work costs:* These costs would primarily include expenses in relation to construction of plant building and office building. Based on certificate dated February 20, 2015 from, Sri Laxmi Consultants, a Consulting Civil Engineer & Registered Valuer, a factory is proposed to be constructed which will house the roasting plant as well as the administrative office spread over an area of approximately 1,50,000 square feet. The table below sets forth the basis of our estimation for the total civil work cost:

(₹ in million)

Particulars	Total estimated costs
Plant building	115.00
Office building	5.00
Total estimated costs	**120.00**

b. *Coffee roasting and grinding unit costs:* These costs would primarily include cost towards purchase of coffee roasting and grinding unit and related clearing and forwarding charges, taxes and duties, and the installation costs in relation to the unit. The table below sets forth the basis of our estimation for the total unit cost:

(₹ in million)

Particulars	Total estimated costs(1)
Cost towards purchase of roasting and grinding plant	75.34(2)
Clearing and forwarding charges, and duties	22.13
Costs towards assembly, installation and supervision of the plant	9.21
Total estimated costs	**106.68**

(1) *Conversion rate as of March 19, 2015 - 1€:₹68.20 (Source: Central Board of Excise and Customs notification no.32/2015)*

(2) *Based on quotation dated February 11, 2015 from Probat-Werke von Gimborn Maschinenfabrik GmbH*

c. *Tea packing machine costs:* These costs would primarily include expenses in relation to purchase of tea packing machine and clearing and forwarding charges. The table below sets forth the basis of our estimation for the total tea packing machines costs:

(₹ in million)

Particulars	Total estimated costs(1)
Cost towards purchase of tea packing machine	18.16(2)
Clearing and forwarding charges	4.43
Total cost for one tea packing machine	**22.59**
Total cost for five tea packing machines	**112.95**

(1) *Conversion rate as of March 19, 2015 - 1€:₹68.20 (Source: Central Board of Excise and Customs notification no.32/2015)*
(2) *Based on quotation dated February 17, 2015 from DPH International GmBH*

d. *Other equipment costs:* These costs would primarily include costs towards purchase of coffee packing machines, conveyor systems and diesel generators. The table below sets forth the basis of our estimation for the total equipment costs:

(₹ in million)

Particulars	Total estimated costs
Pneumatic conveyor system	70.23(1)
Coffee powder packing machine 200gms to 1,000gms	3.88(2)
Diesel generators	3.22(3)
Coffee powder packing machine 50gms to 200gms	0.98(4)
Auger filler with screw conveyor	0.42(5)
Inkjet printer	0.20(6)
Total estimated costs	**78.93**

(1) *Based on quotation dated February 20, 2015 from Fluid Air Systems*
(2) *Based on quotation dated February 20, 2015 from Hardee Flexipack*
(3) *Based on quotation dated February 13, 2015 from Sinewave Synergy India Private Limited*
(4) *Based on quotation dated February 20, 2015 from Hardee Flexipack*
(5) *Based on quotation dated February 20, 2015 from Hardee Flexipack*
(6) *Based on quotation dated February 27, 2015 from Control Print Limited*

Based on certificate dated May 2, 2015 from Pootheri & Co, Chartered Accountants, as of March 31, 2015, no funds have been deployed towards the aforementioned objects.

Schedule of implementation

Based on management estimate, the schedule of implementation is as below:

Activity	Estimated date of completion
Civil and structural works	March 2016
Coffee roasting and grinding unit	April 2016
Tea packing machines	April 2016
Other equipments	May 2016
Trial runs	May 2016
Commercial runs	May 2016

B. Repayment or prepayment of loans of our Company and Subsidiaries

Our Company and our Subsidiaries viz., CDGL and SLL have entered into various financing arrangements with banks and financial institutions. Arrangements entered into by our Company, CDGL and SLL include borrowings in the form of secured loans and term loans. For details of these debt financing arrangements including the terms and conditions, see section "Financial Indebtedness" on page 278. As on April 15, 2015, the amounts outstanding from the loan agreements entered into by our

Company, CDGL and SLL, as stated below, were ₹4,350 million, ₹1,328.93 million and ₹1,390 million, respectively.

Our Company intends to utilize ₹6,328 million of Net Proceeds of the Issue towards full or partial repayment or pre-payment of certain borrowings availed by our Company, CDGL and SLL. We believe that such repayment/ pre-payment will help reduce the outstanding indebtedness and debt servicing costs and enable utilization of the internal accruals for further investment in the business growth and expansion. In addition, we believe that this would improve the ability to raise further resources in the future to fund the potential business development opportunities.

The selection of borrowings proposed to be repaid or pre-paid amongst our facilities availed will be based on various factors, including (i) any conditions attached to the borrowings restricting our ability to pre-pay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of, such conditions, (ii) receipt of consents for pre-payment from the respective lenders, (iii) terms and conditions of such consents and waivers, (iv) levy of any pre-payment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan. For details, see section "Risk Factors – *Our consolidated net indebtedness and our failure to comply with certain restrictive covenants under our loan agreements could adversely affect our financial condition and results of operations*" on page 25.

Some of our loan agreements provide for the levy of pre-payment penalties or premiums. We will take such provisions into consideration while deciding the loans to be pre-paid from Net Proceeds of the Issue. Payment of such pre-payment penalty, if any, shall be made out of Net Proceeds of the Issue. In the event that Net Proceeds of the Issue are insufficient for the said payment of pre-payment penalty, such payment shall be made from the internal accruals of our Company, CDGL or SLL, as the case may be. We may also be required to provide notice to some of our lenders prior to repayment/ pre-payment.

The following table provides details of certain loans availed by our Company, CDGL and SLL, out of which any or all of the loans may be repaid/ pre-paid from Net Proceeds of the Issue, without any obligation to any particular bank/ financial institution:

(₹ in million)

Sr. No.	Outstanding Loans	Nature of Borrowing	Amount Sanctioned	Amount outstanding as on April 15, 2015
Our Company				
1.	Rabo India Finance Limited	Term Loan	800.00	800.00
2.	Tata Capital Financial Services Limited	Term Loan	300.00	300.00
3.	ICICI Prudential Asset Management Company Limited	Non Convertible Debenture	750.00	750.00
4.	ICICI Prudential Asset Management Company Limited	Non Convertible Debenture	1,000.00	1,000.00
5.	DSP BlackRock Income Opportunities Fund	Non Convertible Debenture	650.00	650.00
6.	Aditya Birla Private Equity – Fund I	Non Convertible Debenture	850.00	850.00
TOTAL (A)			**4,350.00**	**4,350.00**
CDGL				
7.	Vijaya Bank	Term Loan	1,000.00	900.00
8.	Oriental Bank of Commerce	Working Capital	250.00	249.18
9.	Karnataka Bank Limited	Working Capital	50.00	26.70
10.	Hong Kong and Shanghai Banking Corporation Limited	Working Capital	172.50	153.05
TOTAL (B)			**1,472.50**	**1,328.93**
SLL				
11.	Bank of Baroda	Working Capital	2,125.00	1,390.00

Sr. No.	Outstanding Loans	Nature of Borrowing	Amount Sanctioned	Amount outstanding as on April 15, 2015
TOTAL (C)			**2,125.00**	**1,390.00**
TOTAL (A) + (B) + (C) = (D)			**7,947.50**	**7,068.93**

Given the nature of these borrowings and the terms of repayment/ pre-payment, the aggregate outstanding loan amounts may vary from time to time. In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder. In such cases or in case any of the above loans are repaid/ pre-paid or further drawn-down prior to the completion of the Issue, we may utilize Net Proceeds of the Issue towards repayment/ pre-payment of such additional indebtedness.

To the extent that Net Proceeds of the Issue are utilized to repay/ pre-pay any of the loans availed by CDGL, we shall be deploying Net Proceeds of the Issue in CDGL in the form of debt or equity or in any other manner as may be mutually decided. The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus.

To the extent that Net Proceeds of the Issue are utilized to repay/ pre-pay any of the loans availed by SLL, we shall be deploying Net Proceeds of the Issue in SLL in the form of debt. The actual terms and conditions of such debt financing have not been finalized as on the date of this Draft Red Herring Prospectus.

C. General corporate purposes

We, in accordance with the policies set up by our Board, will have flexibility in utilizing the balance Net Proceeds of the Issue, if any, for general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds, including but not restricted towards strategic initiatives and acquisitions, funding initial stages of equity contribution towards our objects, working capital requirements, investments into our Subsidiaries, part or full debt repayment/ pre-payment of our Company or any of our Subsidiaries, strengthening of the marketing capabilities and towards repayment and pre-payment penalty or premiums on loans, as may be applicable.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, which are not applied to the other purposes set out above.

Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Net Proceeds of the Issue and increasing or decreasing expenditure for a particular object i.e., the utilization of Net Proceeds of the Issue. In case of a shortfall in Net Proceeds of the Issue, our management may explore a range of options including utilizing our internal accruals or seeking debt from future lenders. Our management expects that such alternate arrangements would be available to fund any such shortfall. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes.

D. Interim use of Net Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy Net Proceeds of the Issue. Pending utilization of Net Proceeds of the Issue for the purposes described above, our Company intends to invest the funds in high quality interest-bearing liquid instruments including money market mutual funds, deposits with banks for necessary duration and investment grade interest bearing securities, as may be approved by our Board.

Our Company confirms that it shall not use Net Proceeds of the Issue for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

E. Issue expenses

The total expenses of the Issue are estimated to be approximately ₹[●] million. The Issue expenses consist of listing fees, underwriting fees, selling commission, fees payable to the GCBRLMs, the BRLMs, legal counsels, Registrar to the Issue, Bankers to the Issue including processing fee to the SCSBs, brokerage and selling commission payable to Registered Brokers, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. The break-up for the estimated Issue expenses are as follows:

Activity	Amount [(1)] (₹ in million)	As a % of total expenses[(1)]	As a % of Issue[(1)]
Payment to the GCBRLMs and the BRLMs (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission and processing fees for SCSBs[(2)]	[●]	[●]	[●]
Brokerage and selling commission for Registered Brokers	[●]	[●]	[●]
Registrar to the Issue	[●]	[●]	[●]
Other advisers to the Issue	[●]	[●]	[●]
Bankers to the Issue	[●]	[●]	[●]
Others: i. Listing fees; ii. Printing and stationary expenses; iii. Monitoring agency; iv. Advertising and marketing; and v. Miscellaneous.	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

(1) *Will be completed after finalisation of the Issue Price.*

(2) *SCSBs will be entitled to a processing fee of ₹[●] per Bid cum Application Form for processing the Bid cum Application Forms procured by the members of the Syndicate or the Registered Brokers and submitted to them.*

F. *Monitoring utilization of Net Proceeds of the Issue*

Our Company shall appoint a monitoring agency for the Issue prior to the filing of the Red Herring Prospectus. Our Board and the monitoring agency will monitor the utilization of Net Proceeds of the Issue and submit its report to us in terms of Regulation 16(2) of SEBI ICDR Regulations.

Pursuant to Clause 49 of the Equity Listing Agreement, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of Net Proceeds of the Issue. Additionally, the Audit Committee shall review the report submitted by the monitoring agency and make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all Net Proceeds of the Issue have been utilised in full. The statement shall be certified by the statutory auditors of our Company. Furthermore, in accordance with Clause 43A of the Equity Listing Agreement, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations, if any, in the utilisation of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors. We will disclose the utilization of Net Proceeds of the Issue under a separate head along with details in our balance sheet(s) until such time as Net Proceeds of the Issue remain unutilized clearly specifying the purpose for which such Net Proceeds of the Issue have been utilized. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds of the Issue in a fiscal, we will utilize such unutilized amount in the next fiscal.

G. *Variation in Objects*

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Kannada, the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Our Promoter or the controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

H. Other confirmations

No part of Net Proceeds of the Issue will be paid by our Company as consideration to our Promoter, our Board, our Key Management Personnel or Group Entities except (i) that all furniture and certain items of interiors for the purposes of setting-up of new Café Network outlets and *Coffee Day Xpress* kiosks and refurbishment of existing Café Network outlets is proposed to be procured from Dark Forest Furniture Company Private Limited ("DAFFCPL"), in which the Promoter of our Company has a majority stake; and (ii) in the normal course of business and in compliance with applicable law.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the GCBRLMs and the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue Price is [●] times the Floor Price and [●] times the Cap Price of the Price Band. Investors should also refer to the sections "Our Business", "Risk Factors" and "Financial Statements" on pages 171, 24 and 277, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry.

- *Strong home-grown brands with a substantial market presence and proven legacy*
- *Large pan India coffee retail network targeting multiple consumption points and customer segments*
- *Highly optimized and vertically integrated coffee business*
- *Highly scalable platform for growth driven by deep operational expertise*
- *Low risk, built-to-suit model technology parks with predictable cash flow*
- *Track record of value creation through our non-coffee businesses*
- *Visionary Promoter supported by an experienced and professional management team across coffee and non-coffee businesses*

For further details, see section "Our Business - Competitive Strengths" on page 174.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Financial Information of our Company prepared in accordance with Indian GAAP and the Companies Act, 1956 and restated in accordance with the SEBI ICDR Regulations. For details, see section "Financial Statements" on page 277.

Notes:

The accounting ratios shown below are after taking into account the impact of the following corporate actions completed post December 31, 2014:

1. Pursuant to a board resolution dated March 2, 2015, 344,824 Equity Shares were allotted to certain allottees; and

2. Pursuant to a board resolution dated May 8, 2015, 102,140,857 Equity Shares were allotted as bonus Equity Shares in the ratio of 7 Equity Shares for every one Equity Share held.

In addition to the above, the CCPS held by Standard Chartered Private Equity (Mauritius) II Limited and the CCD held by KKR Mauritius PE Investments II Limited and NLS Mauritius LLC shall be converted into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC as follows:

Sr. No.	***Name of the Investor***	***At DRHP (CCPS/ CCD)***	***Before filing of RHP (number of equity shares to be issued on conversion)***
	CCPS		
1	*Standard Chartered Private Equity (Mauritius) II Limited*	*1,357,410*	*13,969,232*
	CCD		
1	*KKR Mauritius PE Investments II Limited*	*27,160,000*	*17,826,912*
2	*NLS Mauritius LLC*	*35,998,232*	*22,412,192*
	TOTAL	***63,158,232***	***40,239,104***

The ratios shown below are after considering the impact of the dilutive effect of these convertible instruments.

For further details, see section "Capital Structure" and "Financial Statements" on pages 109 and 277, respectively.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

A. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for change in capital:

a. As per the Restated Standalone Financial Information:

Fiscal year ended/ Period ended	Basic		Diluted	
	EPS (in ₹)	Weight	EPS (in ₹)	Weight
March 31, 2012	(1.26)	1	(1.26)	1
March 31, 2013	(6.32)	2	(6.32)	2
March 31, 2014	(6.83)	3	(6.83)	3
Weighted average	**(5.73)**		**(5.73)**	

For the nine months period ended December 31, 2014, the Basic and Diluted EPS (not annualized) was ₹(7.97).

The effect of potential diluted shares for the fiscal years ended March 31, 2012, 2013, 2014 and nine months period ended December 31, 2014 have not been considered as these are anti-dilutive in nature.

b. As per the Restated Consolidated Financial Information:

Fiscal year ended	Basic		Diluted	
	EPS (in ₹)	Weight	EPS (in ₹)	Weight
March 31, 2012	1.65	1	1.13	1
March 31, 2013	(1.83)	2	(1.83)	2
March 31, 2014	(6.60)	3	(6.60)	3
Weighted average	**(3.64)**		**(3.72)**	

For the nine months period ended December 31, 2014, the Basic and Diluted EPS (not annualized) was ₹(6.44).

The effect of potential diluted shares for the fiscal years ended March 31, 2013, 2014 and nine months period ended December 31, 2014 have not been considered as these are anti-dilutive in nature.

Notes:

1. Earnings per share calculations have been done in accordance with Accounting Standard 20 - "Earnings per Share" issued by the ICAI.

2. The basic earnings per share has been arrived as net profit/ (loss) after tax, as restated attributable to Shareholders divided by the weighted average number of shares outstanding for the year/ period.

3. The diluted earnings per share has been arrived as net profit/ (loss) after tax, as restated divided by the weighted average number of diluted equity shares outstanding during the year/ period.

B. Price/ Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

a. P/E based on basic EPS for the year ended March 31, 2014:

Particulars	P/E (Standalone)		P/E (Consolidated)	
	P/E at the Floor Price	P/E at the Cap Price	P/E at the Floor Price	P/E at the Cap Price
P/E based on basic EPS	[●]	[●]	[●]	[●]
P/E based on weighted average basic EPS	[●]	[●]	[●]	[●]

b. P/E based on diluted EPS for the year ended March 31, 2014:

Particulars	P/E (Standalone)		P/E (Consolidated)	
	P/E at the Floor Price	P/E at the Cap Price	P/E at the Floor Price	P/E at the Cap Price
P/E based on diluted EPS	[●]	[●]	[●]	[●]
P/E based on weighted average diluted EPS	[●]	[●]	[●]	[●]

C. Return on Net Worth ("RoNW")

a. As per Restated Standalone Financial Information:

Fiscal year ended	RoNW (%)	Weight
March 31, 2012	(2.80)%	1
March 31, 2013	(13.67)%	2
March 31, 2014	(17.84)%	3
Weighted average	**(13.94)%**	

For the nine months period ended December 31, 2014, the RoNW was (28)% (not annualized).

b. As per Restated Consolidated Financial Information:

Fiscal year ended	RoNW (%)	Weight
March 31, 2012	3.12%	1
March 31, 2013	(3.29)%	2
March 31, 2014	(13.85)%	3
Weighted average	**(7.50)%**	

For the nine months period ended December 31, 2014, the RoNW was (16.19)% (not annualized).

<u>**Note:**</u>

Return of net worth (%) = Net profit / (loss) after tax, as restated / Net worth as restated as at year or period end

D. Minimum Return on Increased Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2014:

a. As per Restated Standalone Financial Information:

Particulars	Minimum RoNW (%)
To maintain Pre-Issue basic EPS for the year ended March 31, 2014	[●]
To maintain Pre-Issue diluted EPS for the year ended March 31, 2014	[●]

b. As per Restated Consolidated Financial Information:

Particulars	Minimum RoNW (%)
To maintain Pre-Issue basic EPS for the year ended March 31, 2014	[●]

Particulars	Minimum RoNW (%)
To maintain Pre-Issue diluted EPS for the year ended March 31, 2014	[●]

E. Net Asset Value ("NAV") per Equity Share

a. NAV as at March 31, 2014

i. As per Restated Standalone Financial Information: ₹26.13 per Equity Share

ii. As per Restated Consolidated Financial Information: ₹32.53 per Equity Share

b. NAV as at December 31, 2014

i. As per Restated Standalone Financial Information: ₹19.43 per Equity Share

ii. As per Restated Consolidated Financial Information: ₹27.18 per Equity Share

c. Issue price: ₹[●] per Equity Share

d. NAV after the Issue: ₹[●] per Equity Share

Note:

Net asset value per share (Rs.) = Net worth as restated / Number of equity shares as at year or period end

F. Comparison with listed Industry peers

Our Company is the parent company of the Coffee Day Group which currently operates in businesses such as coffee, development and management of IT-ITES technology parks, providing integrated logistics solutions, financial services, hospitality and investing in technology companies. We believe that none of the listed companies in India are engaged in a portfolio of businesses similar to ours.

G. The Issue price will be [●] times of the face value of the Equity Shares

The Issue Price of ₹[●] has been determined by our Company, in consultation with the GCBRLMs and the BRLMs, on the basis of market demand from investors for Equity Shares through the book building process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with sections "Risk Factors" and "Financial Statements" on pages 24 and 277, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in the section "Risk Factors" and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

To,

The Board of Directors

Coffee Day Enterprises Limited

(formerly known as Coffee Day Enterprises Private Limited)

23/2, Coffee Day Square
Vittal Mallya Road
Bengaluru - 560001
India

Dear Sirs,

Sub: Statement of possible special tax benefits ('the Statement') available to Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)* **and its shareholders prepared in accordance with the requirements under Schedule VIII – Clause (VII) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the 'Regulations')**

We hereby report that the enclosed Annexure prepared by Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)* (the 'Company'), states the possible special tax benefits available to the Company under the Income-tax Act, 1961 presently in force in India and to the shareholders of the Company under the Income-tax Act, 1961. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of the enclosed statement and its contents is the responsibility of the Management of the Company. We were informed that, this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

We do not express any opinion or provide any assurance as to whether:

- The Company or its shareholders will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits have been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

The enclosed annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No.: 101248W/W-100022

Supreet Sachdev
Partner

Membership No.: 205385
Bengaluru
Date: May 12, 2015

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the direct tax laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

1 <u>Special tax benefits available to the Company</u>

There are no Special tax benefits available to the Company.

2 <u>Special tax benefits available to the shareholders of the Company</u>

There are no Special tax benefits available to the shareholders of the Company.

<u>Notes:</u>

i. All the above benefits are as per the current tax laws and any change or amendment in the laws/regulation, which when implemented would impact the same.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

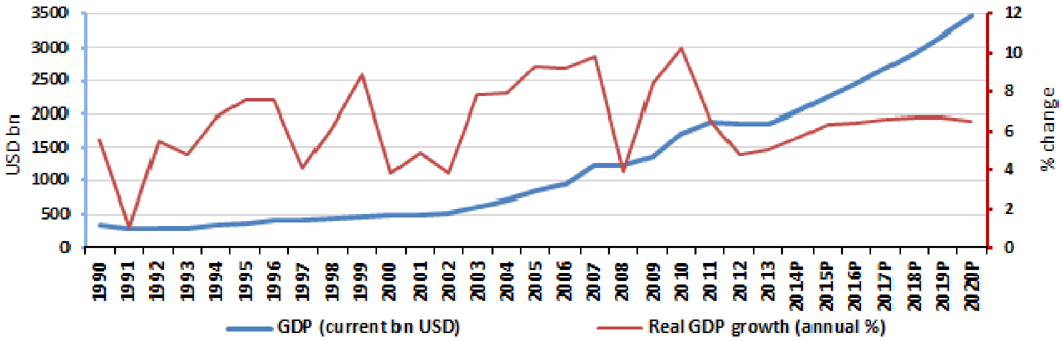
The information presented in this section has been obtained from publicly available documents from various sources, including officially prepared materials from the Government of India and its various ministries, industry websites and publications, reports prepared by Technopak, JLL, as commissioned by our Company and other third party reports. Industry websites and publications generally state that the information contained therein has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe industry, market and government data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified.

I. Indian Economy

1.1 GDP Evolution and Growth Trends

India with its GDP of US$2 trillion and projected growth rate of 8 to 8.5% for Financial Year 2015 - 2016 is one of the most rapidly growing economies in the world. (Source: The Economic Times, Union Budget of India, 2015-2016) The economic reforms in the early 90s have catapulted the Indian economy into a growth path. During Financial Years 2003 to 2007, India's GDP grew at about 8% - 9% annually. The economy recovered post the global financial crisis of 2008 -2009, and with GDP expected to grow at 8 to 8.5% in Financial Year 2015-2016, India will become one of the top 5 global economies by Financial Year 2020 and the top three by Financial Year 2050. (Source: Technopak, Union Budget of India, 2015-2016)

Indian GDP growth



Source: Technopak

Comparison with other countries

India's GDP, despite growing at a fast pace, is still low in terms of absolute size. In 2013, India was about one ninth of the size of the US economy and one fifth of the size of the Chinese economy. (Source: Technopak) The GDPs of certain key countries and some countries in Southeast Asia are set forth below for comparison:

GDPs of select countries (US$ billion)

Country	2000	2005	2010	2011	2012	2013	2014P	2019P	2020P
Brazil	645	882	2,143	2,475	2,248	2,246	2,244	2,892	3,037
China	1,193	2,287	5,950	7,314	8,387	9,469	10,355	15,519	16,450
France	1,372	2,207	2,652	2,865	2,688	2,807	2,902	3,393	3,495
Germany	1,892	2,771	3,311	3,631	3,428	3,636	3,820	4,556	4,692
India	477	834	1,709	1,880	1,859	1,877	2,048	3,182	3,436
Indonesia	165	286	709	846	878	870	856	1,231	1,317
Italy	1,107	1,789	2,059	2,198	2,014	2,072	2,129	2,456	2,530
Malaysia	94	144	248	289	305	313	337	536	579
Thailand	123	176	319	346	366	387	380	493	518
UK	1,497	2,324	2,297	2,465	2,471	2,523	2,848	3,704	3,889
USA	10,285	13,094	14,964	15,518	16,163	16,768	17,416	22,148	23,034

Source: Technopak (Years refer to Financial Years).

1.2 Demographic Profile

Young Population

India has the lowest median age of 27 years among various developed and emerging countries of world, and nearly 65% of the population is below the age of 35 years. (Source: Technopak)

Median Age (years) of Select Countries for 2013

Countary	China	Malaysia	Brazil	UK	Thailand	India	USA	Italy	France	Germany
Median Age	36.7	27.7	30.7	40.4	36.2	27.0	37.6	44.5	40.9	46.1
Source: Technopak										

The younger consumers tend to be self-indulgent, well-travelled and brand-conscious. They have high spending power and are open to experiment and explore new products or services. (Source: Technopak)

Rising Proportion of Working-age Population

According to Census of India estimates, the total population of India is projected to increase to 1.3 billion by 2020. The proportion of the working population (25-59 years) is expected to increase substantially by 2020 (from 40% in 2000 to 46% in 2020). The proportion of the population below the age of 25 is expected to be 44% by 2020. Substantial rise in the working age population and the subsequent reduction in dependency ratio are conducive to growth for the Indian economy. Going forward, there will be ample supply of labor, which will in turn lead to rising income levels. (Source: Technopak)

Increasing Urbanization

It is estimated that by 2020, approximately 35% of the population which will be living in urban centers (31% in 2014) which will contribute around 69% of India's GDP. It is estimated that by 2050, India will have half of the total population residing in urban areas accounting for well over 80% of the GDP. This segment will see growth in households where both spouses work. Higher income and lesser time to cook in households are projected to fuel growth of eating out and ordering in and many industry players have recognized this and are offering value meals or combos for this target segment. (Source: Technopak)

Growing Middle Class

The households with annual earnings between US$ 5,000-10,000 have grown at a CAGR of 17% over the last five years and are further projected to grow at a rate of 12% to reach 109 million in 2020. The households with annual earnings between US$ 10,000-50,000 have also grown at a CAGR of 20% over the last five years. (Source: Technopak)

Household Annual Earning Details

Year (Financial Year)	No. of Total Households (million)	Households with annual earning US$ 5,000 - 10,000	% of total househol ds	Households with annual earning US$ 10,000 –50,000	% of total househol ds
2000	187	5	3%	1	1%
2005	202	12	6%	3	2%
2010	224	37	17%	12	17%
2014	236	55	23%	20	20%
2020*	256	109	42%	100	39%

*Projected
Source: Technopak

Increase in the number of households with annual earning of US$ 10,000 to US$ 50,000 will lead to increase in indulgence spending by the group. This will lead to increase in expenditure on eating out, luxury products, consumer durables and across all the retail consumption categories. (Source: Technopak)

1.3 Consumption Growth

India's consumption expenditure as percentage share of the total GDP is 56% which is lower compared to other developed countries. It is estimated that India's household consumption expenditure will increase to US$ 1,921 billion by 2020 and will surpass the household consumption expenditure of developed economies like Italy, France and the United Kingdom. (Source: Technopak)

Total Private Final Consumption Expenditure (US$ billion)

Country	2008	2009	2010	2011	2012	2013	2014P	2020P	Contribution to GDP*
United Kingdom	1,790	1493	1,552	1,665	1,694	1,737	1,726	1,665	69%
United States	10,014	9847	10,202	10,689	11,083	11,484	11,803	13,913	68%
Brazil	974	990	1,278	1,494	1,408	1,406	1,513	2,350	63%
Italy	1,426	1326	1,298	1,402	1,279	1,300	1,277	1,143	63%
Germany	2,071	1957	1,915	2,095	1,978	2,087	2,090	2,108	57%
India	706	781	957	1,073	1,061	1,072	1,165	1,921	57%
Indonesia	309	317	401	462	479	485	530	909	56%
France	1,615	1,514	1,486	1,596	1,490	1,553	1,541	1,470	55%
Thailand	150	146	171	188	202	211	226	339	55%
Malaysia	103	99	118	137	149	160	175	295	51%
China	1,608	1,809	2,079	2,615	3,019	3,447	4,015	10,024	36%

Source : Technopak
* 2013
Years refer to Financial Years; The projections have been arrived at by considering the growth trends for the past five years.

Discretionary Spending

The share of spending in basic goods (food, beverages and tobacco, and clothing and footwear) in private final consumption expenditure is expected to decline substantially to about 36% by Financial Year 2020, from 44.7% in Financial Year 2011. On the other hand, the share of discretionary spending (rent, fuel and power, furniture, medical care, transport and communication, and recreation and education) is projected to increase from 55.3% in Financial Year 2011 to about 64% in Financial Year 2020. (Source: Technopak)

Percentage Share of Expenditure by Category (at current prices)

Particular	2005	2009	2010	2011	2012
Non-Discretionary					
Food, Beverages & Tobacco	40	37.2	36.9	36.4	35.7
Clothing & Footwear	6.6	6.8	7.2	8.3	7.5
Total Non-Discretionary	**46.6**	**44**	**44.1**	**44.7**	**43.2**
Discretionary					
Gross rent, Fuel & Power	13.8	13.6	13.5	13.4	13.2
Furniture, Furnishings, Appliances & Services	3.4	4.0	4.0	3.1	3.9
Medical Care & Health Services	5.0	4.3	4.2	3.9	3.7
Transport & Communication	19.3	17.5	16.8	16.5	17.0
Recreation, Education & Cultural Services	3.0	2.9	2.8	2.8	2.8
Miscellaneous goods & Services	8.9	13.7	14.7	14.6	16.1
Total Discretionary	**53.4**	**56**	**55.9**	**55.3**	**56.8**
Private Final Consumption Expenditure in Domestic Market	100	100	100	100	100

Source: Technopak
Years refer to Financial Years.

II. Indian Food Services Market Overview

2.1 Indian Food Service Market

A decade ago eating out was not a prominent lifestyle choice in India but over the years, due to the changing household consumption pattern, eating out has gained momentum and there has been constant growth in the Indian food services market. (Source: Technopak)

Today, India represents a high priority market for the global food service industry. The food services industry is important in the Indian economy as it provides direct and indirect employment, promotes tourism and generates revenue for the government. The industry provides direct employment to 5 million individuals, 10 times the size of the hotel industry. There are around 10 million street food vendors in India, of which around 6 million sell ready-to-eat food. (Source: Technopak)

2.2 Market Structure

The food service industry is categorized into two segments: organized and unorganized.

The organized segment conforms to the following three parameters :

(i) accounting transparency;

(ii) organized operations with quality control and sourcing norms; and

(iii) outlet penetration.

The food service outlets that do not conform to the above three key parameters would be categorized under the 'unorganized' segments. This segment primarily comprises of Dhabas, roadside small eateries, hawkers and street stalls.

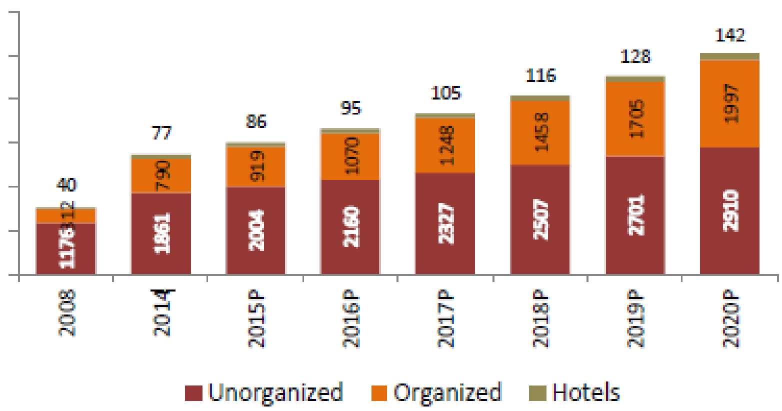
The organized segment is further classified as chained and standalone formats. Chained formats are domestic and international outlets with more than three outlets present across the country.

The chained format is further classified in six sub segments based on price (average price per person), service quality, speed and product offering. The sub-segments are: Fine Dining Restaurants (FDR), Casual Dining Restaurants (CDR), Pub Bar Club & Lounge (PBCL), Quick Service Restaurants (QSR), Cafés and Frozen Desserts. (Source: Technopak)

2.3 Food Service Industry Market Size

The size of the Indian food services market (organized and unorganized) in 2014 is estimated to be ₹2,728 billion and is projected to grow to ₹5,048 billion by 2020 at a CAGR of 11%. The unorganized market holds a 68% share with an estimated market size of ₹1,861 billion in 2014. The organized restaurant segment is estimated at ₹790 billion (29%) and is projected to grow at a CAGR of 17% to reach ₹1,997 billion by 2020.

Food Service Industry: Market Size (₹billion)



Source: Technopak (Years refer to Financial Years)

2.3.1 Organized Food Service Industry

2.3.1.1 *Market Size*

The organized food services market is projected to grow at a CAGR of 17%. Cafés and QSR in the organized segment will continue to grow at a CAGR of approximately 14% and 20%, respectively.

In the organized market, the chained segment is expected to grow at a healthy rate as compared to the licensed standalone segment. In the chained market, QSR and CDR constitute approximately 73% of the total food services market followed by PBCL (13%) and Cafés (9%). The Cafés and QSR are projected to grow at a CAGR of 20% and 25% respectively in the chained segment. Higher growth in the chained segment, expected to grow from ₹154 billion in 2014 to ₹491 billion by 2020, will be driven by the increasing presence of international brands, strengthening of back-end infrastructure, adoption of new cuisines and formats, changing lifestyles and aspirations and emergence of entrepreneurial ventures in these segments.

2.4 Key Drivers and Trends for Food Services Market

The food services market in India is driven by the following factors: availability of organized space for expansion of food service outlets; consistent growth of Indian and international brands; strengthening of back-end infrastructure. The recent trends in the industry include the following: India specific menu offered by international chained establishments that cater to the Indian tastebuds; value meals offered to maintain the average spend per person; hybrid concepts such as McCafe within McDonald's stores; growth of social media presence by industry players to connect with tech-savvy consumers; and food service outlets offering entertainment options, such as board games, live performances and pool tables etc.

2.5 Challenges

The challenges faced by the food service industry in India can be divided into two categories: economic / market factors and operational factors. The economic / market factors include food price inflation, fragmented market and increasing competition, and the time-consuming process of obtaining various business licenses. The operational factors include: shortage of quality staff and high attrition; high real estate and labor costs and government taxes; lack of cold chain infrastructure and inadequate technologies in the food supply chain; shortage of quality warehousing space; and food safety issues.

III. Indian QSR & Café Market

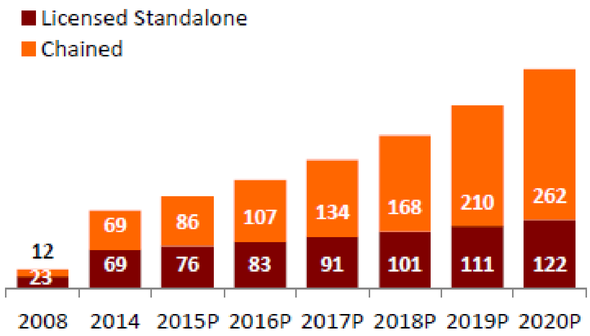
3.1 Indian QSR Market Overview

Quick Service Restaurants (QSR) have remained a key segment of the Indian food services market and have shown incremental growth over the years driven by focus on convenience foods, affordable and competitive pricing due to the growing needs of the consumers for convenience and increased appetite and craving for western food. A number of Indian and international QSR chains have opened in India over the past few years with specific cuisines and product offerings fuelling market growth.

The size of the organized QSR market is estimated to be ₹137 billion in 2014 and is projected to grow to ₹384 billion by 2020 at a CAGR of 19%.

The chain QSR market is approximately 50% of the total organized QSR market at ₹69 billion in 2014 and is estimated to be 68% of the total QSR organized market by 2020. The chained QSR market is estimated to grow at a CAGR of 25%. (Source: Technopak)

QSR Market Overview (₹billion)



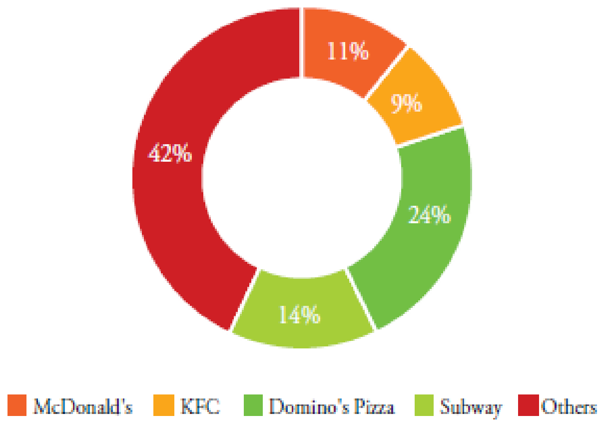
Source: Technopak (Years refer to Financial Years)

3.1.1 Chained QSR Market

To withstand market competition in the growing market, attain scale and increase consumer acceptance most of the players are tailoring their offerings, such as flavors, pricing and services to meet the Indian consumers' varying tastes and preferences. Some efforts towards this initiative include pure vegetarian restaurants in certain pockets of the country, no beef-based products in menu, separate cooking areas for vegetarian and non-vegetarian food, introduction of local flavors to menu, home delivery services and favorable pricing with affordable entry level products in the menu.

Based on aggressive marketing, attractive value proposition and strong home delivery network Domino's has the largest market share of 24% followed by Subway at 14%. The market share of the top four chained QSR players is given in the diagram below.

Market Share of Key Brands in Chained QSR Market by Outlets - December 2014



Source: Technopak

In the chained QSR segment the market share of outlets serving pizzas as key offerings lead the market with 34% market share followed by burgers and chicken outlets at 29%. Key players in the pizza segment are Domino's Pizza, Pizza Hut, and Papa John's. The burger and chicken formats are dominated by international brands like McDonald's and KFC, while in the sandwich formats the key players are Subway and Quiznos.

3.1.2 Key Players

The organized market is marked by the presence of more than 100 brands with over 3,500 outlets spread across various cities in India. A key feature is the focus of Indian players on multiple cuisines while international players maintain focus on a single cuisine/product category. In terms of the menu, Indian QSRs such as Haldiram's, Bikanerwala, etc. have a skew towards vegetarian food in contrast to international players like McDonald's, KFC, Subway, etc. which offer a mix of both vegetarian and non-vegetarian food.

Growth of QSR Brands in India (Number of outlets)

Brand	March 2008	March 2009	March 2010	March 2011	March 2012	March 2013	December 2014
Domino's	235	274	350	400	525	677	844
Subway	145	153	190	248	330	414	476
McDonald's	160	174	200	250	282	316	369
Pizza Hut*	135	190	209	260	310	367	367
KFC	42	72	100	151	221	299	328

Source: Technopak
*Pizza Hut includes both dine-in and delivery outlets

Top thirteen cities of India contribute to 66% of the chained QSR market. The number of outlets for key brands in eight major cities as of December 2014 are provided in the table below.

City	McDonald's	KFC	Pizza Hut*	Domino's Pizza	Subway
Delhi	51	14	48	71	49
Gurgaon	13	8	14	19	24
Greater Mumbai	59	26	22	89	54
Bangalore	42	42	48	78	38
Chennai	8	28	18	41	35
Hyderabad	15	20	11	40	31
Kolkata	6	15	14	32	17
Pune	25	3	13	36	24
Brand-wise % of Stores in Top 8 cities	**59%**	**48%**	**51%**	**48%**	**57%**

Source: Technopak
*Pizza Hut includes both dine-in and delivery outlets

3.1.3 Product Sales and Stock Keeping Unit ("SKU") mix

Food is the prime focus of QSR that is visible from its dominance of sales and SKU mix – 77% and 80% respectively, followed by beverages which constitute 18% and 13%, respectively. The contribution of vegetarian food to the total QSR sales is marginally higher, at an estimated 45% in comparison to 40% for non-vegetarian foods. Beverages and dessert are add-ons/side dishes with a smaller share of the pie.

This segment attracts customers in huge numbers as consumers enjoy small bites, combo offers, and group meals in keeping with a low average price per customer.

Sales Mix: Dine-in vs. Non-Dine-in

Dine-in contributes the highest proportion, approximately 67% to total QSR sales and is followed by takeaway orders which account for about 19% of sales. Home delivery is also picking up with most chains offering this service to consumers within a defined catchment.

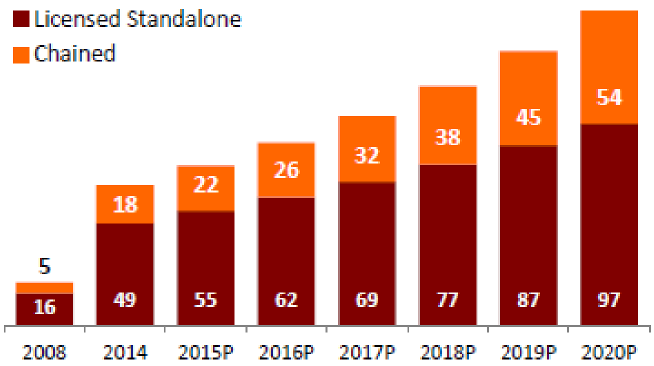
3.2 Indian Café Market Overview

India being primarily a tea-drinking nation, had witnessed a low consumption of coffee (with an exception of the Southern part of the country), both in terms of frequency and quantity with per capita consumption of about 110 g per year vis-à-vis developed countries with consumption of about 8 kg per year. However, over the past few years the café market has witnessed a flurry of activities and aggressive expansion by established brands, entry of new players in the space and increased consumer purchasing power, high café exposure and acceptability of the segment by the time-pressed consumer. Café Coffee Day has been the pioneer in establishing the coffee culture in the chained café segment and has come a long way in terms of the number of outlets by opening its first outlet in 1996 and increasing the store count to about 1,472 by December 2014. Barista, the second largest player in terms of outlets, started its operations in 2,000 and presently has around 169 outlets including 25 franchised outlets. Barista has expanded through the franchising route whereas Café Coffee Day is operating most of its outlets itself except a small number of franchisee ones.

The size of the organized café market is estimated to be ₹67 billion in 2014 and is projected to grow to ₹151 billion by 2020 at a CAGR of 15%.

The chain café market is approximately 27% of the total organized café market at ₹18 billion in 2014 and is estimated to be 36% of the total organized market by 2020. The chained café market is estimated to grow at a CAGR of 20%. (Source: Technopak)

Café Market Overview (₹billion)



Source: Technopak

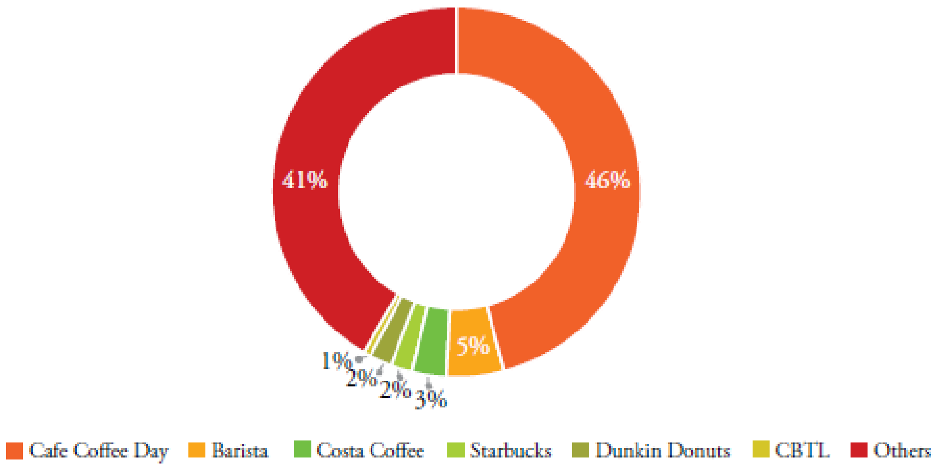
3.2.1 Key Players

Over the past 5 years the café culture has grown, with many new cafés being added along with the entry of some international players. The concentration of these new entries has been primarily in the metropolitan cities due to the cosmopolitan culture of these cities and the ease of back-end integration.

The café segment has been burgeoning in India with several domestic and international brands making inroads to the market along with the widening of the café goers with coffee becoming more of a fashion statement amongst the young and upwardly mobile. Currently, there are approximately 100 café and bakery chain brands with an estimated 3,200 outlets spread across various cities in India.

In the chained café market Café Coffee Day is the largest player in terms of the number of outlets. With 1,472 outlets it has a market share of 46% followed by Barista at 5%.

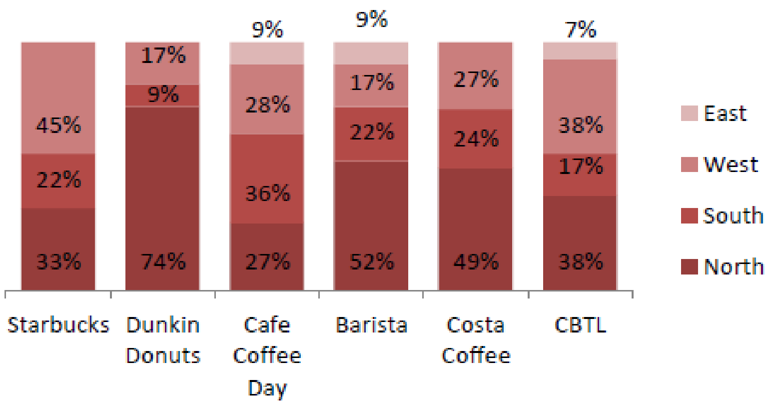
Market Share of Key Chained Brands by Number of Outlets in Chained Café Market–2014



Source: Technopak

Geographically, southern part of the country contributes to 33% of the total number of chained outlets of all players operating in the café segment. Café outlet penetration or spread is low in the eastern region with Café Coffee Day and Barista having just 9% of the total outlets.

Geographical spread of Key Brands in Chained Café Segment by no. of stores, December 2014



Source: Technopak

Count brands based on presence across top 33 cities - Hyderabad, Mumbai, Delhi NCR, Jaipur, Bengaluru, Chennai, Kolkata, Pune, Ahmedabad, Lucknow, Chandigarh, Indore, Ludhiana, Guwahati, Dehradun, Coimbatore, Mangaluru, Kochi, Mysore, Surat, Vadodara, Vizag, Kanpur, Patna, Puducherry, Ranchi, Agra, Bhopal, Aurangabad, Allahabad, Bhubaneshwar, Nagpur, Amritsar

Top eight cities of India contribute to 40-45% of the chain café market. The table below provides information about the presence of key brands in the major cities as of December 2014.

City	Café Coffee Day	Starbucks Coffee	Barista	Costa Coffee	Dunkin' Donuts	CBTL
Delhi	161	10	18	18	18	4
Gurgaon	40	4	18	5	6	2
Greater Mumbai	192	23	16	18	5	8
Bangalore	196	10	14	11	4	3
Chennai	90	1	5	4	-	1
Hyderabad	73	3	5	-	-	-
Kolkata	80	-	12	-	-	2
Pune	71	6	5	4	1	1
Brand-wise % of Stores in Top 8 cities	**61%**	**89%**	**55%**	**73%**	**68%**	**81%**

Source: Technopak

This straddling in the café space across segments and formats is sustained by players with an increasing presence in new locations like hospitals, college campuses, highways etc. It is a strategy by the café sector players to tap into a wider customer base.

Growth of Café Brands in India (number of outlets)

Brand	March 2008	March 2009	March 2010	March 2011	March 2012	March 2013	March 2014	Present Count of Outlets
Starbucks	-	-	-	-	2	32	40	64
Dunkin Donuts	-	-	-	-	7	20	29	50
Cafe Coffee Day	700	850	1,020	1,100	1,286	1,454	1,568	1,472
Barista	180	205	220	200	160	180	180	169*
Costa Coffee	41	48	58	75	96	100	100	82
CBTL	1	2	5	13	17	26	26	26

Source: Technopak
* The count of Barista includes 25 franchised outlets

3.2.2 Expansion Plans

The players in the Indian market are aggressively trying to gain a bigger pie of the market share in the growing café market in India. Café Coffee Day has been very aggressive in expanding and has around four times the number of stores as compared to the next top four brands put together as on December 31, 2014.

3.2.3 Product Sales and Stock Keeping Unit Mix

In the overall café market, beverages dominate the Stock Keeping Unit ("SKU") and sales mix primarily due to the nature of the coffee retail space. In the SKU mix, beverages hold over 50% and contribute to approximately 54% of café sales. This is followed by food and desserts.

Product Sales & SKU Mix of Key Café Brands, Financial Year 2014

Brand	Avg. Food Sale Contribution	Avg. Beverage Sale Contribution	Avg Sales per Day (ASPD)	Avg. Store Size	Avg. cost/person
	%	%	₹ '000	Sq. ft.	₹
Starbucks Coffee	47%	53%	60-65	1,700-2,000	175-200
Dunkin' Donuts	72%	28%	45-50	1,200-1,500	150-175
Café Coffee Day	39%	61%	15-20	1,000-1,200	125-150
Barista	32%	68%	15-20	800-1,000	150-175
Costa Coffee	35%	65%	21-25	1,200-1,500	170-190
Coffee Bean & Tea Leaf	33%	67%	45-50	1,700-2,000	175-200

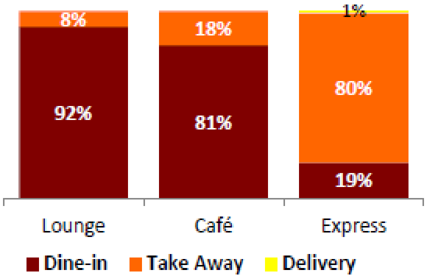
Source: Technopak
Sales mix does not include merchandise sales from outlets

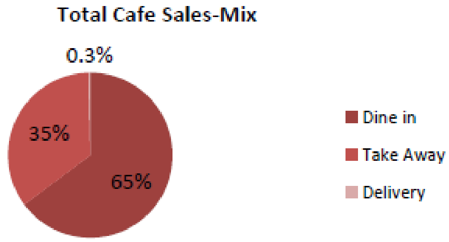
However, a variation can be seen at lounges; where food gains increased focus as it is a premium format with a variety of meal offerings. Food constitutes approximately 42% of the SKU mix with approximately 35% contribution to the sales mix. Across other coffee formats, beverages are a mainstay in the mix with the popularity of hot beverages over cold beverages. Desserts contribution is small in the overall pie across SKU and sales mix due to the dominance of beverages and food.

3.2.3.1 *Sales Mix - Dine in vs. non-Dine in*

The café culture has permeated the streets of India with majority of sales, over 80% coming from dine-in across various formats followed by takeaway sales.

Café Sales Mix- 2014



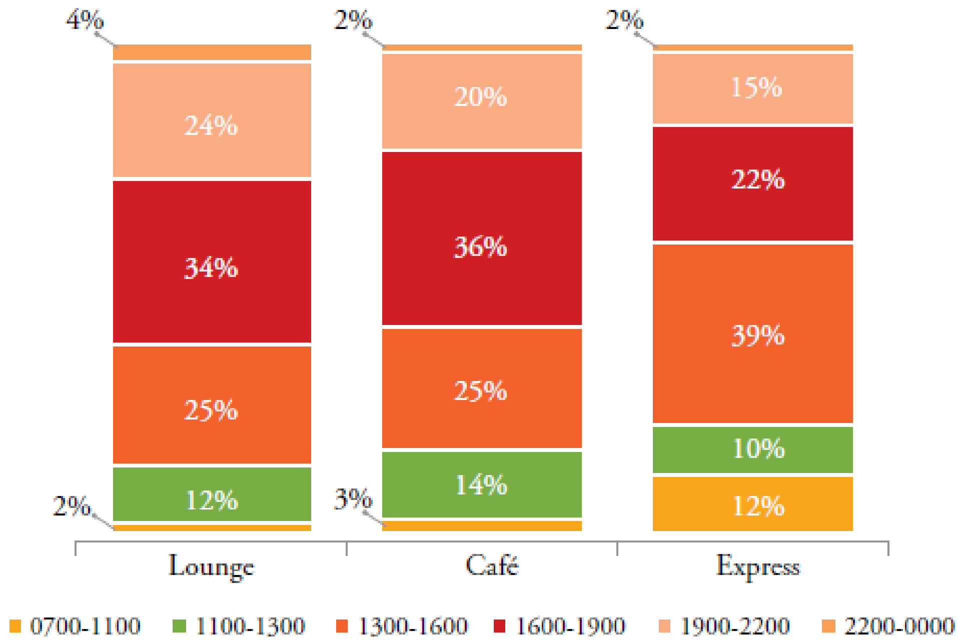


Source: Technopak
Sales mix does not include merchandise sales from outlets

In contrast, closely 80% of express sales come from take-away due to the very nature of the format – limited seating option and location mostly in office complexes and high footfall zones.

Café Sales Mix: Peak Business Hours

Cafés by their very nature are places to hang out, and the evening hours are the peak time, 1600-1900 hours. As for express formats which are located mostly in office complexes and offer takeaway and delivery services, afternoon time (1300-1600 hours) gets maximum customer traffic due to working professionals working in and around office complexes.



Source: Technopak

3.2.4 Price Comparison

Café Coffee Day with the highest number of outlets and competitive pricing has attained better consumer penetration and strong connection with the young consumers. Starbucks has emerged as an aspirational brand and has the biggest ticket size only second to Coffee Bean & Tea Leaf. Barista recently witnessed a change in ownership and is revamping its market strategies.

Pricing of Cafés in India, December 2014

Brand	Cappuccino	Espresso	Hot Chocolate	Brownie	Veg. Sandwich
Starbucks Coffee	120	100	135	160	170
Café Coffee Day	79	69	101	75	89
Barista	90	70	140	130	130
Costa Coffee	110	90	110	200	180
Coffee Bean and Tea Leaf	120	100	140	125	175
Dunkin' Donuts	90	50	105	59*	120

Source: Technopak
All prices are stated in ₹ for small portions for Delhi NCR as in December 2014
* Price for premium donuts

3.3 Comparison with Other Countries - QSR and Café

India, as compared to the other markets detailed below, exhibits a definite potential for growth for the number of outlets in the café and QSR segments. Italy has the maximum density of cafés per million people in the organized café market followed by Germany and France. China has the highest number of QSR per million people in the organized QSR market followed by USA and Brazil.

Organized Café and QSR Market, Financial Year 2013

Country	Café Market Size (US$ million)	No. of Café	No. of Café per million People	QSR Market Size (US$ million)	No. of QSRs	No. of QSRs per million People
India	1,070	19,990	16	2,180	56,140	45
China*	10,746	27,608	20	117,024	1,455,904	1,067
UK	9,347	14,292	223	22,505	37,647	588
USA	19,014	23,357	74	212,083	262,526	831
Germany	3,114	31,844	385	13,114	37,431	453
France	3,994	19,431	294	11,579	15,187	230
Brazil	3,305	24,324	119	25,152	162,053	795
Italy	9,440	62,571	1046	4,226	11,565	193
Malaysia	1,555	4,138	139	1,038	3,563	120
Thailand	416	4,039	60	2,427	14,904	222
Indonesia	665	3,136	12	1,353	5,558	22

Source: Technopak
* Data for China includes cafés and bars whereas the data for the rest of the countries is of cafés only

The per capita spend of India is the lowest as compared to the other countries as listed below. This is primarily due to higher rural population and preference of eating at home. This is due to less eating out options in the smaller cities and towns, compared to other countries like the USA, Italy and the UK.

Per capita number of transactions in India as compared to the USA, Thailand, Italy and Brazil is low and is expected to grow over the next few years based on the growth of eating out culture.

Per Capita Spend in Food Services - Financial Year 2013

Country	Per Capita Transactions	Per Capita Spend – Food Services (US$)/ Year
	No. /person/year	US$/year
India	72	32
China	103	375
UK	78	1,311
USA	180	1,558
Germany	51	559
France	63	845
Brazil	111	569
Italy	138	1,463

Country	Per Capita Transactions	Per Capita Spend – Food Services (US$)/ Year
	No. /person/year	US$/year
Malaysia	46	278
Thailand	143	328
Indonesia	24	123

Source: Technopak

IV. Indian Coffee Sector and Vending Business

4.1 Indian Coffee Sector Overview

4.1.1 Production

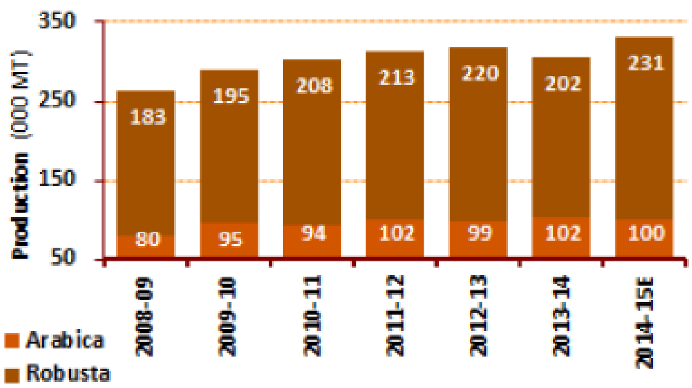
India is the sixth largest coffee producer globally. India's coffee production was 0.30 million MT in Financial Year 2014 and estimated to be 0.33 million MT in year Financial Year 2015, growing at a CAGR of 4% from Financial Years 2009 to 2015. India produces both Arabica and Robusta coffee beans, but the share of Arabica in total production is slowly declining. In Financial Year 2015, it is estimated that Robusta will contribute 69.4% to the total production. (Source: Technopak)

Coffee producing regions of India are classified in three major categories. Traditional coffee-growing regions in India are located in South India, mainly in the state of Karnataka, Kerala and Tamil Nadu. Karnataka is the largest coffee growing state in the nation contributing 71% of the total coffee production. Karnataka and Kerala are mainly Robusta growing states whereas Tamil Nadu produces both Arabica and Robusta. (Source: Technopak)

Non-traditional regions comprises Andhra Pradesh and Orissa which are mainly Arabica growing regions; contributing about 2% of the total production pie. (Source: Technopak)

The north eastern region's contribution to the country's production is insignificant. Both Arabica and Robusta varieties are cultivated, but the trend indicates higher Arabica production. (Source: Technopak)

Indian Coffee Production



Source: Technopak
Years refer to Financial Years. 2014-2015E is Post Blossom Estimates by the Coffee Board of India

4.1.2 Export

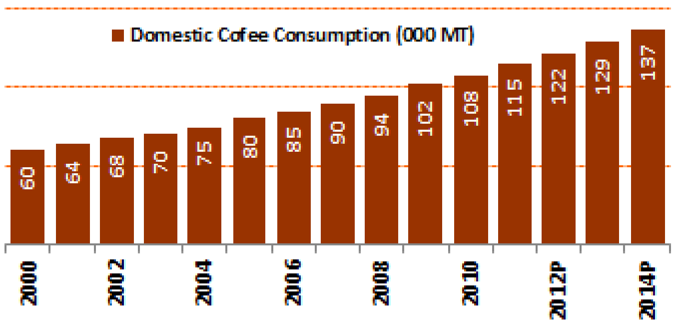
About 80% of coffee produced in India is exported overseas mainly to Europe, Far East and North America. The Indian coffee export for Financial Year 2013 was recorded at 0.31 million MT, valued at ₹46.98 billion. The top five export markets for Indian coffee are Italy (24%), Germany (10%), Belgium (6%) and the Russian Federation (6%) and Turkey (4%).

Robusta cherry is the predominant form of export coffee from India, followed by instant and plant types. The key destinations for instant coffee re-exports from India are Russian Federation, Turkey, USA and Ukraine.

4.1.3 Coffee Consumption

Per capita coffee consumption in India in 2011 was 110 g per person per year. The size of the retail coffee market in India stood at ₹30 billion in 2014 and is expected to grow to ₹51 billion by 2020. Domestic consumption of coffee is growing at 5-6% a year, while production is stagnating. Consumption in India is estimated at 0.125 million MT/ year against a production of 0.315 million MT. Southern part of the country accounts for nearly 80% of the total coffee consumption in India. However, there is more potential in the other regions outside South India, where the occasional consumers are high in number. Occasional drinkers contribute to 52% of the total coffee consumers, which essentially means that people have started experiencing this beverage. This presents an opportunity for growth and could be advantageously used to increase the consumption of coffee in the country by converting them to regular coffee drinkers.

Coffee Consumption Trend in India

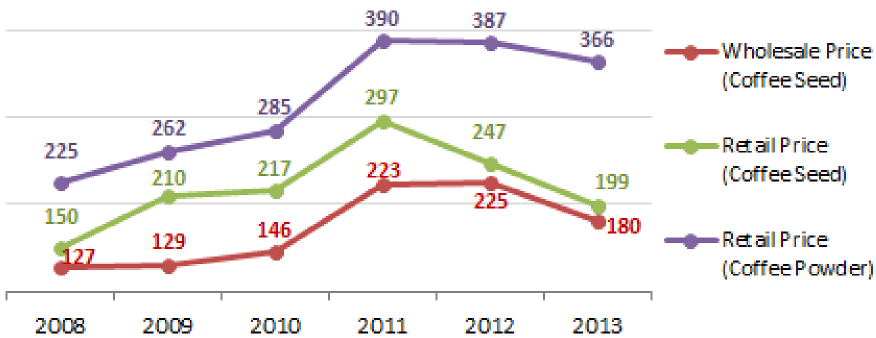


Source: Technopak
Years refer to Financial Years

4.1.4 Coffee Prices

Indian coffee prices are well integrated with global prices. It is expected that we will see an increase in coffee prices on account of strong demand and supply deficit in the global market in 2015. It is expected that the farm gate price of Arabica cherry will increase by 25–30%, however, the cost of production has also increased by about 15%; leaving farm gate prices to increase by net 15% only.

Indian Coffee Prices (₹/kg)



Source: Technopak

Years refer to Financial Years

4.2 Indian Retail Coffee Market

The retail coffee market in India stood at ₹30 billion in 2014 (52,000 MT) and is expected to grow to ₹51 billion by 2020.

Projected Retail Sale of Coffee by Category (volume MT)						
Category	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**
Fresh Coffee	36,925.08	38,292.03	39,705.78	41,171.72	42,691.78	44,267.96
Instant Coffee	19,646.10	22,484.40	25,822.70	29,759.90	34,416.50	39,939.40
Total Coffee	**56,571.14**	**60,776.41**	**65,528.46**	**70,931.65**	**77,108.31**	**84,207.39**

Source: Technopak
Years refer to Financial Years

The retail segment is expected to grow at a CAGR of 9.3% during 2014 to 2020. Over the past few years, instant coffee has witnessed a healthy increase in share of about 10% both in terms of value and volume sales. Instant coffee currently accounts for 63% in terms of value and 33% in terms of volume.

Projected Retail Sale of Coffee by Category (value in ₹ billion)

Category	2015	2016	2017	2018	2019	2020
Fresh Coffee	12.08	12.63	13.21	13.82	14.47	15.15
Instant Coffee	20.87	23.24	25.89	28.85	32.17	35.87
Total Coffee	**32.95**	**35.87**	**39.1**	**42.68**	**46.64**	**51.02**

Source: Technopak
Years refer to Financial Years

The growth of modern retail outlets and coffee chains is expected to be the driver of growth in the retail coffee segment. Key players in this segment have launched exotic flavors and premium variants of the existing offerings. These products are aimed at high-end consumers with high disposable income and a willingness to spend. The increasing share of instant coffee should continue and is expected to account for about 70% of the total value in 2020.

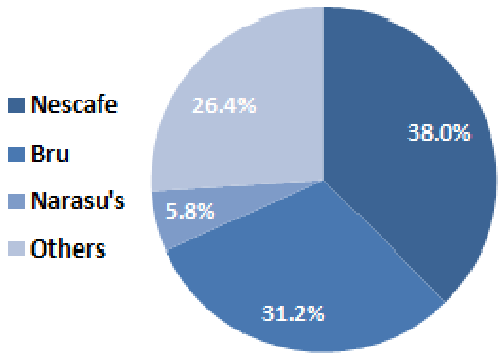
There is more potential for growth for coffee in the regions outside South India, where occasional consumers are high in number. Consumers from these non-traditional coffee drinking regions have also displayed the desire for both convenience and indulgence in coffee. Demand for cappuccinos, mochas and lattes, has also been on the rise. This trend is expected to continue in the near future, where we expect brands to launch more products in instant specialty coffee.

4.2.1 Competitive Landscape

The Indian coffee industry has international industry players such as Nescafe (Nestle India Ltd) and Bru (Hindustan Unilever Ltd.) which accounted for a retail value share of 38% and 31% respectively in 2014. Domestic players accounted for the remaining percentage of sales with the prominent players being Narasu's (Narasu's Coffee Co), Coffee Day (CDGL) and Mr Bean (Tata Coffee Ltd).

Nescafe (Nestle) is the market leader and a household name in India, known for pure and quality coffee. Bru (Hindustan Unilever) is major competitor to Nescafe.

Market Share of Key Players , Financial Year 2014



Source: Technopak

4.3 Coffee Vending Business

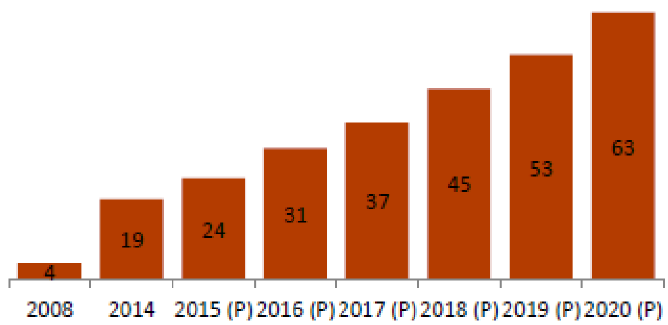
With the growing influence from coffee chains like Café Coffee Day, Starbucks, Costa Coffee etc., coffee consumption is increasing in India. This trend is gaining momentum in the northern and western part of the country, where traditionally the consumers were tea drinkers.

In addition, the increase in coffee dispensed by vending machines has helped to drive the out-of-house consumptions especially in offices and on-the-go. The concept of vending machines in India got momentum in 2002 when Tata first established vending machines for tea in the country, and since then, vending machines of hot beverages have gained substantial presence in the country. With the increase in the working population, industries, offices and growth of services based offices like business process outsourcing companies, the consumption of hot beverages via vending machines has become popular in India. (Source: Technopak)

Today these vending machines can be seen from shops to large corporate offices, from railway stations to Government offices. Coffee vending machines which can be noticed at nearby bakeries and railway stations were placed by Nestle in India, gaining popularity. It installed hundreds of its vending machines at shopping malls, cinema halls, food centers, hospitals and offices. Its vending machines came in different sizes and styles to match the needs of consumers at different locations.

The organized coffee vending machine market has been growing at around 32% since 2008 and has reached at ₹19 billion by 2014. It is further projected to grow at a CAGR of 22% to reach at ₹63 billion in 2020. (Source: Technopak)

Coffee Vending Market Size (₹ billion)



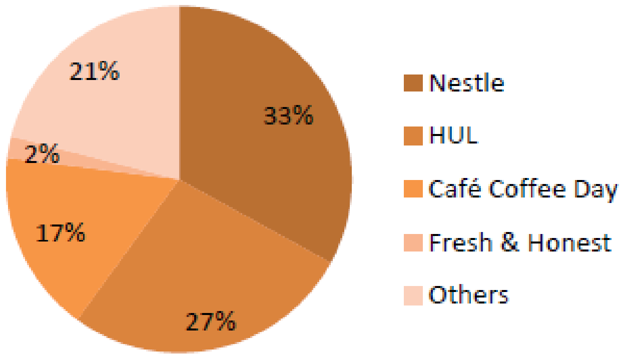
Source: Technopak
Years refer to Financial Years

In the organized vending market the share of bean-to-cup is estimated to be around 26% in 2014 and is projected to reach 32% by 2020. The bean-to-cup market will grow from ₹5 billion in 2014 to ₹20 billion by 2020 at a CAGR of 27%.

Café Coffee Day has been a pioneer in introducing the bean-to-cup format in the café segment at competitive prices and revolutionized the way Indians drink their coffee. The bean-to-cup format has become more popular in corporate offices where people value taste over convenience and its share has been increasing in the vending market primarily because of the evolving consumers and demand for a better taste and control over the amount of sugar being used in the coffee. The key players dotting the coffee vending landscape include some of the fast-moving consumer goods majors like HUL and Nestle along with players such as Café Coffee Day, Tata Coffee, Fresh and Honest, Coca Cola's Georgia coffee.

The pre-mix format players Nestle and HUL lead the market with a market share of 33% and 27% in terms of overall machine installations. Archrivals, Café Coffee Day and Fresh & Honest compete in bean-to-cup format with 17% and 2% market share, respectively, in the overall vending market in terms of machine installations. The share of bean-to-cup segment is around 20-22% in the entire market in terms of machine installation and is growing consistently.

Coffee Vending Market Share by Machine Installations, Financial Year 2014



Source: Technopak

V. Real Estate Office Market in Bengaluru City and Sub-markets

5.1 Advantage Bengaluru Market Overview

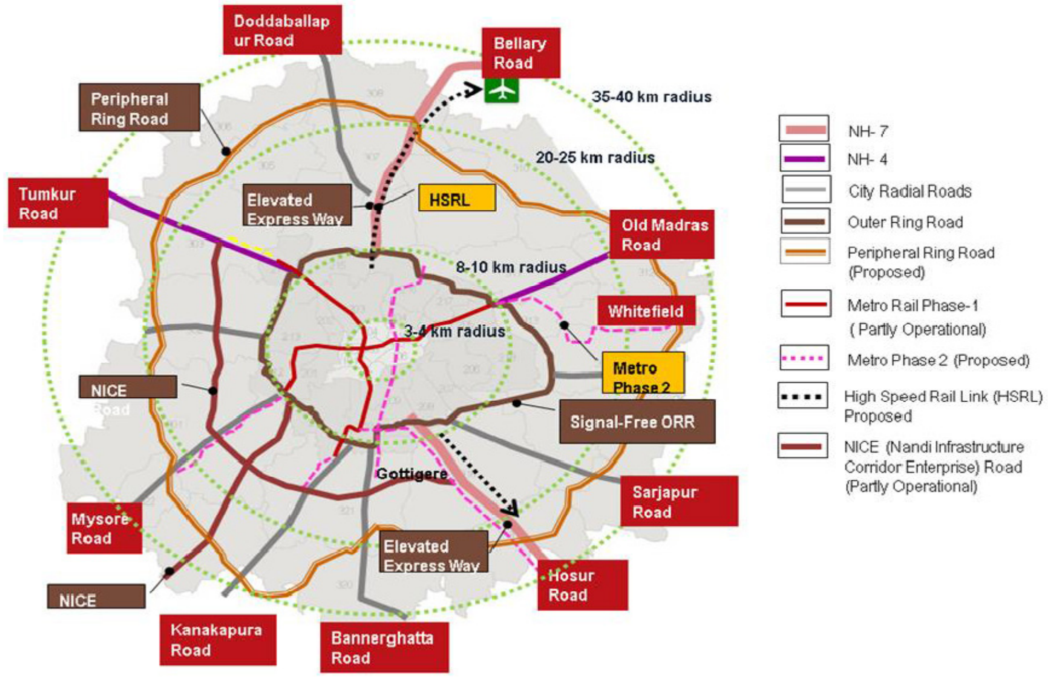
Bengaluru, the capital city of Karnataka and the largest city in Karnataka State, is now popularly known as the 'Silicon Valley of India'. With the offices and development centres of a number of mega software companies, including IBM, Hewlett-Packard, Texas Instruments, Oracle, Novell, Accenture and Honeywell, having wholly-owned subsidiaries or joint ventures in Bengaluru, the city is currently regarded as a high-tech destination. Also, a large number of Indian software companies have established their headquarters in Bengaluru. During a short span of six to eight years, Bengaluru has experienced rapid growth and international recognition in the field of IT and software development. (Source: JLL)

Bengaluru City contributes close to 98% of the IT-ITES exports of Karnataka State, which is estimated at ₹1,320 billion during the Financial Year 2011-12, and is estimated to contribute to more than 35% of national IT-ITES revenues. Bengaluru has over 3,000 IT-ITES companies, and of which over 700 are multi-national companies. 400 out of Fortune 500 companies have outsourcing operations in Bengaluru. 9 of top 10 leading IT companies on Forbes Global 2000 list have the headquarters of their India operations in Bengaluru. (Source: JLL)

Direct employment under IT-ITES sector is estimated at about 800,000 while indirect employment is estimated to be 2.5 million. Bengaluru has distinction of housing around 85 chip design companies and about 361 R&D centers (out of 819 in India). Apart from this, Bengaluru has the second largest technology cluster in the world after Silicon Valley. (Source: JLL)

The IT-ITES sector and other services sectors along with the manufacturing sector are driving the demand. The share of the domestic companies in office occupancy is significantly increasing, particularly due to the growth of Indian services sector. The IT-ITES sector is the key driver for office space in Bengaluru. It accounted for 53% in 2010, reduced to 31% in 2013 and further increased to 36% by the end of 2014. The other sectors contributing significantly towards absorption since 2009 were manufacturing and consultancy business, telecom and services sectors. (Source: JLL)

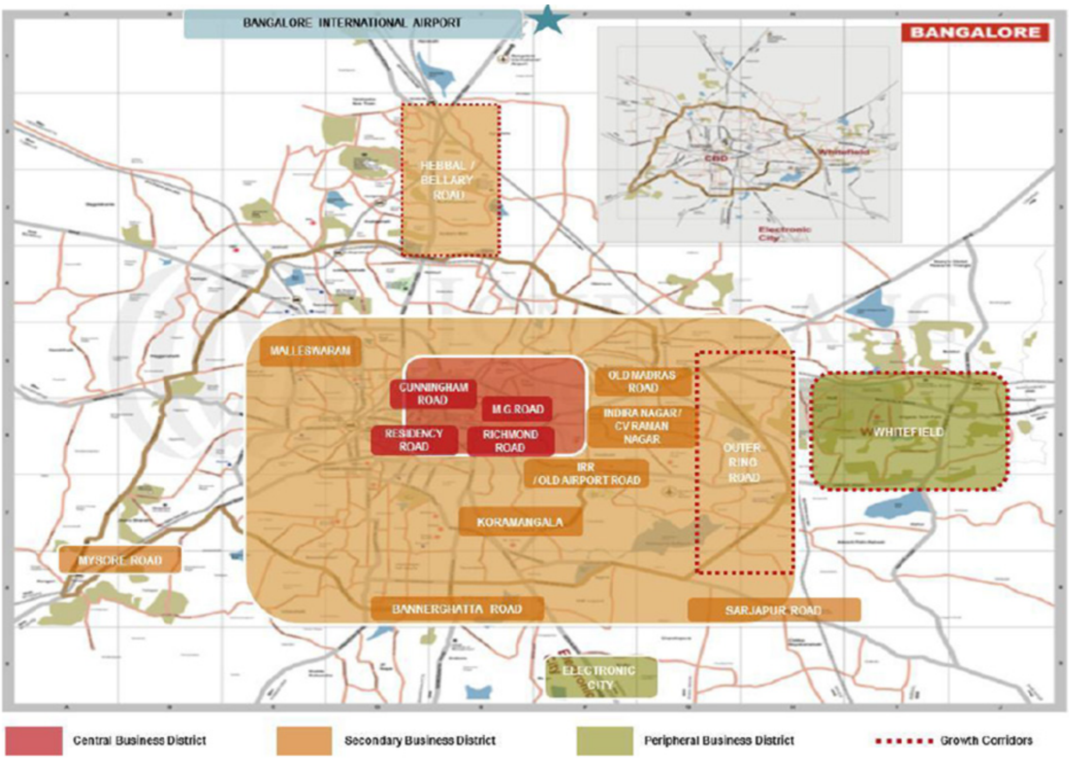
The map below presents the existing structure of the city along with the network of radial roads and ring roads.



Source: JLL

5.2 Sub-Markets: Bengaluru

Bengaluru City can broadly be divided into four major sub-markets based on the real estate activities and market characteristics, viz. (a) Central Business District (CBD); (b) Secondary Business District (SBD); (c) Whitefield; and (d) Electronic City.



Source: JLL

5.2.1 Central Business District (CBD)

The CBD sub-market includes MG Road and adjoining roads within a radius of 3-5 km of the MG Road-Brigade Road junction. CBD has a predominant presence of business class and higher income group residents, who have high disposable income and propensity to spend. The land values are high and the real estate is predominantly corporate offices. The area benefits from good metro rail connectivity and other numerous traffic infrastructure initiatives as well as good social infrastructure such as schools and hospitals. There is negligible availability of land.

5.2.2 Secondary Business District (SBD)

SBD refers to the area 10-12 km away from CBD and includes Outer Ring Road, Old Airport Road, Old Madras Road, the Intermediate Ring Road, Indiranagar, Koramangala, Rajajinagar and Bannerghatta Road. SBD has residents under the high income group, the upper middle and middle income groups, with pockets of housing owned by influential groups and business men. High density residential developments of varying segments in terms of capital values are present as well as a few campus type offices occupied by IT-ITES, corporate offices, BFSI offices, with both SEZ and non-SEZ space in the eastern quadrant. Retail malls and high-street retail formats are prominent and there is good social infrastructure such as schools and hospitals. Land availability is limited.

5.2.3 Whitefield

Whitefield is an area located on the east side of Bengaluru, 20 - 25 km beyond SBD. The Whitefield sub-market is now the preferred address for multi-national companies seeking international-standard facilities in the city and contains predominantly IT-ITES related developments under SEZ and non-SEZ notification. A number of new apartments and residential developments are present and the demographics are a mix of upper, middle and low income category residents. The neighbourhood also has retail malls and high-street retail shops, including good social infrastructure such as schools and hospitals. There is good connectivity on the road despite heavy traffic and availability of land is high.

5.2.4 Electronic City

Electronic City covers the area up to 20 km away from SBD on the south side of Bengaluru. It is located in the southern quadrant of Bengaluru and is an industrial park spread over 330 acres built exclusively for the electronics industry. There are many new apartments and residential developments with a mix of low to mid-income residents. The properties in Electronic City are predominantly IT-ITES related developments in SEZ and non -SEZ space. Electronic City has retail malls, high street retail shops, schools, hospitals in the area and has good road connectivity and land availability is high.

5.3 Demand Overview and Forecast & Supply Overview: Bengaluru and Electronic City

5.3.1 Demand overview and forecast

Demand is a function of need and willingness-to-pay. Bengaluru office market is witnessing an improvement in demand, evident from the increase in transactions, and the expansion of many IT/ITES companies resulting in sustained leasing activities during 2015-2016. Demand for office space is estimated to be around 7.6 million sq. ft. during the year 2015, with the SBD and Whitefield sub-markets continuing to account for the bulk of the demand, as the majority of demand is concentrated in these sub-markets.

The occupier activities across Bengaluru witnessed a re-emergence of higher demand. However, most of the demand continues to be driven by expansion or consolidation. The occupier's confidence in Bengaluru is improving and is translating into leasing or sale of real estate. Occupier activities strengthened significantly in 2013-2014 with increase in take-up volumes. The IT-ITES and telecommunication sectors have launched more space requirements compared to the other sectors like banking and manufacturing. In addition to the above, there has also been a growing trend towards own campuses or built-to-suit options to reduce the real estate costs.

Market conditions in the city are now turning in favour of the developer as the real estate market across the country continues to enjoy strong demand. The IT-ITES sector and other services sectors along with manufacturing are driving the demand.

The table below presents demand trends and forecast at both overall city level and at sub-market level.

Year	CBD	SBD	Whitefield	Electronic City	Overall City
2011	0.14	3.32	4.59	0.25	8.3
2012	0.15	2.52	2.02	0.17	4.86
2013	0.14	3.04	1.46	0.83	5.46
2014	-0.07	6.23	2.68	0.55	9.39
2015*	0.11	5.11	1.72	0.65	7.59
2016*	0.19	4.04	1.35	1.35	6.92
2017*	0.16	4.31	1.08	0.65	6.19
2018*	0.22	4.31	0.86	0.43	5.81
2019*	0.16	3.77	0.91	0.43	5.27

Source: JLL
* Projected

5.3.2 Price Trends, Transactions

5.3.2.1 *Rental and Capital Value Trends*

The average rent for office space is increasing across all sub-markets in Bengaluru. In CBD, the average rent was ₹86 per sq. ft. per month up from ₹81 per sq. ft. per month in 2011. Meanwhile, in SBD, the average rent was at ₹53 per sq. ft. per month by the end of 2014 up from ₹46 per sq. ft. per month in 2011. The average rent in the Whitefield and Electronic City sub-market was at ₹34 and ₹27 per sq. ft., respectively in 2014 and 2011.

The table below presents gross rents and capital values at sub-market level with quarterly and yearly change.

Sub-Markets	Gross Rents	Capital Values	Market

	4Q 2014 (₹ per sq. ft. per Month)	Q-o-Q Change	Y-o-Y Change	4Q 2014 (₹ per sq. ft.)	Q-o-Q Change	Y-o-Y Change	Yield on Gross Rent (4Q 2014)
CBD	86	1.2%	3.6%	10,100	1.5%	4.7%	9.2%
SBD	52	1.0%	5.1%	5,400	0.9%	5.9%	10.4%
Whitefield	34	1.5%	3.0%	3,300	1.5%	3.1%	10.7%
Electronic City	27	1.9%	3.8%	2,600	2.0%	4.0%	10.6%
Average	47	0.0%	4.7%	4,922	1.2%	5.2%	10.2%

Source: JLL

The south west sub-market has seen a steady increase in the rental value of 4-5% per annum mainly attributed by Global Village.

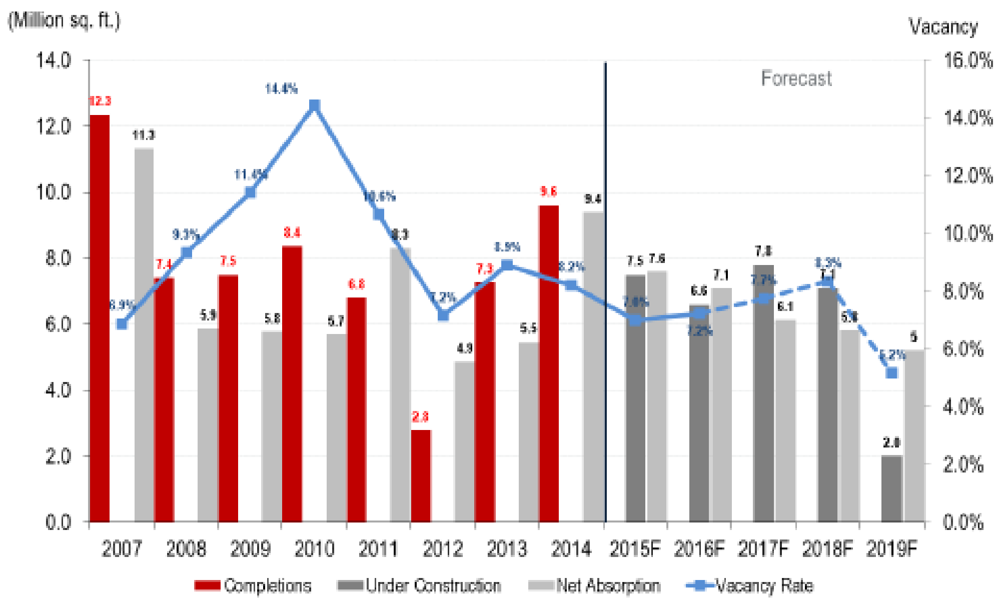
The table below presents both city level and sub-market level historic trends and forecast in both rental values and capital values.

Year	Rental Values (Gross Rent in INR per sq. ft. per Month)					Capital Values (INR per sq. ft.)				
	Overall	CBD	SBD	Whitefield	Electronic City	Overall	CBD	SBD	Whitefield	Electronic City
2011	43	81	46	32	25	4,294	9,000	4,650	2,825	2,250
2012	45	81	49	33	26	4,635	9,400	5,000	3,100	2,450
2013	45	82	49.5	33	26	4,680	9,650	5,100	3,200	2,500
2014	47	83	52	34	27	4,922	10,100	5,400	3,300	2,600
2015*	50	89	55	36	29	5,836	10,612	5,835	3,527	2,827
2016*	53	94	58	38	31	6,195	11,369	6,169	3,735	3,037
2017*	56	100	61	41	33	6,564	12,136	6,566	4,046	3,246
2018*	59	106	64	44	35	6,956	13,047	6,903	4,399	3,489
2019*	60	111	68	47	37	7,447	13,693	7,426	4,713	3,701

Source: JLL
*projected

The Bengaluru office market is witnessing an improvement in demand as evident from the increase in transaction activity, and the expansion of many IT/ITES companies. Absorption of around 7.6 million sq. ft. of space is expected by end-2015, with the SBD and Whitefield sub-markets continuing to account for the bulk of take-up, as the majority of demand is concentrated in these sub-markets. The Bengaluru office market comprises about 84.89 million sq. ft. of space, including IT, non-IT and SEZ supply. Forecast supply across all Bengaluru sub-markets in 2015-19 is expected to be 30.6 million sq. ft., including proposed projects and those under construction.

The chart below presents outlook for Bengaluru office market in terms of completion, absorption and vacancy.



Source: JLL

5.3.3 Supply overview and forecast & SWOT Analysis - Electronic City

The Electronic City sub-market currently has operational stock of about 6.52 million sq. ft. and the supply in this sub-market is estimated to be about 3.33 million sq. ft. over the next 5 years (from 2015 to 2019). Notable projects in various stages of construction include the Global Village, Technology Park Phase III, Neotown TNR Inizio, Hiranandani Ashford, Gold Hill Supreme IT Park, Leela Info Park and Gopalan I Park.

The table below presents strength-weakness-opportunity-threat (SWOT) analysis for Electronic City.

Electronic City	***Strengths***	▪ The elevated express way from Silk Board junction to Electronic City reduced travel time on Hosur Road and enhanced the connectivity of Electronic City with rest of city
	Weaknesses	▪ With an absence of good quality buildings with larger floor plates and being far from residential catchments, occupier interest in this sub-market is low. ▪ Comparatively low rental values compared to other sub-markets
	Opportunities	▪ Availability of land at comparatively lower prices will encourage further development ▪ The ongoing residential projects and other social infrastructure projects likely enhance the profile and outlook of the sub-market
	Threats	▪ Emerging North Bangalore and other sub-markets likely affect the demand for office space in Electronic City

Source: JLL

The trends and forecast for Electronic City in supply, stock, absorption and vacancy is presented in the table below.

Year	Supply (Million sq. ft.)	Stock (Million sq. ft.)	Vacancy (%)	Absorption (Million sq. ft.)
2011	0.55	4.81	22.1%	0.25
2012	0.00	4.81	18.6%	0.17
2013	1.14	5.95	20.3%	0.83
2014	0.57	6.52	18.8%	0.55
2015*	0.31	6.83	13.0%	0.65
2016*	2.31	9.14	20.3%	1.35
2017*	0.20	9.34	15.1%	0.65

Year	Supply (Million sq. ft.)	Stock (Million sq. ft.)	Vacancy (%)	Absorption (Million sq. ft.)
2018*	0.51	9.85	15.1%	0.43
2019*	0.00	9.85	10.8%	0.43

Source: JLL
* Projected

5.4 Global Village, Mysore Road, Bengaluru

Global Village is one of the few campus style office space developments in Bengaluru. Spread over about 110 acres, it comprises of space under both SEZ and non-SEZ segment. Being developed as a campus for built-to-suit occupiers, it has high quality facilities and amenities like a dedicated electric power substation for the campus, a food court, a club house with a gym, a resort and other facilities including one of the largest Coffee Day outlets in the city. It is located on Mysore Road and adjacent to RV College of Engineering. The facility is located approximately 13 km from the CBD of Bengaluru.

Mysore Road in Bengaluru forms part of the South-West Peripheral Business District and falls under the Electronic City sub-market. This location and its surrounding areas gained importance in the real estate market, due to the proximity of various educational institutions & industrial developments and excellent connectivity from Outer Ring Road and BMIC. Global Village being developed by Tanglin Developments, one of the subsidiary companies of Coffee Day Enterprises is the major commercial development within this sub-market.

The warm shell rental for the commercial office spaces including the Global Village ranges from ₹30-36 per sq. ft. per month. In addition, car parking charges are typically ₹2,000 per month per car parking bay and maintenance charges of about ₹8 per sq. ft. per month. The capital values for warm shell office space ranges from ₹3,800-4,000 per sq. ft. with yield rates of approximately 11%.

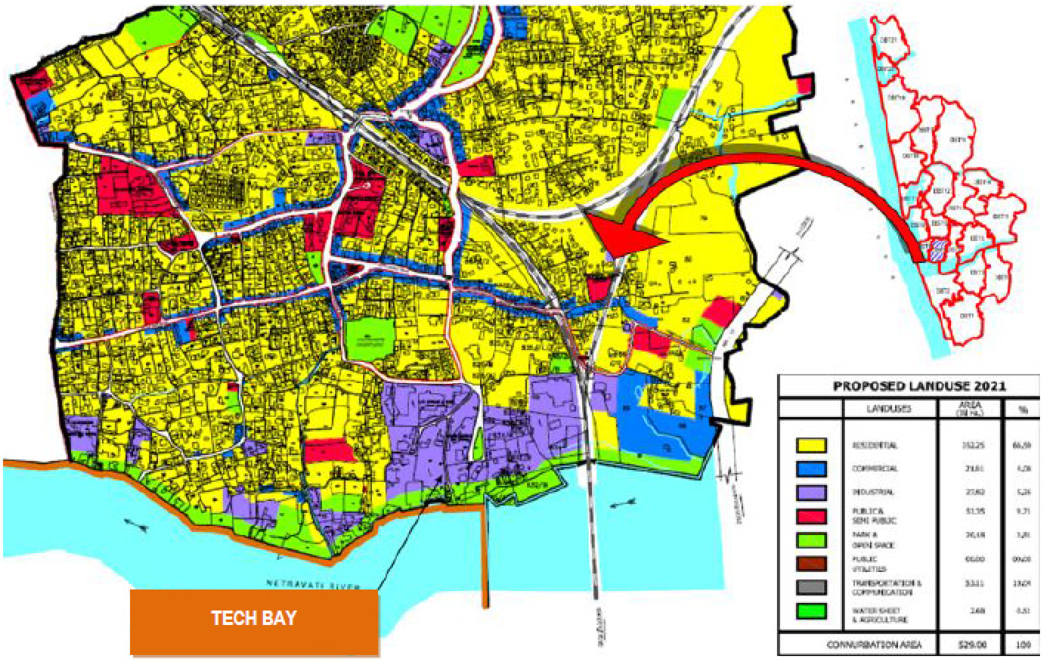
The ongoing infrastructure developments like PRR, Metro Rail and widening of roads improved the real estate profile of the sub-market. As a result, many leading developers have now started entering the sub-market, including Prestige Group Salarpuria Group, Mantri Developers, Century Real Estate, Jain Housing & Constructions, Provident Housing and Gopalan Developers.

Outlook for the office sector for this sub-market is favorable as there is no other major supply anticipated within this sub-market in the next 2-3 years. The land values are comparatively low in this part of the city. Further, there are several infrastructure projects being developed within this sub-market including metro rail, which is likely to improve connectivity to this sub-market from other areas of the city. The rents and capital values are projected to increase at an average growth rate of 5-7% per year in this sub-market.

5.5 Morgan Gate, Mangaluru

Mangaluru is one of the key port cities of the Karnataka, located at a distance of approximately 363 km from Bengaluru and 673 km from Mumbai. Mangaluru is the district headquarters of Dakshina Kannada District. The city has the largest urban coastal centre of Karnataka and is the fourth largest city of the State by population. The city is an administrative, commercial, educational, and industrial centre. It is the second most attractive city in the state after Bengaluru in terms of growth potential. The city has a high literacy rate and is connected to all major industrial headquarters and towns by road within 45 minutes’ drive. (Source: JLL)

Mangaluru has a tropical climate and has the advantage of world-class skilled manpower, which is transforming the city as the second IT & ITES destination of the Karnataka. Other than good connectivity and linkages, the city has cosmopolitan culture, excellent social, education and health facilities, telecommunication connectivity and several multinational companies. Mangaluru has a contributed revenue of ₹18 million in FY 2011-12 with direct employment of about 10,000 under the IT-ITES sector.



Source: JLL

Tech Bay, owned by one of the subsidiary companies of Coffee Day Enterprises, is located in Morgan Gate in Jeppu, which is in the southern quadrant of the Mangaluru City, also known as old region of Mangaluru. This location forms part of the CBD of Mangaluru City, which primarily houses Government institutions and few commercial complexes. Prominent developments and government buildings in the sub-market include Old Port, Bunder Area, Fishing Harbour, Railway Station, Wenlock Hospital, Nehru Maidan, Government Offices (DC Office, SP Office, PWD, Commercial Tax, Forest Department, Health, RTO, etc.).

However since the location is within the CBD, the real estate development is restrictive as the area is bounded by Old Port Area in the west, railway line in the east and Nethravathi River in the south. Further, since this is the old part of the city, the sub-market is densely populated with heavy traffic congestion. The commercial office buildings and retail space located here are developed by the local developers and the construction dates back to 1990s. At present, a majority of the buildings do not have provision for power backup and covered car parking facilities. Most of the customers and the tenants in the complexes use on-street parking. The map above shows the location of the Tech Bay in the Mangaluru master plan.

Most of the existing office spaces are being utilised as godowns and warehouses with rentals ranging from ₹18-22 per sq. ft. per month. However, a few recently built commercial complexes have come up as stand-alone commercial complexes with a mix of retail spaces on the ground and the first floor and office space on the upper floors along Bolar Road, Jeppu Market Road and Mangaladevi Road. The stand-alone complexes have a floor plate ranging from 500 sq. ft. to 2,200 sq. ft., and are multi-tenanted, commanding rentals ranging from ₹30-40 per sq. ft. per month with 10 month security deposits.

Being a part of the CBD, there is high demand and limited land availability in Jeppu. The prevailing land prices for residential land parcels range from ₹35-50 million per acre while that of the commercial land parcels is in the range of ₹40-70 million per acre. There has been an increase of about 10-15% in land prices over the last two years due to upcoming developments of standalone commercial complexes and redevelopment of existing space especially for commercial purpose. The opening of Forum Fiza Mall by Prestige Group last year is also one of the reasons for increasing land prices in this sub-market.

VI. <u>Logistics Industry</u>

6.1 Ports Sector

6.1.1 Overview

Increasing trade activities and private sector participation in port infrastructure will support the growth of the ports industry in India. India has 13 major ports and about 200 non-major ports. Ports in India have certain competitive advantages, such as having a coastline of about 7,517 km and being located between East Asia and Americas, Europe and Africa, as most cargo ships pass through the Indian territorial waters. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/indian-ports-analysis-presentation)

The Indian government continues to support the ports sector. It has allowed foreign direct investment (FDI) of up to 100 % under the automatic route for projects regarding construction and maintenance of ports. It has also facilitated a 10-year tax holiday to enterprises engaged in developing, maintaining and operating ports. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/indian-ports-analysis-presentation)

6.1.2 Ports Industry Growth and Outlook

India's total external trade is estimated to have grown to US$765 billion in Financial Year 2014, implying a CAGR of 14.9% since Financial Year 2006. Ports handle almost 95% of the trade volumes in India; thus the increase in trade has contributed significantly to cargo traffic. Cargo traffic in ports in India is expected to rise from 933.7 million metric tonnes (MMT) in 2013 to 1,758 MMT by Financial Year 2017. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/indian-ports-analysis-presentation)

India is the largest importer of thermal coal in the world and a majority of it is transported by sea. Coal cargo traffic has grown at a CAGR of 17.5% between Financial Years 2007 and 2013. With growing demand for power, coal imports are expected to grow to 185.5 MMT by Financial Year 2017 at CAGR of 12.1% compared to 83.4 MMT in Financial Year 2010. An increase in coal imports is expected to drive coal cargo traffic at both major and non-major ports. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/indian-ports-analysis-presentation)

The National Maritime Agenda 2010 - 2020 is aimed at the all-around development of the Indian maritime sector. The agenda includes investments in new projects at major ports of around US$18.6 billion of which US$12.4 billion is expected to come from the private sector. By Financial Year 2015, the National Maritime Agenda aims to increase the share of Indian seafarers in the global shipping industry from 6-7% to at least 9%. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/indian-ports-analysis-presentation)

The 12th Five-Year Plan (2012-2017) is focused on the development of major and non-major ports through public and private investments. The proposed outlay for the ports sector excluding private investment is US$4.9 billion. The government anticipates private sector investment of around US$28.8 billion during the 12th Plan period. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/indian-ports-analysis-presentation)

6.3 Rail Logistics Sector

6.3.1 Overview

The Indian railways network is the third largest in the world and rail travel remains the preferred means of long-distance travel for majority of Indians. Increasing urbanization and rising incomes (both urban and rural) are driving growth in the passenger segment and growing industrialization across the country has increased freight traffic over the last decade. Freight traffic is set to increase significantly due to investments and private sector participation. The government has been investing heavily in upgrading railway infrastructure and the industry has been witnessing increase of FDI participation over 2008 to 2012. Cumulative FDI Inflows from April 2000 to January 2014 stood at US$507.3 million (Source: India Brand Equity Foundation, http://www.ibef.org/industry/railways-presentation)

6.3.2 Market Size and Outlook

Indian Railways (IR) is a departmental undertaking of the Government of India (GOI), which owns and operates most of India's rail transportation and is overseen by the Ministry of Railways. IR operates more than 19,000 trains daily. In the passenger sector over 23 million passengers travel by trains daily in India. Around 1,050.2 million tonnes of freight was transported via trains in Financial Year 2014 and 1,101.3 million tonnes is expected in Financial Year 2015. These include a huge variety of goods such as mineral ores, iron and steel, fertilizers, petrochemicals and agricultural produce. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/railways-presentation)

Freight traffic is expected to expand at a CAGR of 6.5% by Financial Year 2017 from Financial Year 2007. Indian Railways carried 1,050.2 million tonnes of revenue-earning freight traffic in Financial Year 2014, a 4.0 % increase from 1,010 million tonnes in Financial Year 2013. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/railways-presentation)

6.4 Roads Logistics Sector

6.4.1 Overview

India has the second largest road network in the world at 4.7 million km. This network transports more than 60 % of all goods in the country and 85% of India's total passenger traffic. Road traffic has gradually increased over the years with the improvement in connectivity between cities, towns and villages in the country. Growth in automobiles and freight movement commands a better road network in India and road infrastructure expenditure is estimated at US$ 1 trillion over Financial Years 2013-2017. Government of India aims to develop a total of 66,117 km of roads. The roads infrastructure industry is projected to be worth US$19.2 billion by Financial Year 2017. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/roads-presentation)

6.4.2 Market Size and Outlook

National highways account for 1.7% of the total road network in India. Under the 12th Five-Year Plan (Financial Years 2013–2017), the government plans to develop 20 km of national highways per day, which would translate to a total development of 7,300 km per year. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/roads-presentation)

Growing domestic trade flows have led to a rise in commercial vehicles and freight movement. Road traffic share of the total traffic in India has grown from 13.8 % to 65 % in freight traffic and from 15.4 % to 90% in passenger traffic over 1951–2011. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/roads-presentation)

In India, roads remain the most important means of transport, accounting for around 85% of the passenger traffic and 60% of the freight traffic. Passenger cars and LCVs are expected to grow at a CAGR of 15% (to 677 million) and 21% (to 3 million), respectively, in Financial Year 2015. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/roads-presentation)

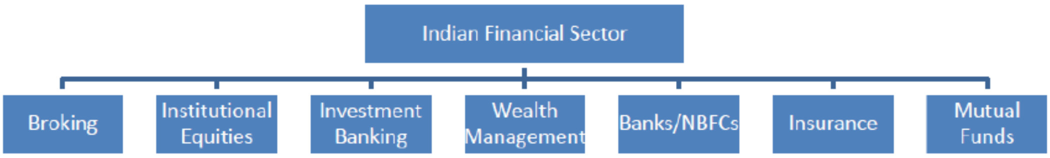
Development of national highways through PPP is expected to remain the government's key focus area for roads infrastructure. During the next five years, investments through PPP are expected to be over US$41 billion for national highways and around US$10 billion for state highways. (Source: India Brand Equity Foundation, http://www.ibef.org/industry/roads-presentation)

VII. Financial Services Industry

7.1 Indian Financial Services Sector

The Indian financial system has changed considerably over the since the 1990s. Interest rates have been deregulated and competition and efficiency in the banking business have increased with new entrants to the market. India has made substantial progress on adopting the G20 reforms agenda including the Basel III norms, convergence with IFRS, compensation reforms, cross-border supervision and regulation of non-banking intermediaries.

The financial sector can be broadly classified into the following segments as below:



7.1.1 Performance and Outlook of Financial Services Sub-segments

7.1.1.1 *Capital Markets*

There has been a considerable amount of broadening and deepening of the Indian financial markets due to various financial market reforms undertaken by the regulators, the introduction of innovative financial instruments in the recent years and the entry of sophisticated domestic and international players. Sectors such as banking, asset management and brokerage have been liberalized to allow private sector involvement, which has contributed to the development and modernization of the financial services sector. This is particularly evident in the non-banking financial services sector, such as equities, derivatives and commodities brokerage, residential mortgage and insurance services, where new products and expanding delivery channels have helped these sectors achieve high growth rates.

The total resources mobilized through issuance of securities by corporates and the government in 2013–2014 increased by 7.4% to ₹13,004 billion (US$217 billion). The resource mobilization by corporates in the primary market, rose by 16.9 % in 2013-2014 to ₹4,033 billion (US$67 billion). This expansion was driven by an increase in resources mobilized through private placement route; capital raised through private placement went up by 18.1 % to ₹3,899 billion (US$65 billion). (Source: NSE)

The trading volumes in the equity segments of the stock exchanges have witnessed a phenomenal growth over the last few years. The year 2013-2014 witnessed a remarkable performance of the Indian equity markets supported by improved conditions in global financial markets and some decisive actions on the domestic policy front. During the year, there has been a rise in inflows of foreign capital, increased trading activity in equity markets and moreover, new highs have been attained by benchmark indices and market capitalization. The average daily turnover on the NSE stood at ₹111.9 billion in 2013–2014 compared to ₹108.3 billion in 2012–2013. On the other hand, the average daily turnover on the BSE declined to ₹20.78 billion in 2013–2014, but increased in the first half of 2014-2015 to ₹35.53 billion. (Source: NSE)

The equity derivative market turnover on the Indian exchanges increased from ₹387,045.7 billion in Financial Year 2013 to ₹475,755.7 billion in Financial Year 2014. In the mutual funds industry the year 2013-2014 continued to record a positive net resource mobilization of ₹546 billion, albeit a decrease from the net resource mobilization of ₹749 billion in 2012-2013. Assets under management of mutual funds grew from ₹7,014.4 billion (US$129.0 billion) in 2012-2013 to ₹8,243.6 billion (US$137.5 billion) in 2013-2014. In 2013-2014, the government and the corporate sector collectively mobilized ₹12,104 billion from the primary debt market, a decline of 2% compared to ₹12,346 billion. The currency futures and options turnover on the NSE declined by 23.9% from ₹52,744.6 billion in 2012-2013 to ₹40,125.1 billion in 2013-2014. (Source: NSE)

VIII. Resorts Industry

8.1 Travel and Tourism in India

Travel and Tourism is a ₹6,631.6 billion Industry in India (direct and indirect contribution – 2013, Source – Travel and Tourism Economic Impact, India 2014 - World Travel Tourism Council). This is 6.2% of India's total GDP which is significantly lower than the world average percentage contribution to GDP of 9.5%. This low contribution of travel and tourism to India's GDP indicates significant potential and room for growth. The total contribution of Travel & Tourism to GDP is expected to grow by 7.3% to ₹7,117.6 billion (6.3% of GDP) in 2014. It is forecast to rise by 7.0% per year to ₹13,983.0 billion by 2024 (6.8% of GDP).

The direct contribution of Travel & Tourism to GDP of India in 2013 was ₹2,178.1 billion (2.0% of GDP). This is forecast to rise by 7.5% to ₹2,340.6 billion in 2014. This primarily reflects the economic activity generated by industries such as hotels, travel agents, airlines and other passenger transportation services (excluding commuter services). But it also includes, for example, the activities of the restaurant and leisure industries directly supported by tourists. The direct contribution of Travel & Tourism to GDP is expected to grow by 6.4% per year to ₹4,346.4 billion (2.1% of GDP) by 2024. (Source: World Travel Tourism Council)

Visitor exports are a key component of the direct contribution of Travel & Tourism. In 2013, India generated ₹1,110.9 billion in visitor exports. In 2014, this is expected to grow by 2.9%, and by 4.3% per year from 2014 - 2024 to reach ₹1,745.8 billion. The country is expected to attract 7,359,000 international tourist arrivals in 2014 compared to 6.97 million in 2013, which is forecast to increase to 13,426,000 by 2024. (Source: World Travel Tourism Council, Ministry of Tourism). In 2013 India generated ₹1,110.9 billion in visitor exports and it is expected to grow by 2.9% in 2014 and to reach ₹1,745.8 billion by 2024.

8.2 Sustained growth in Domestic Tourism

Domestic travel spending generated 80.7% of direct Travel & Tourism GDP in 2013 compared with 19.3% for visitor exports (i.e. foreign visitor spending or international tourism receipts). Domestic travel spending is expected to grow by 8.2% in 2014 to ₹5,037.8 billion, and rise by 6.7% per year to ₹9,657.3 billion in 2024. (Source: World Travel Tourism Council)

8.3 Leisure travel outperforms business travel

Leisure travel spending (inbound and domestic) generated 78.9% of direct Travel & Tourism GDP in 2013 (₹4,550.8 billion) compared with 21.1% for business travel spending (₹1,215.7 billion). Business travel spending is expected to grow by 6.1% in 2014 to ₹1,289.7 billion, and rise by 6.5% per year to ₹2,419.6 billion in 2024. Leisure travel spending is expected to grow by 7.5% in 2014 to ₹4,891.7 billion, and rise by 6.3% per year to ₹8,983.5 billion in 2024. (Source: World Travel Tourism Council)

Social media and its increasing penetration is also influencing the decision of Indian urban households regarding leisure travel. Sharing of holiday experiences online by friends and relatives plays a role in influencing urban households to choose unique holiday destinations.

OUR BUSINESS

Overview

We are the parent company of the Coffee Day Group, which houses *Café Coffee Day* that pioneered the coffee culture in the chained café segment in India (*source: Indian Coffee Industry Overview, March 2015, Technopak ("**Technopak**")*). We opened our first *Café Coffee Day* outlet in Bengaluru in 1996 and have established the largest footprint of café outlets in India (*source: Technopak*), with a network of 1,472 café outlets spread across 209 cities, including under the established and recognized brand name "*Café Coffee Day*" (popularly referred to as "*CCD*"), as of December 31, 2014. In terms of the number of chained café outlets, we had a market share of approximately 46% in India, with our café footprint being nearly four times larger than the cumulative footprint of the next four competitors, as of December 31, 2014 (*source: Technopak*). Our brand *Café Coffee Day* ranked second in the Most Trusted Brands in the food service retail category in India, and was one of the only four indigenous Indian brands to be recognized as the Most Exciting Indian Brand in India in 2014 *(source: Economic Times, BE Survey, 2014).*

Coffee Business

We are engaged in our coffee business through our subsidiary, Coffee Day Global Limited (earlier known as Amalgamated Bean Coffee Trading Company Limited) ("**CDGL**") and its subsidiaries. We are also engaged in coffee trading through CDEL and Coffee Day Trading Limited. In addition to having the largest chain of cafés in India, we operate a highly optimized and vertically integrated coffee business which ranges from procuring, processing and roasting of coffee beans to retailing of coffee products across various formats.

We set out below a description of the formats of coffee businesses we operated as of December 31, 2014:

	Format	Branding	Offerings	Target segment	Footprint
Café Network[1]	*Café Coffee Day* outlet	*Café Coffee Day*	a mix of coffees, teas and other beverages and food options	value-conscious youth segment	1,423 outlets across 209 cities in India and 16 international outlets across Austria, Czech Republic and Malaysia
	Café Coffee Day The Lounge outlet	*The Lounge*	a mix of exotic coffees, teas, cocktails and international cuisines options	trendy and affluent customers with a higher disposable income	42 outlets across seven cities in India
	Café Coffee Day The Square outlet	*The Square*	specialty coffees and teas and fine dining options	coffee connoisseurs who seek the theatre of coffee	seven outlets across four cities in India
In Home	Vending business	*Coffee Day Beverages*	a variety of coffees and teas; coffee is freshly brewed	corporate and institutional clients	28,777 vending machines across India
	Fresh & Ground outlet	*Coffee Day Fresh & Ground*	22 exclusive varieties of freshly brewed coffee powder	residential households consumption and a large number of restaurants and eateries across South India	424 outlets across seven states in India
Out of Home	*Coffee Day Xpress* kiosks	*Coffee Day Xpress*	basic offerings of coffees and teas and light snack options	caters to 'Coffee on-the-go' consumers	590 kiosks across 12 cities in India
	Production, Processing & Exports	*Coffee Day Exports*	green coffee beans	large roaster and coffee traders	one of the largest exporters of Indian coffee beans, primarily to Europe, Japan and the Middle East

[1] Café Network comprises of *Café Coffee Day*, *The Lounge* and *The Square* outlets

We believe our presence across the entire coffee value chain enables us to exercise effective control over our various segments within our coffee business, ensuring quality and consistency in the entire process from procurement, processing and roasting to consumption across multiple points targeting multiple consumer segments.

In Financial Years 2012, 2013 and 2014, and for nine month period ended December 31, 2014, the total income of CDGL on a consolidated basis was ₹10,703.70 million, ₹11,263.90 million, ₹11,541.92 million and ₹8,819.90 million, respectively, and the EBITDA, for the same periods, was ₹1,478.03 million, ₹1,703.04 million, ₹1,894.72 million and ₹1,502.30 million, respectively.

Non coffee businesses

In addition to our coffee business, we operate other select businesses that are aimed at leveraging India's growth potential, namely, development of IT- ITES technology parks, logistics, financial services, hospitality and IT-ITES.

Technology Parks

Our wholly-owned subsidiary, Tanglin Development Limited ("**TDL**"), is engaged in the development and management of technology parks and related infrastructure, offering bespoke infrastructure facilities for IT-ITES enterprises. As of December 31, 2014, TDL had two technology parks, namely *Global Village* situated in Bengaluru, Karnataka with a land parcel spread over an area of approximately 114 acres (of which approximately 91 acres has clear land titles; see section "Risk Factors - *Our title and development rights or other interests over certain of our land bank may be subject to legal uncertainties and defects"* on page 38), and *Tech Bay* situated in Mangaluru, Karnataka with a land parcel spread over an area of approximately 21 acres.

Logistics

Our subsidiary, Sical Logistics Limited ("**SLL**"), in which we hold a 52.83% equity holding, is one of the leading integrated logistics solution providers in India with over five decades of experience. SLL is listed on the BSE and NSE and had a market capitalization of ₹9,215.98 million as of December 31, 2014 (*source: www.nseindia.com*).

Financial Services

Our subsidiary, Way2Wealth Securities Private Limited ("**W2W Securities**"), in which we hold a 85.53% equity holding, is a retail focused investment advisory company which provides wealth management, broking, portfolio management and investment advisory services. As of December 31, 2014, W2W Securities had branches (owned and franchised) spread across 21 states in India.

Hospitality

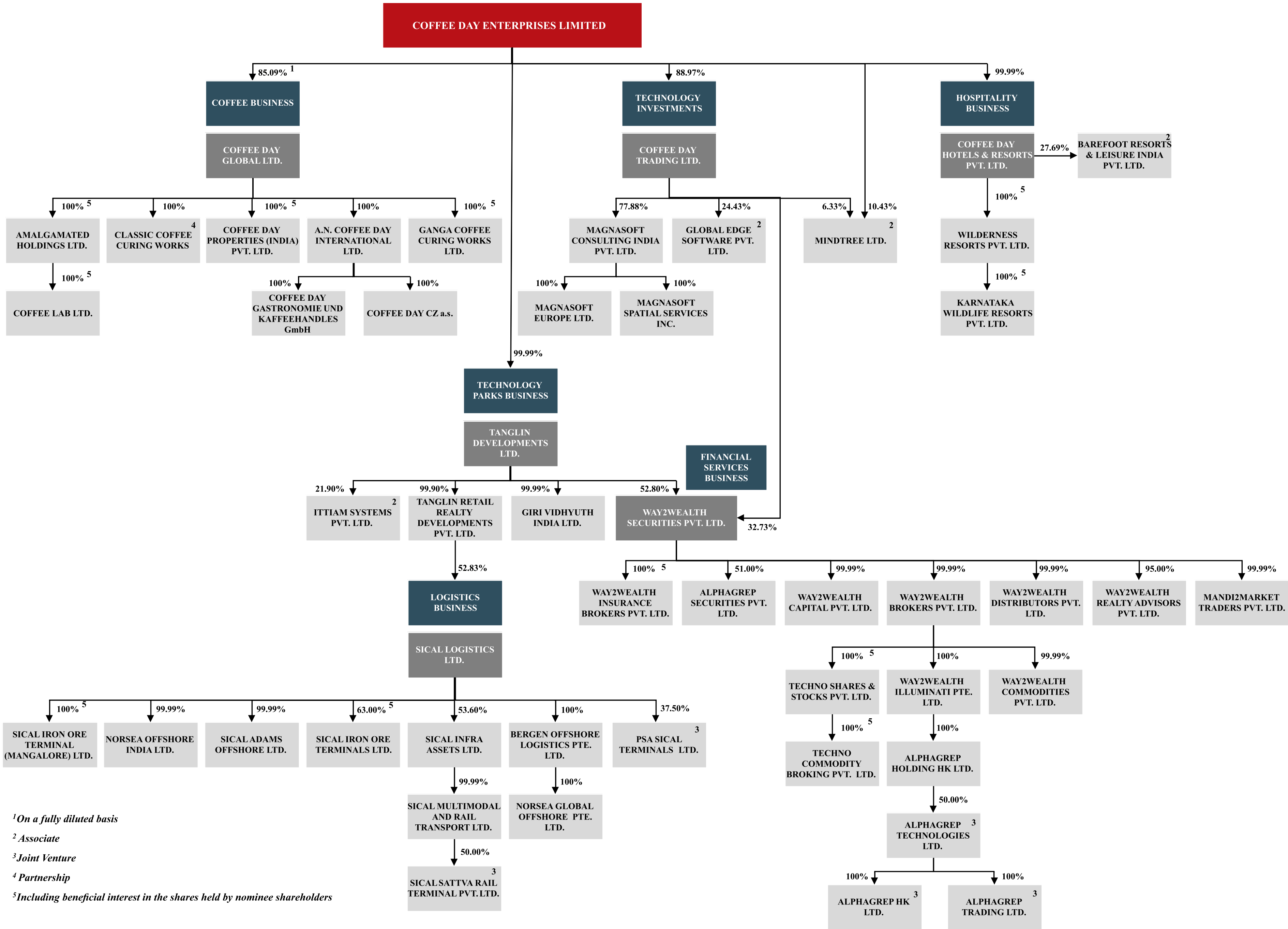
We own and operate three luxury boutique resorts (one directly through our Company, and two through our wholly-owned subsidiary, Coffee Day Hotels & Resorts Private Limited ("**CDHRPL**"), under the brand *The Serai*. Our resorts are located in the State of Karnataka at Chikkmagaluru, Bandipur and Kabini. In addition, we also hold a minority interest in and manage a luxury resort located in Andaman and Nicobar Islands.

Investments

We also have investments in certain IT-ITES and other technology companies such as Mindtree in which we own a 16.76% equity holding (effective holding being 16.04%) as on December 31, 2014 and in which our Promoter, V.G. Siddhartha additionaly owns 3.01%. Mindtree is listed on the BSE and NSE, and it had a market capitalization of ₹107,408.52 million as on December 31, 2014 (*source: www.nseindia.com*). Our other investee companies include Ittiam, Magnasoft and Global Edge.

Our Group structure

Our group structure and the shareholding structure, as on December 31, 2014, is as below:



[1] *On a fully diluted basis*

[2] *Associate*

[3] *Joint Venture*

[4] *Partnership*

[5] *Including beneficial interest in the shares held by nominee shareholders*

Strengths and Strategies

Competitive Strengths

Strong home-grown brands with a substantial market presence and proven legacy

We believe that our brand *Café Coffee Day* has become synonymous with the coffee drinking experience in India and has a significant youth following in the country. Our flagship café within our Café Network is *Café Coffee Day,* which has been the pioneer in establishing the coffee culture in the chained segment in India (*source: Technopak*). Our brand's ability to attract the youth in the country (below the age of 35 years), which constituted approximately 65% of the overall population of India in Financial Year 2013 *(source: Technopak)*, has provided us with a strong platform to grow our café business. We believe our brand has gained the trust of the youth in India as evidenced by *Café Coffee Day* being ranked second in the Most Trusted Brands in the food service retail category in India *(source: Economic Times, BE Survey, 2014).*

Our approach to developing our home grown brand *Café Coffee Day* with control and ownership has allowed us to build an independent brand without any local or international franchisee concerns, such as royalty payments, restrictions on product offerings or geographical expansion, as compared to some of our competitors in India across the café or quick service restaurants segment. This presents us with the unique opportunity and flexibility to take more responsive decisions with respect to our business, product offerings and café roll outs across India and internationally. In addition, our ownership allows us to control all the operational aspects of our café operations, thereby ensuring that we deliver a consistent experience to our customers across our Café Network outlets with high quality food and beverage offerings while adhering to international safety standards. We believe this has helped our *Café Coffee Day* brand to be one of only four indigenous Indian brands to be recognized as the Most Exciting Brands in India in 2014 (*source*: *Economic Times, BE Survey, 2014*).

Since the inception of our first *Café Coffee Day* outlet in Bengaluru in 1996, we have grown significantly, reaching 1,472 Café Network outlets across 209 cities in India, as of December 31, 2014. Over such time, we believe we have developed and fostered our network and brands to resonate with the youth and other segments of India for the high quality and variety of food and beverages served at our café outlets at competitive prices. In addition, we believe our strong brand enables us to expand our other coffee related businesses, such as our vending machines business (branded as *Coffee Day Beverages*), our F&G outlets (branded as *Coffee Day Fresh & Ground*) and our export business (through *Coffee Day Exports*) to create a unique Indian coffee legacy.

The family of our Promoter, V.G. Siddhartha, has a history of operating coffee plantations for over a century. We believe, this long association has helped us to develop a deep understanding of the coffee business through the family legacy.

Large pan-India coffee retail network targeting multiple consumption points and customer segments

We have the largest footprint of cafés through our Café Network, with 1,472 outlets spread across 209 cities in India and a market share of approximately 46% in terms of the number of chained café outlets, as on December 31, 2014 (*source: Technopak*). Our café footprint is nearly four times larger than the cumulative footprint of the next four competitors, as of December 31, 2014 (*source*: *Technopak*). We believe we have a significant pan-India presence through our *Café Coffee Day* outlets. In addition, we had 590 *Coffee Day Xpress* kiosks across 12 cities and 424 F&G outlets across five states in India, as of December 31, 2014. We also had 28,777 vending machines as of December 31, 2014 which serve our corporate and institutional clients all over India. We believe that our experience of growing and developing our Café Network outlets and *Coffee Day Xpress* kiosks over the past two decades has placed us at a vantage point, giving us a unique understanding of the demographic, psychographic and geographic landscape of consumers across India. We have been able to successfully leverage our first mover advantage and experience to identify various café formats and selecting locations for setting up café outlets and kiosks.

We have strategically located our Café Network outlets and *Coffee Day Xpress* kiosks at multiple consumption points such as high streets, malls, petrol stations, highways and other high traffic areas such as transportation hubs, airports, hospitals, corporate and educational institutions and tourist attractions, all with a focus of setting-up cafés within the metropolitan cities in India, which enables us to reach a wider customer base. We believe that our unparalleled wide coverage across India places us in a unique position to capitalize on and gain insights into the business opportunities, trends and consumer preferences, which are invaluable in evaluating locations for opening of our new café outlets and kiosks.

We have developed a multiple format and branding strategy to differentiate addressable customer segments, such as *Café Coffee Day* targeted at the value-conscious youth segment, *The Lounge* targeted at the trendy and affluent customers with a higher disposable income, and *The Square* targeted at the coffee connoisseurs who seek the theatre of coffee. We also have established international presence through the *Café Coffee Day* outlets spread across Austria, Czech Republic and Malaysia. In addition, we have developed the *Coffee Day Xpress* kiosks which cater to consumers who seek Coffee on-the-go. We target the corporate and institutional clients through vending machine business and other home and restaurant customers through our F&G outlets.

Highly optimized and vertically integrated coffee business

We have leveraged nearly two decades of our experience and our Promoter's experience and legacy in the coffee plantations business to create and operate a highly optimized and vertically integrated coffee business, from procuring, processing and roasting of green coffee beans to the retailing of finished coffee products, and the export of green coffee beans.

We procure our green coffee beans primarily through our network of 30 exclusive agents that have deep ties in the coffee plantation community and from plantations owned by our Promoter and his family. In this manner, we are able to monitor the quality of green coffee beans from the outset at the stage of procurement, to its curing and processing, which enables us to ensure that the roasting standards are at the highest level. We believe being in the heart of the coffee growing belt in Southern India has enabled us to develop strong relationships and build goodwill with most of the coffee planters in the region. This relationship that we share with the coffee planters' community has resulted in improving business efficacy and building a strong eco-system. We operate two curing facilities, located at Hassan and Chikkamagaluru, with aggregate capacity of 60,000 MT per annum, and one roasting facility located at Chikkamagaluru with a capacity of 7,000 MT per annum. The objective of our curing and roasting facilities is to ensure that only the finest and consistent quality of coffee products are sold across our Café Network outlets, *Coffee Day Xpress* kiosks, F&G outlets and for our vending machines.

In addition to operating our curing and roasting facilities, we own and operate a manufacturing and assembling facility located in Bengaluru that manufactures the vending machines we use at our Café Network outlets and *Coffee Day Xpress* kiosks, and the vending machines we place at our corporate and institutional clients premises. We believe this facility provides us with a strong competitive advantage as we are able to control the operational mechanics of our vending machines to suit our requirements while maintaining cost controls.

We provide coffee, tea and other consumables required for our vending machines, either directly or through our distributor network. To ensure that our vending machines are operational at all times, we have a strong service team with a wide reach that enables us to provide our clients and our Café Network outlets with a quick turnaround servicing of these machines to ensure they are performing at the optimum levels.

In addition, we operate two research centers through "Coffee Lab" and "R&D Lab" at Bengaluru and Chikkamagaluru, respectively, in order to create unique blends and to ideate and launch new and innovative products aimed at enhancing consumer experience and controlling operating costs. We have set-up 10 distribution centers across the country that assemble the food products so that the delivery of products is streamlined, coordinated and controlled under frozen or chilled conditions, using top-of-the-line cold storage facilities. We believe that our central procurement strategy provides us with better economies of scale, together with ensuring consistent quality and taste across all the Café Network outlets.

We believe our presence across the entire coffee value chain enables us to exercise effective control over our various segments within our coffee business ensuring quality and consistency in the entire process.

Highly scalable platform for growth driven by deep operational expertise

Our senior management team through their deep rooted understanding of our business has strong operational expertise. We have long-standing relationships with our key business partners, such as coffee planters, vendors of food and other products, landlords, corporate and institutional clients and media partners. We believe that our strong and long-standing relationship with our vendors and landlords allows us to negotiate commercial terms that are advantageous to us.

Our senior management is supported by the pan-India business development team that is responsible for identifying locations to set up new café outlets. Once we identify a location to set up a café outlet, we usually take an average between 45 days to two months to set up and commence operations at such café outlet, depending on size of the outlet and accessibility of the location. We have developed a standardized approach with respect to design, ambience and outlay of our cafés which also ensures consistency in their look and feel. This approach has also enabled us to operate our café outlets and kiosks more effectively and efficiently, and enables our new café outlets to commence operations on time, and within the pre-determined budget so as to achieve our sales and operational targets as quickly as possible. We also use our in-house team of architects and interior designers to fit out the café outlets in line with our internal guidelines and requirements. While we identify a key location for setting up a café outlet, our human resource teams work in parallel with our business development teams, to ensure we recruit and train staff to meet our quality standards for the potential new café.

We believe our extensive knowledge and experience in setting-up café outlets gained over the past two decades plays a critical role in helping us identify these locations and ensuring optimization of space, labor, other operational costs and product offerings that enables us to achieve higher average sales per day ("**ASPD**") per café across our Café Network in India. We establish and monitor key performance indicators ("**KPIs**") that we actively track across the entire coffee supply chain. We believe our operational expertise and systematic approach enables us to react quickly to market opportunities and to grow our business.

Our ASPD per outlet has been increasing in each period since Financial Years 2012. The following table sets forth our ASPD per café for the periods indicated:

Particulars	For Financial Year			For the nine months period ended December 31, 2014
	2012	2013	2014	
Average sales per day/ per café				
Café outlets[(1)]	10,318	10,720	11,927	13,503

(1) Excludes cafés located internationally.

Our ASPD per café grew by 3.90% from Financial Years 2012 to 2013, by 11.26% from Financial Years 2013 to 2014 and further increased by 13.22% in the nine months period ended December 31, 2014.

Our Same Store Sales Growth ("**SSSG**") has also witnessed an increasing trend in the past. The following table sets forth the SSSG per café for the periods indicated:

Particulars	For Financial Year			For the nine months period ended December 31, 2014
	2012	2013	2014	
Same store sales growth				
Café outlets[(1)]	1.28%	8.39%	9.13%	4.08%[(2)]

(1) Excludes cafés located internationally.
(2) Not annualized

Low risk, built-to-suit model technology parks with predictable cash flow

We are developing and maintaining two technology parks, *Global Village* and *Tech Bay*, and related infrastructure that offer bespoke infrastructure facilities for IT-ITES companies. *Global Village* consists of a land parcel spread over an area of approximately 114 acres (of which approximately 91 acres has clear land title) located in Bengaluru, approximately 13 kilometers from Bengaluru central business district along the Bengaluru - Mysore highway, where we have developed and leased approximately 2.8 million sq. ft. and can further develop approximately 12.3 million sq. ft. of built up office space. *Tech Bay* consists of a land parcel of approximately 21 acres which is located opposite Mangalore Club, where we have developed and leased approximately 0.3 million sq. ft. and can further develop approximately 1.8 million sq. ft. of built up office space. Some of our key tenants at the *Global Village* include global IT corporations and in addition we have anchor tenants such as Mindtree and Sonata Software Limited, while *Tech Bay* in Mangaluru is leased to IT companies for their training and development needs.

We utilize a low risk, built-to-suit model in our development of IT-ITES technology parks, *Global Village* and *Tech Bay*. We enter into contracts with potential tenants prior to commencement of any construction or expansions which ensures limited inventory risk to us. We usually enter into tenancy agreements for a period ranging from 10 to 15 years, providing us with predictable cash flows and our clients often incur fit-out costs on their own thereby mitigating non-renewal risks to a fair extent.

We believe the strategic locations of our technology parks, and associated infrastructure and facilities we offer within these parks, will continue to attract quality tenants that will enable us to further develop these parks to their legally permissible limit.

Track record of value creation through our non-coffee businesses

We operate and/ or have invested in select non-coffee businesses which are aimed at leveraging India's growth potential across various sectors. According to the International Monetary Fund, India's real GDP (at factor cost) is projected to be in the range of 6.3% to 6.7% during the Financial Years 2016 to 2020 *(source:- International Monetary Fund, IMF Country Report No.15/61, March 2015)*. Our non-coffee businesses include IT-ITES technology park development, logistics, financial services, hospitality and investments in IT-ITES companies, which provides us with diverse revenue streams. In addition to our coffee business and development and maintenance of our technology parks, we control, 52.8% of our publicly listed subsidiary, SLL, as of December 31, 2014. SLL is one of the leading integrated logistics solution providers in India with over five decades of experience. SLL had a market capitalization of ₹9,215.98 million as of December 31, 2014 (*source:* www.nseindia.com).

We also hold investments in certain IT-ITES and other technology companies as an early investor, including Mindtree, in which we own a 16.76% equity holding (effective holding being 16.04%) as on December 31, 2014 and in which our Promoter, V.G. Siddhartha additionaly holds 3.01%. Mindtree is one of the leading ITES companies in India listed on the BSE and NSE, and has a market capitalization of ₹107,408.52 million as of December 31, 2014 (*source:* www.nseindia.com).

We believe that the expected growth of the Indian economy and associated strengths in IT-ITES, coupled with a growing middle class with an increased disposable income, will be one of the key drivers for future demand for the products and services offered by our non-coffee businesses.

Visionary Promoter supported by an experienced and professional management team across coffee and non-coffee businesses

Our operations are conducted by a well qualified management team that has significant experience in all aspects of our business. Our management team is led by our Promoter, V.G. Siddhartha, who has been a pioneer in the coffee business. We believe that the strength and quality of our management team and its understanding of the coffee business enables us to identify and take advantage of strategic market opportunities. For example, we believe that our management team has demonstrated its ability to effectively respond to changing local market conditions, and its ability to adapt effectively while continuing to expand in our current markets as well as into new geographic and market segments has led us to maintain our objective of being the largest café network in India (*source: Technopak*). In addition, we have a qualified and professional management team in place across our non-coffee businesses which possess the relevant knowledge and experience in their respective fields of business. Our Promoter also had the vision to identify early potential in our non-coffee businesses, such as development of technology parks, IT-ITES, logistics, financial services and hospitality. V.G. Siddhartha has won a number of accolades including being featured in 'ET Retail Hall of Fame' in ET Retail Awards 2014 and being awarded 'Nextgen Entrepreneur' by Forbes in 2011.

Strategies

We have identified the following key strategies to grow our businesses:

Further deepen the existing café chain

We believe that the growth in GDP, per capita income, demographic dynamics, rising urbanization, higher discretionary spending and out-of-home food consumption trends in India will propel the future growth of our coffee business, in particular our cafés. It is estimated that India's GDP will grow at a rate of 8% to 8.5% in the Financial Year 2016 *(source:- The Economic Times, Union Budget of India, 2015-2016)* and the per capita GDP is projected to increase at 5% CAGR and to reach ₹70,489 by 2020 at constant prices *(source:- Technopak).* The Indian food services market (including unorganized) is projected to grow to ₹5,048 billion by

2020 from ₹2,728 billion in 2014, at a CAGR of 11% (*source*: *Technopak*). For the same period, the organized café chain segment is projected to grow to ₹54 billion from ₹18 billion, representing a CAGR of 20%, and the organized quick service restaurant segments is projected to grow to ₹384 billion from ₹137 billion, representing a CAGR of 19%, respectively (*source: Technopak*).

We believe that given our first mover advantage, goodwill of our brand and existing platform, we will be able to capitalize on the significant growth opportunity in the café and quick service restaurants business in India. We intend to expand our café retail business and further increase our market share in a disciplined manner by selectively opening café outlets in new and existing markets as well as increasing sales in existing cafés. Our long-term strategic objective is to maintain *Café Coffee Day*'s standing as one of the most recognized and respected brands in India.

We aim to achieve this by focusing on expanding our Café Network, primarily our *Café Coffee Day* outlets, in high visibility and high traffic locations such as shopping malls, high streets, office concentrations, airports and highways, with a focus on Tier 1 and Tier 2 cities across India. In addition, we are also focused on selectively expanding the *Coffee Day Xpress* kiosks across locations where we receive demands from corporate and institutional clients that prefer a smaller kiosk, with the ability to serve quality food and beverages at affordable prices. We propose to utilize a portion of Net Proceeds of the Issue to open approximately 216 Café Network outlets and 105 *Coffee Day Xpress* kiosks during Financial Year 2016 and Financial Year 2017, respectively. For details of our café outlets expansion, see section "Objects of the Issue" on page 121.

Increase café revenues by generating higher footfalls and driving increased consumption

We intend to increase café revenues by optimizing the location of our cafés and by driving increased consumption at our cafés. To achieve this, we will continue the disciplined expansion of our Café Network with a focus on generating higher footfalls per café and consequently, higher revenue per café. In addition, given our unique cost advantages, we have been able to price our products competitively, keeping it in line with our philosophy of higher customer value proposition. We believe that the pricing of our product offerings vis-à-vis some of our key competitors is significantly competitive, which provides us ample scope to increase our menu prices in line with the customer discretionary spending sentiment. We intend to leverage our deep understanding of the markets that we have gained through the experience of operating our traditional *Café Coffee Day* outlets over the past two decades to build a stronger Café Network. For instance in 2014, we undertook a strategic review of our Café Network and decided to close certain cafés due to their smaller size, lower level of performance and high rental on renewal of leases etc.

We intend to improve our product mix to drive greater consumption leading to higher average realization per bill. We regularly commission market surveys to better understand the local customer base and the food and beverage trends in India. We will use this information and our R&D department to offer customers new coffee based beverages and other products. We believe the results of our R&D will lead to improving the mix of product offerings, particularly our food offerings, which we believe will drive higher consumption across our Café Network outlets and thereby increase the key operational metrics, such as ASPD per café and the SSSG. In addition, we also intend to continue our focus on tailoring our food menu to drive consumption at different points in time of the day, including at non-peak hours like early morning and lunch time, introducing smart combo options, etc. thereby better utilizing our café capacities.

We intend to enhance our communication with our customers so that they better understand our value proposition – quality food and beverages at affordable and competitive prices. We utilize a variety of media, including print, television, radio and digital media, in our advertising and promotional activities to increase café traffic and enhance our brand image.

We will also continue to increase our engagement with our customers to better understand their expectations and to increase their affinity to our brand. We believe our customers' satisfaction and delight is the key to the success and growth of our café business. We will endeavor to increase our interactions with our customers through social media and community platforms and constantly seek and review feedback on our offerings through product-tasting and measuring behavioral response to our new products. We also offer customer loyalty cards, seeking to encourage customers to increase the frequency of their visits to our Café Network outlets. We also intend to expand our customer loyalty reward program to improve our relationship with our customers and enhance our ability to respond to changes in customer preferences.

Leverage our brands "Café Coffee Day" and "Coffee Day" to capitalize on the growth opportunities in vending and coffee retailing businesses

We plan to continue to leverage our brands "*Café Coffee Day*" and "*Coffee Day*" to capitalize on the growth opportunities in the vending business given the office space additions and increased in-office preference for fresh milk (bean to cup) servings. The organized vending coffee market in India has been growing at approximately 32% since 2008, reaching sales of ₹19 billion in 2014, and is projected to grow to ₹63 billion in 2020, representing a CAGR of 22% (*source: Technopak*). The organized coffee vending market share of bean to cup grew to approximately 26% in 2014 and is projected to reach 32% by 2020 with all forms of coffee vending services offered in India (*source: Technopak*). We intend to grow the vending business by introducing new variants of vending machines and leveraging on our distribution network to further accelerate this business. We plan to drive sales at our F&G outlets that cater to household consumption by introducing additional blends to our existing blends and selectively opening new F&G outlets in new territories across India where we see an increase in consumption of coffee. We believe that our vending and F&G business strongly benefits from the increasing proliferation of our Café Network and customers are gradually beginning to realize the strength of our *Coffee Day* and *Café Coffee Day* brands, thereby providing us with increasing pricing flexibility over the years.

Citing the expected demand for vending machines, we propose utilizing a portion of Net Proceeds of the Issue to manufacture and assemble 3,000 and 5,000 vending machines to in-house at our manufacturing and assembling facility located at Bengaluru in Financial Years 2016 and 2017, respectively, for subsequent installation at the locations of corporate and institutional clients. For details of our expansion plans, see section "Objects of the Issue" on page 121.

Continue to introduce new products and improve existing product offerings in order to expand our market share

We have developed a deep understanding of the Indian coffee retail sector through years of experience and dedicated market research on consumer trends and spending patterns. With this knowledge, we intend to continue to maintain our leading position by using our R&D facilities to innovate and introduce new product offerings across our entire coffee related businesses and thereby provide new experiences to our customers and foster greater customer loyalty, and expanding our market share. We recently launched our single coffee capsule machine *Wake-Cup*, which is being sold through our Café Network and targeted at in-house consumption. We intend to leverage our R&D and in-depth expertise in coffee making to create exotic single origin flavors of coffees for our customers to further grow coffee awareness and consumption. We also intend to roll out an e-commerce platform for our varied product offerings on our website for our customers who prefer to shop online. In addition, we intend to introduce global trends, such as new flavors of specialty teas as well as single serve teas, to the Indian market in a way that appeals to local sensibilities and is cost competitive.

We intend to continue innovating our food menu across our Café Network and offering an assortment of fresh food products, including those focused on high quality ingredients, nutritional value and great flavor, always keeping the Indian tastes in mind while maintaining international standards. To further leverage our existing product offerings, we intend to increase the distribution footprint of our existing products, such as "roast and ground" through FMCGs and modern trade channels.

We also intend to set up a new manufacturing facility for producing instant coffee to capture the growing demand for instant coffee in India as well.

We also plan to increase our roasting capacity from 7,000 MT to 14,000 MT per annum in the Financial Year 2016. We intend to add an in-house tea packaging capacity to improve our operating margins, as we currently outsource tea packaging. All of our new production facilities will be highly automated and we plan to invest in the latest technology to ensure that we continue to operate at the highest standards of efficiency and productivity.

Develop our non-coffee businesses, particularly the technology parks, logistics, financial services and hospitality businesses with limited capital investment from CDEL

We intend to execute the following strategies to further develop our non-coffee businesses:

- We intend to continue developing our technology park at Bengaluru for reputable corporate tenants using the existing low risk built-to-suit model. As of December 31, 2014, we have the potential to develop approximately 12.3 million sq. ft. of built-up office space area in the Global Village. We intend to fund the further development of our technology parks only from the cash flows from such parks and borrowings at the subsidiary level at which our technology park business is housed.
- Financial services - We intend to grow our financial services business with a focus on upgrading its technology platform and revamping its website to offer a better interface for online transactions. We also intend to further develop the wealth management, insurance broking, and capital and treasury management businesses in the future.
- Hotels and resorts - We intend to enhance the marketing of our properties to drive better financial and operational performance.

Our History

Year	Particulars
2008	Our Company commenced operations as a partnership firm under the name of Coffeeday Holding Co.
1993	Incorporation of CDGL (formerly known as Amalgamated Bean Coffee Trading Company Limited) to start the café business
1995	CDGL launched the brand "*Coffee Day*" through "*Fresh & Ground*" retail stores for providing fresh and branded coffee beans and powder
2000	Launched the financial advisory and services firm, Way2Wealth by taking over the retail financial services operations of Sivan Securities Limited
2000	Investment in Mindtree Limited through CDTL, currently our Subsidiary
2005	CDGL launched its first international café in Vienna through its Subsidiary, CDCZ in Austria
2006	TDL, launched an SEZ "*Global Village*" in Bengaluru
2006	Launched a hospitality venture through, CDHRPL, currently our Subsidiary, under the brand name "*The Serai*" in Chikkamagaluru, Karnataka
2010	Investment by KKR, Standard Chartered and NLS in our Company
2011	Acquisition of SLL through our Subsidiary TDL

Segment Information

The tables below provides details of the segment revenue from operations and the segment results for each of our coffee businesses and non-coffee businesses for the periods as indicated below:

(in ₹ million)

Business	For Financial Year					For the nine month period ended December 31, 2014	CAGR (Financial Years 2010-2014)
	2010	2011	2012	2013	2014		
Segment Revenue							
Coffee and related businesses	6,136.46	9,538.11	10,326.14	11,075.60	11,435.02	8,787.68	16.84%
Technology park development	369.16	447.89	586.74	706.83	752.48	669.11	19.49%
Hospitality services	4.55	46.21	147.80	192.45	230.24	193.73	166.71%
Financial services	56.00	71.44	585.43	1,137.67	1,717.60	1,403.89	135.33%
Logistics[1]	-	-	3,783.90	7,604.81	8,419.65	6,315.74	49.17%

Business	For Financial Year					For the nine month period ended December 31, 2014	CAGR (Financial Years 2010-2014)
	2010	2011	2012	2013	2014		
Others	134.36	140.39	198.55	241.11	264.32	227.41	18.43%
Total consolidated revenue from operations	6,700.53	10,244.04	**15,628.56**	**20,958.47**	**22,819.31**	**17,597.56**	**35.85%**

(in ₹ million)						
Business	**For Financial Year**					**For the nine month period ended December 31, 2014**
	2010	**2011**	**2012**	**2013**	**2014**	
Segment Results						
Coffee and related business	441.76	258.24	164.79	306.23	247.09	298.09
Technology park development	150.58	206.57	158.11	(76.39)	172.62	121.58
Hospitality services	(156.16)	(17.62)	(57.66)	(40.84)	(38.59)	(17.74)
Financial services	10.44	(110.35)	(75.16)	(46.80)	(7.03)	(6.31)
Logistics	-	-	196.89	848.15	457.53	221.59
Others	9.15	6.56	10.60	12.36	18.49	40.94

[1] Our Company acquired SLL in September 2011. Accordingly, the financials of SLL have been consolidated with our Company from Financial Year 2012.

For further details, see section "Financial Statements" on page 277.

Coffee Businesses

Our coffee businesses are undertaken through our direct subsidiary, CDGL, and its wholly owned subsidiaries. We are also engaged in coffee trading through CDEL and Coffee Day Trading Limited. Our coffee businesses involve:

- retail sales of coffee and other beverages and food, and other products through our Café Network;
- retail sales of coffee and other beverages through *Coffee Day Xpress* kiosks for 'Coffee on-the-go' consumers;
- retail sale of coffee beans and powder for household consumption, restaurants and eateries through our F&G outlets (branded as *Coffee Day Fresh & Ground*);
- placing of vending machines at our corporate and institutional client locations and sale of consumables used in these machines (such as coffee beans and powder, tea bags and milk) and providing maintenance services for these machines (branded as *Coffee Day Beverages*); and
- export and trading of coffee beans (under *Coffee Day Exports*).

The table below provides the revenue, gross margin, EBIDTA and EBIDTA margin in relation to our coffee businesses for the periods indicated as indicated below:

(in ₹ million)

Café Network, *Coffee Day Xpress* kiosks, vending business, F&G outlets and exports	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Net operating revenue (₹)	10,326.13	11,075.60	11,435.02	8,787.68
Gross margin	42.34%	46.24%	50.22%	53.51%
EBIDTA* (₹)	1,478.07	1,703.03	1,894.69	1,502.30
EBITDA margin*	14.31%	15.38%	16.57%	17.10%

**EBITDA as well as the related ratios presented in this Draft Red Herring Prospectus are supplemental measures of our performance that is not required by, or presented in accordance with Indian GAAP, U.S. GAAP or IFRS. For further information, see section "Summary of Financial Information" on page 81.*

The table below provides the revenue, gross margin, EBIDTA, and EBIDTA margin in relation to our retail coffee related businesses, namely, Café Network outlets and *Coffee Day Xpress* kiosks, vending machines and F&G outlets for the periods as indicated below:

(in ₹ million)

Café Network outlets and *Coffee Day Xpress* kiosks, vending machines and F&G outlets	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Net operating revenue (₹)	6,286.84	7,325.20	8,471.62	7,139.52
Gross margin	59.29%	62.65%	63.04%	62.37%
EBIDTA* (₹)	1,357.07	1,581.53	1,830.53	1,457.22
EBITDA margin*	21.59%	21.59%	21.61%	20.41%

**EBITDA as well as the related ratios presented in this Draft Red Herring Prospectus are supplemental measures of our performance that is not required by, or presented in accordance with Indian GAAP, U.S. GAAP or IFRS. For further information, see section "Summary of Financial Information" on page 81.*

The table below provides the revenue, gross margin, EBIDTA and EBIDTA margin in relation to our exports related business for the periods as indicated below:

(in ₹ million)

Exports and Trading	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Net operating revenue (₹)	4,039.29	3,750.40	2,963.40	1,608.03
Gross margin	10.56%	11.48%	11.76%	12.09%
EBIDTA* (₹)	121.00	121.50	64.16	45.08
EBITDA margin*	3.00%	3.24%	2.17%	2.80%

**EBITDA as well as the related ratios presented in this Draft Red Herring Prospectus are supplemental measures of our performance that is not required by, or presented in accordance with Indian GAAP, U.S. GAAP or IFRS. For further information, see section "Summary of Financial Information" on page 81.*

A description of each of our coffee related businesses, undertaken by our direct and indirect subsidiaries, is as below.

Coffee Retail

We have the largest footprint of cafés in India (*source: Technopak*), with a network of 1,472 cafés spread across 209 cities under the established and recognized brand name of "*Café Coffee Day*" as of December 31, 2014. Over the past two decades, we believe we have developed and fostered our brands "*Café Coffee Day*" and "*Coffee Day*" to resonate with the youth of India for our high quality food and beverages at competitive prices. We have been in the business of operating cafés in India since opening our first café in Bengaluru in 1996. Our objective is to maintain *Café Coffee Day* as one of the most recognized and respected brands in India. To achieve this, we are continuing our disciplined approach in expanding our Café Network customer base by achieving consumer delight and satisfaction through the sale of the finest quality coffee and related products, and by providing each customer a unique experience. This experience is built upon good customer service, as well as clean and well-maintained café outlets which help to build a high degree of customer loyalty. In addition to coffee and other beverages, we also sell *Café Coffee Day* branded food and merchandise items at our cafés. All our cafés within our Café Network are ISO 22000:2005 certified for Food Safety Management Systems.

Café Network and Coffee Day Xpress

We currently operate three formats of cafés in our Café Network, namely, our flagship café outlet *Café Coffee Day*, *The Lounge* and *The Square*. In addition, we also operate kiosks under the *Coffee Day Xpress* brand. As of December 31, 2014, all our cafés in our Café Network (except 12 *Café Coffee Day* and one *The Square* outlets located at various airports across India) and all of our *Coffee Day Xpress* brand kiosks (except 33 kiosks), are owned and operated by us.

The table below provides the number of outlets under each format within our Café Network and *Coffee Day Xpress* as of the dates indicated.

Particulars	As of March 31, 2012	As of March 31, 2013	As of March 31, 2014	As of December 31, 2014
Café Network outlets Cafés [1][2][3] (period end)	1,286	1,454	1,568	1,472
New café outlets opened during period	236	210	158	79
Café outlets closed during period (3)	36	42	44	175
Café Network outlets:				
Café Coffee Day	1,252	1,412	1,519	1,423
The Lounge	32	39	42	42
The Square	2	3	7	7
Total Café Network outlets	**1,286**	**1,454**	**1,568**	**1,472**
***Coffee Day Xpress* kiosks** *Coffee Day Xpress* kiosks[4] (2dd	979	919	945	590
New *Coffee Day Xpress* kiosks opened during period	155	85	50	45
Coffee Day Xpress kiosks closed during period [5]	170	145	24	400
F&G outlets [6]	426	428	437	424

(1) Excludes 16, 17, 15 and 16 cafés located internationally that we operate or are franchised and managed as of March 31, 2012, 2013 and 2014 and as of December 31, 2014, respectively.

(2) Includes nine, 12, 10 and 13 franchised Café Network outlets as of March 31, 2012, 2013 and 2014 and as of December 31, 2014, respectively.

(3) The larger number of closures of café outlets during the nine month period ended December 31, 2014 is as a result of a rationalization exercise we conducted to close certain cafés due to their smaller size, lower level of performance and high rental on renewal.

(4) Includes 270, 75, 72 and 33 franchised *Coffee Day Xpress* kiosks as of March 31, 2012, 2013 and 2014 and as of December 31, 2014, respectively.

(5) The larger number of closure of *Coffee Day Xpress* kiosks during the nine month period ended December 31, 2014 is as a result of our decision to rationalize the number of kiosks by closing a number of unprofitable or lower sales per day kiosks and reducing the number of franchised kiosks.

(6) Includes 45, 45, 45 and 39 franchised F&G outlets as of March 31, 2012, 2013 and 2014 and as of December 31, 2014, respectively.

The table below provides details of our Café Network outlets across various cities in India as of the dates indicated:

City in India	As of March 31, 2012	As of March 31, 2013	As of March 31, 2014	As of December 31, 2014
Bengaluru	183	207	220	196
Chennai	70	84	92	90
Hyderabad	70	76	78	73
Kolkata	57	67	77	80
Mumbai	157	187	202	192
New Delhi*	197	208	225	201
Pune	64	74	78	71
Others	488	551	596	569
Total	**1,286**	**1,454**	**1,568**	**1,472**

* *includes Gurgaon.*

The table below provides details of various format and locations of our Café Network outlets across India as of the date indicated:

Locations of Café Network outlets	As of December 31, 2014

Locations of Café Network outlets	As of December 31, 2014
Airports	33
Corporations	125
High Street	724
Highways	123
Lounge	42
Malls	235
Premium Institutions	80
Square	7
Store in Store	87
Transport Hubs	16
Total	**1,472**

A graphical representation of the presence of our Café Network outlets across India is as indicated below:

Notes:
(i) Map not to scale
Locations shown are not exhaustive

We actively track KPIs across the value chain, from procurement of beans all the way through to the point of sale, to evaluate the performance of our outlets. The critical KPIs in relation to our Café Network are ASPD per café, and SSSG. The table below provides details of ASPD and SSSG for the periods indicated:

Period	ASPD(₹)	SSSG (%)
Financial Year 2012	10,318	1.28%
Financial Year 2013	10,720	8.39%

Period	ASPD(₹)	SSSG (%)
Financial Year 2014	11,927	9.13%
For the nine month period ended December 31, 2014	13,503	4.08% (not annualized)

Typically, our new cafés achieve break-even within a period of eight to 12 months and revenue from a café stabilizes within a period of 12 to 24 months of operations.

Given below is a brief description of each of the café formats across our Café Network:

Café Coffee Day

Café Coffee Day is positioned as the 'Preferred Youth Hangout Space', which we believe offers vibrant ambience and good quality beverages and food offerings and service at reasonable prices. Our first café was set up as a cyber café in Bengaluru in 1996. As of December 31, 2014, we operated 1,423 outlets of *Café Coffee Day* across 209 cities in India. All of our *Café Coffee Day* outlets are owned and operated by us (except for 12 *Café Coffee Day* outlets which are franchised and located at airports across India). Of the 209 cities across India that we are present in, we have a predominant presence in seven key cities, namely, Bengaluru, Mumbai, New Delhi, Chennai, Kolkata, Hyderabad and Pune, which collectively contributed a major portion of our total café related sales revenue. Our *Café Coffee Day* brand outlets are typically located in high-traffic, high-visibility locations. Our ability to vary the size and format (with an average size of between 800 to 1,000 square feet) of our outlets allows us to locate them in or near a variety of settings, including high-street malls, retail centers, office buildings, university campuses, transport hubs, and in select off-highway locations. This provides a greater degree of accessibility and convenience to our customers. We have positioned the *Café Coffee Day* brand as a modern lifestyle brand for value-conscious customers, primarily targeting the youth, and have offerings for more mature demographics as well. Our *Café Coffee Day* outlets offer a choice of coffee and tea beverages, distinctively packaged roasted whole bean and ground coffees, a variety of premium single serve products, smoothies and bottled water, and a range of other beverages. Over the years, we have also launched signature products that are synonymous with our brands like *Café Frappe*, *Devil's Own*, *Iced Eskimo* and *Crunchy Frappe*. In addition, we also offer an assortment of fresh food products, including those focused on quality ingredients, nutritional value and flavor keeping the Indian tastes in mind while maintaining international standards. A choice selection of *Café Coffee Day* brand merchandise and accessories such as coffee mugs, coffee machines and travel mugs are also sold in our outlets. Each *Café Coffee Day* outlet varies its product mix and pricing depending upon the size of the store and its location. In addition, we also provide our customers with wireless internet access in some of our outlets.

The Lounge

The Lounge, launched in 2010, provides a networking and hangout space for the affluent consumer group. As of December 31, 2014, out of the 1,472 café outlets, we owned and operated 42 outlets of *The Lounge* across seven cities in India. *The Lounge* outlets are typically located in high-traffic and high-visibility locations in India. *The Lounge* outlets have a typical average size of between 1,000 to 1,300 square feet. The offerings at *The Lounge* outlets include alternate brewing techniques for coffees, cocktails like "coffeetinis" and exotic teas in addition to regular menu offerings, while the food offerings include international cuisines ranging from a wide variety of finger foods, rice bowls, sandwiches and pizzas.

The Square

The Square, launched in 2009, focuses on the theatre of coffee with single origin coffees from across the world, boutique brewing systems and caters to the well-informed, well-travelled and discerning tastes of coffee connoisseurs. As of December 31, 2014, out of the 1,472 café outlets, we operated seven outlets of *The Square* (of which one is franchised) across Bengaluru, Chennai, Mumbai and New Delhi, with an average size of between 2,000 to 3,000 square feet. The beverage offerings at *The Square* brand outlets include specialty coffees, international and local single origin blend coffees while the food offerings include fine dining options from multiple international cuisines accompanied with baked goods that complement the beverages.

Coffee Day Xpress

Coffee Day Xpress is a convenience kiosk format that serves food and beverages at high-footfall and captive locations such as large corporate campuses, office buildings, hospitals, metro stations, airports and railways stations, and has been conceptualized for the 'Coffee on-the-go' consumers. The *Coffee Day Xpress* kiosk was launched in February 2003 and as of December 31, 2014, we owned and operated 590 *Coffee Day Xpress* kiosks across India.

The table below provides details of company-owned and operated, and franchised *Coffee Day Xpress* brand kiosks for the periods indicated:

Xpress Kiosks	**As of March 31**			**As of December 31, 2014**
	2012	**2013**	**2014**	
Company Owned and operated	709	844	873	557
Franchised*	270	75	72	33
Total	**979**	**919**	**945**	**590**

**We have decided in the previous Financial Year not to renew a number of our previous franchise agreements as we intend to move into a model of company-owned and operated kiosks, unless we decide to renew or enter into new franchise agreements for strategic purposes.*

Food and beverage offerings at our Café Network outlets and Coffee Day Xpress kiosks

Our Café Network outlets offers a full line of specialty coffees and coffee related beverages including various blends and brews of coffee, natural and/ or artificially flavored coffees as well as specialty teas and hot chocolate. Our food offerings include light bites, baked foods, finger foods and snacks, specialty international cuisines like rice bowls, sandwiches and pizzas depending on the café format. We also sell branded *Café Coffee Day* merchandise in our Café Network outlets to improve brand loyalty and sales. We are committed to improving the product offerings to drive higher consumption at our Café Network outlets and *Coffee Day Xpress* kiosks. For example, in addition to constantly evolving our product offerings at our Café Network outlets to cater to changing consumer preference, we also intend to continue our focus on tailoring our food menu to drive consumption at different time points, including at non-peak hours like early morning and lunch time, introducing smart combo options thereby better utilizing our Café Network outlet capacities. In future, we also plan to target customers visiting our Café Network outlets at highways and other *Coffee Day Xpress* kiosks by providing them with more local food options.

The table below provides details of the percentage split of the product offerings to our revenue at our Café Network outlets for the periods indicated below:

Product Offering	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Food	32.74%	36.72%	36.51%	36.00%
Beverages	59.22%	56.52%	57.47%	59.08%
Merchandise	8.04%	6.76%	6.02%	4.92%
Total	**100.00%**	**100.00%**	**100.00%**	**100.00%**

Café Planning and Set up

Site Selection Process

We generally set up cafés in leased retail space. We have developed a standardized site evaluation process that involves our management's inputs as well as collecting comprehensive data, which we use to analyse the feasibility of operating a café at the site. Our internal site selection team, which comprises of our senior management personnel, members of the business development team and operations team, is responsible for approving each new café location and openings. The site selection team also meets periodically to review new site opportunities and approve new locations.

Our regional site development teams are responsible for identifying optimal locations for our cafés and negotiating lease terms. Once a potential location has been identified, we evaluate the site on the basis of several factors such as:

- evaluating publicly available demographic data;

- market surveys which we commission to industry consultants to better understand the local customer base;
- survey of surrounding areas and other tenants in the area;
- rental costs and common area maintenance charges;
- estimated rent to revenue ratio;
- presence of competition in the surrounding area;
- size of the location;
- the ability to provide a sufficient selection of products to cater to target customers; and
- the availability and proximity to our distribution network and compliance with local regulations.

In addition, our internal selection teams also monitor profitability and other performance metrics of the cafés within the Café Network and decide upon lease renewals or outlet closures.

Additionally, we believe our target demographies and high repeat visit rate make us a desirable tenant for landlords and developers seeking to attract customers to their properties or developments. We believe these factors provide us with a great deal of flexibility in securing optimal property locations. Property developers also invite us to bid for leases at multiple locations, including in some cases as anchor tenants. Typically, we have been able to negotiate favorable lease terms under which the landlords or developers are locked-in for a minimum period of nine years, while we have the flexibility to terminate the lease with three months written notice. In addition, we have entered into agreements with major oil marketing companies to set up cafés at their petrol stations on national highways across India.

Café Outlets Fit-Out

Once a letter of intent has been signed, we typically conduct café planning and fit-out. During this period, we use our in-house architects and interior designers to fit out the café outlet. We use third-party contractors from time to time as it allows us to maintain control over our design process without adding unnecessary headcount. Depending on the size of the proposed café outlet and accessibility of the location, it takes approximately 45 days to two months for opening of a new café outlet.

In addition, our café outlet planning and projects team, which specializes in opening new café outlets among other things, executes strategies to enable our new café outlets to commence operations on time, within the pre-determined budget so as to achieve our sales and operational targets as quickly as possible. We believe this team implements the best practices we have accumulated over the years to each new café outlet which is opened.

Café Refurbishment

We usually carry out refitting and refurbishments across our Café Network outlets once every four to five years. This involves an overhaul of the look and the feel of the café by changing the visuals, design, furniture and at times the concept. We consistently monitor and replace any panels or furniture that may be damaged due to wear and tear.

Café Outlet Layout

We design our café outlets to visually appeal to our customers and highlight our range of offerings. We aim to maintain a consistent layout with the latest trendy ambience across our café outlets. Most of our café outlets follow the same thematic colors for presentation and displays, although there may be variations in café outlet design or display schemes depending on local market preferences and the offerings in a particular café outlet.

Each of our café outlets has modern features and cosmopolitan casual-chic décor, accented with our distinct logo and colour scheme. Each of our café outlets also has a unique layout to optimize the available space with consistent design cues that contribute to our customer experience.

Staff Training

To prepare for our Café Network growth and staffing needs, we regularly train our managers. We employ an extensive screening process for our managers, including both behavioural and working interviews. Once hired, employees participate in a four week in-café management training program, and all of our managers have to pass through this process. We conduct regular trainings at all our training centres, which are located across various geographic regions. This training assures us that future growth can be supported and that every new café outlet location is staffed with managers that are trained in both our brand and our standards. We also cross-train our employees in an effort to create a depth of competency in our critical café functions. Consistent with our emphasis on customer interaction, we encourage our café managers and team members to interact with customers throughout the day.

Our staff members are regularly trained by expert aptitude and skill trainers to provide excellent customer service at the café level. We also monitor service levels of our café level staff by organizing mystery audits.

We have defined processes for all routine operations to ensure consistency in customer experience across our Café Network. Outsourced functions such as security and housekeeping are also covered under our process manuals, and we have implemented strict controls to ensure that they are rigorously followed.

Café Management

Our head of operations is responsible for overall café management and operations. The head of operations is assisted by four territory managers covering Northern, Southern, Eastern and Western parts of India. We have appointed regional managers (each of whom is responsible for between 100 and 140 café outlets), assistant regional managers (each of whom is responsible for between 50 and 100 café outlets), city managers (each of whom is responsible for between 45 and 50 café outlets) and area managers (each of whom is responsible for between 10 and 12 café outlets).

Each café outlet is staffed with a café outlet manager, a brew master and typically has between three to five team members. The café outlet manager is responsible for maximizing the respective café outlets' sales, local marketing, inventory controls and customer service. We conduct monthly meetings with café outlet managers to analyze our operations. Based on the individual café experiences, local management also provides suggestions to central management on a variety of matters such as improvements to café outlet operations, initiatives to help increase sales and changes to the range of offerings at a particular café outlet.

Vending Business

Coffee Day Beverages has been the pioneer in introducing the bean to cup format across the vending segment in India with an overall market share of 17% (*source: Technopak*). Our vending business is an integral part of our vertically integrated business model. We manufacture and assemble vending machines, that dispense hot coffee and hot water for tea, at our manufacturing and assembling facility located in Bengaluru, using in-house technology. We presently manufacture and assemble two types of coffee vending machines, namely *Sienna*, a semi-automatic machine which is used at our Café Network, and *Celesta*, a fully automatic coffee vending machine which is currently placed at corporate and institutional client locations across India. Our vending machines are equipped to prepare fresh milk coffee and we provide our customers with an authentic experience of freshly brewed coffee.

We do not sell vending machines but typically place these machines at our clients' premises and collect a security deposit. Our source of revenue from the vending machine business is primarily from the sale of consumables to our customers using our vending machines who can only buy the coffee and tea ingredients from us, either directly or from our distributors. In addition, we charge a fixed monthly fee for providing regular service and maintenance support to the vending machines we place at our clients' premises. Our service and maintenance teams run regular checks to ensure that only our products are being used in the vending machines placed at our clients' premises. We also track the consumption levels on a monthly/ quarterly basis to ensure that our sales volume expected from the vending machines installed is in line with the budget.

Our vending business has a strong business development team which has access to and long-standing relationships with various corporate and institutional clients across India, thus allowing for a rapid rollout of our vending machines to such clients. The business development team is supported by our servicing team who is responsible for providing regular service and maintenance support. Our customers primarily include corporate clients in the IT-ITES sector, financial institutions, telecom and manufacturing companies, among others. The table below provides details of the number of vending machines placed at our client premises across India as of the dates indicated:

Number of vending machines	As of March 31,			As of December 31, 2014
	2012	2013	2014	
Placed at clients premises	18,005	21,594	25,561	28,777

Fresh & Ground

Our F&G outlets, branded as *Coffee Day Fresh & Ground*, sell fresh roast and ground coffee powder to customers through 424 F&G outlets we operate (of which 39 are franchised) across South India and Maharashtra, as on December 31, 2014. We started selling coffee through our F&G outlets in 1995 and currently offer over 22 exclusive coffee blends. We have also introduced a specialized coffee machine called '*Kaapiguru*' for our F&G business, which is used by a large number of restaurants and eateries across South India.

The table below provides details of the number of F&G outlets located across the seven states in India as of the dates indicated:

State	As of March 31,			As of December 31, 2014
	2012	2013	2014	
Andhra Pradesh	103	103	52	52
Karnataka	154	152	158	151
Kerala	6	6	6	5
Maharashtra	1	2	2	2
Puducherry	1	1	1	1
Tamil Nadu	161	164	158	154
Telangana	-	-	60	59
Total	**426**	**428**	**437**	**424**

Procurement, Processing and Exports

We are also engaged in trading and export operations, under *Coffee Day Exports*. We were among the top three exporters of coffee from India during Financial Year 2014, according to the Coffee Board of India. We export coffee primarily to Europe, Japan and the Middle East. To ensure compliance with our rigorous standards, we control purchasing, roasting, packaging, and distribution of coffee used in our business operations. We purchase coffee beans from three coffee-producing regions in Karnataka, namely, Hassan, Chikkamagaluru and Coorg.

During Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, CDGL exported and traded a total of 24,877 MT, 23,164 MT, 17,810 MT and 8,113 MT, respectively, of coffee beans.

We maintain long-standing relationships with coffee growers which provides us with a strategic advantage in procurement in terms of quality as well as understanding of pricing trends. We also offer certain benefits to coffee planters in these areas including storage facilities, credit facilities, free packing and transportation of raw coffee beans, and incentives for better quality beans. We also contract exclusively with approximately 30 local agents from these regions who collect coffee beans from these areas and bring them to our curing facilities at Hassan and Chikkamagaluru, on a commission basis. This relationship that we share with the community has resulted in improvements in business efficacy and building a strong eco-system within the community. Not only do we enjoy the confidence and comfort of the local community, but we also have, to a large extent, eliminated the role of middle men as a result of this relationship. Our inherent advantage of being a homegrown player adds credence, and the fact that our Promoter hails from the coffee growing region has helped us build credibility among the coffee planters.

Our current roasting capacity is 7,000 MT per annum at our plant located at Chikkamagaluru. Our current aggregate curing capacity is 60,000 MT per annum at our plants located at Hassan and Chikkamagaluru. The coffee is cured in-house at our plants at Hassan and Chikkamagaluru, both of which are equipped with varied machinery and equipment, including color sorting facilities for cleaning and sorting of coffee beans. We are proposing to augment the existing roasting and packaging facility for coffee at Chikkamagaluru which will cater to the future requirements for the retail division; see section "Objects of the Issue" on page 121.

International footprint of Café Coffee Day outlets

We set up our first international *Café Coffee Day* outlet in Vienna in November 2005. As of December 31, 2014, we had 16 international outlets across Austria, Czech Republic and Malaysia of which four cafés are franchised.

Pricing policy

Café Network outlets and Xpress kiosk

We actively monitor the prices of products sold by our competitors and seek to offer our products at attractive and competitive prices. Due to our widespread presence, scale of operations and long-standing relationships with suppliers, we are generally able to price our products competitively. We typically review prices on the basis of various factors, including changes in raw material costs and competition. Our pricing policies are centralized. Any price changes or discounts for special promotions can only be approved by the senior management at the headquarters. No discretion is allowed at the café outlet or kiosk level to alter the prices of our products.

We use a differential pricing model for some of our food and beverage products depending on the location, format of café and other factors. We believe our competitive pricing has resulted in greater acceptability, better consumer penetration and strong connect with the young consumers.

Vending business

In our vending business, we typically enter into annual contracts with our customers with respect to deploying our vending machines at their premises. The pricing terms are fixed for the term of the contract and generally there is no cost escalation permitted during the term of the contract unless mutually agreed between parties. Our source of revenue from the vending machine business is from the sale of consumables to our customers using our vending machines as they can only buy the coffee, tea and other ingredients from us, either directly or from our distributors, under the terms of our contracts. In addition, we usually charge a monthly fixed fee for providing regular service and maintenance support to the vending machines placed at our customers premises.

Fresh & Ground

As part of the F&G segment, we typically review the pricing of our products at regular intervals, primarily to take into account fluctuations in coffee prices.

Exports

Coffee is traded globally on international commodities markets and its price is generally affected by its worldwide demand and supply as well as weather conditions, government trade policies, shifts in consumption patterns, the availability and price of substitute commodities, political instability, changes in the world economy and other unforeseen circumstances. We have entered into long and short term contracts to export coffee beans at prevailing market rates set on the international coffee exchanges. To negate any fluctuation in the price of coffee, we enter into back-to-back contracts with the purchaser and our suppliers and at times hedge our positions. To negate the risk of any volatility in exchange fluctuation, we usually book forward contracts for foreign currency.

Cash Management

We have entered into arrangements with a few banks to collect cash at the end of each business day from our Café Network outlets, F&G outlets and Xpress kiosks. For our vending business, we collect post dated cheques from our distributors for the amount of supplies indented to them or are paid on a monthly basis by our corporate or institutional clients, as the case may be.

Quality Monitoring

Quality monitoring is a key priority for us. Our objective is to ensure that we provide our customers with quality products and maintaining high health and safety standards consistently across our Café Network outlets, F&G outlets and *Coffee Day Xpress* kiosks.

To ensure the quality and food safety of the offerings served at our Café Network outlets, F&G outlets and *Coffee Day Xpress* kiosks, we adhere to the following;

- ISO 22000: 2005 certification of all our Café Network outlets in India and roasting unit at Chikkamagaluru;
- British Roasting Certification ("BRC") at our roasting unit at Chikkamagaluru;
- ISO 9001-2008 and CE certifications for our vending machine unit;
- compliance with legal and statutory requirements;
- comprehensive risk management through effective operational controls;
- monitor and measure the effectiveness of food safety practices through:
    - supplier audits;
    - assembly center and kitchen audits;
    - café outlets and kiosks audits; and
    - cold storage audits;
- proactive engagement of our stakeholders through mystery audits and customer satisfaction index studies; and
- improve performance of the staff through learning and development.

Branding and Marketing

Our objective is to maintain *Café Coffee Day*'s standing as one of the most recognized and respected brands in India. Keeping this in mind, our marketing team efforts seek to constantly build the café consumer base in India and also further enhance the brand awareness and increase sales through a variety of customer interactions and marketing initiatives. Our marketing team is tasked with executing effective and targeted media placements allowing us to maintain our leadership position. To keep a pulse on the market as well as the constantly changing consumer preferences, we have been conducting market and consumer studies. We utilize a variety of media platforms in our advertising and promotional activities in order to enhance our brand recognition and presence, including print, television, radio and digital media.

We also conduct localized promotions including reaching out to catchments in various customer groups. Furthermore, we conduct joint marketing and promotional campaigns with some of the other youth brands and also generate revenue by allowing our Café Network to be used for promotional activities by other youth brands. In addition, we conduct promotional events at our Café Network such as coffee appreciation and in-café events for customers.

We have also demonstrated high levels of customer engagement by organizing specialized Coffee Festivals to share the art of coffee making with our customers. We also partner with various entertainment shows and sports activities to improve our brand value.

We aspire to build a high level of brand engagement through various social media platforms, which allows us to connect directly to our customers and to keep them informed about new offerings, promotions and events and build online relationships.

Café Moments Loyalty Card

One of the marketing initiatives we have undertaken is our *Café Moments* Loyalty Card prepaid program. The *Café Moments* loyalty card prepaid program is designed to provide convenience, promote gift giving of cards and increase the frequency of outlet visits by our Loyalty cardholders. *Café Moments* cards are sold in our Café

Network outlets across India. Customers can access their card balances by utilizing their *Café Moments* card in our Café Network outlets. As of December 31, 2014, we had over 600,000 customers registered under our loyalty card program.

Supply Chain Management

Raw material procurement

Maintaining a high degree of quality in our Café Network outlets depends in part on our ability to acquire fresh ingredients and other necessary supplies that meet our specifications from reliable suppliers. We carefully select suppliers based on quality and their understanding of our brand, and we seek to develop mutually beneficial long-term relationships with them. By controlling the selection of suppliers, we reduce risks arising from product quality issues. All of our products are subject to spot inspections at each café and if any defects are detected, the defective products are returned to the supplier. If quality issues with a particular supplier persist, we discontinue purchases from that supplier.

As a result of our long-standing relationships with our suppliers, we treat them as business partners. For instance, we conduct formal meetings with our major suppliers at least four times a year. We also maintain frequent dialogues with our key suppliers to update them on our sales progress and inventory levels. Our cooperation with suppliers helps them forecast our demand more easily for their products and respond to any market changes. Consistent with industry practice, we generally enter into yearly contracts with our major suppliers. We have, where possible, diversified our supplier base to avoid any disruptions in supply. We also work closely with our suppliers to monitor industry trends, trade issues, weather, crises and other world events that may affect supply prices.

The details of our supply arrangements for primary products are set forth below.

Coffee beans

Our coffee beans are sourced at competitive prices from coffee estates in southern India, including the estates owned by our Promoter and Promoter Group entities. For our retail business, the coffee beans are roasted and packed in aroma-fin wall with a strong three layer pouch. This packaging helps to retain freshness for up to six months. Our Chikkamagaluru roasting facility is ISO 22000:2005 certified and BRC.

Tea bags and milk

Our tea bags are sourced from accredited vendors from eastern and north-eastern regions of India while all of our milk requirements are sourced from large partner vendors and other private dairies.

Food and other items

Our baked items and other ingredients used in our products are sourced from reputable suppliers. Typically, there is weekly replenishment of supplies to the Café Network outlets and kiosks and the end-to-end replenishment cycle can be up to 21 days.

Logistics and Storage

We have entered into an agreement with our subsidiary, SLL, which is one of India's leading integrated logistics solution providers, for provision of logistics support for refrigerated products. Our cold storage facilities are provided by a third-party.

Inventory Management

We believe that our strong and long-standing relationships with suppliers give us better access to inventory. We carefully monitor and manage our inventory levels to match quantities on hand with consumer demand as closely as possible. Key elements to our inventory management process include the following:

- continuous monitoring of historical and projected consumer demand;
- continuous monitoring and adjustment of inventory receipt levels; and

- auto indenting facility at our café outlets to facilitate the demand.

Inventory shrinkage is generally attributed to the following factors: pilferage and wastage. To minimize inventory shrinkage, we have installed CCTV cameras in most of our café outlets. In addition, we also conduct audit checks at regular intervals to supplement the physical count of products at each café outlet.

Food Preparation and Quality

Food safety is a top priority and we dedicate substantial resources, including our supply chain teams and quality assurance teams, to help ensure that our customers enjoy safe and quality food products. We have taken various steps to mitigate food quality and safety risks. Our café outlets in India undergo third-party food safety reviews, internal safety audits and routine health inspections. We also consider food safety and quality assurance when selecting our distributors and suppliers.

We also maintain a central distribution platform wherein the food products are prepared at distribution centers as opposed to each café, which provides consistent food experience to our customers, both in terms of quality and presentation. Currently, we have 10 centralized distribution centers located in Ahmedabad, Bengaluru, Bhopal, Chandigarh, Chennai, Hyderabad, Kolkata, Mumbai, Nagpur and New Delhi which are typically operated either by third parties under our guidance or by ourselves.

Information Technology

Our current IT system was developed jointly by our in-house programmers and dedicated technology partners. The system provides both front-end and back-end operations support. It provides front-end retail operations support by addressing our needs for billings, marketing promotions, loyalty programs, indenting and inventory management as well as back-end support such as order processing, café outlet surveillance, supply chain management and asset maintenance and management. We also manage a 24-hour call center for addressing the need for online support to our corporate and institutional clients and operating staff. As we expand our geographic footprint and scale of operations, we believe that our IT systems will continue to drive our operating efficiencies and enhance customer service. We also maintain a disaster recovery site at an offsite location.

R&D and Product Innovation

We continue to innovate and create new blends of coffees, flavored beverages and other products that we believe our customers desire. We also rely on a technique developed by a third party that seeks to measure and understand consumer needs at both a conceptual as well as café level. This technique is comprehensive in probing all the relevant aspects for a food launch, including basic responses on taste, “pick-me-up” value in cafés, to the value delivery of the product. Our signature products like *crunchy frappe*, *egg wrap* and *donuts* were launched on the basis of inputs received from these consumer sessions.

We currently operate two R&D centers, details of which are set forth below:

Coffee Lab, Bengaluru

We set up Coffee Lab in 1996 with the aim to create unique blends. Since then, we have created 22 coffee blends at Coffee Lab. The team of coffee tasters at Coffee Lab is headed by Ms. Sunalini Menon, an internationally renowned coffee expert with over 35 years of experience. Coffee Lab operates as an independent R&D center providing consulting services to third parties as well.

R&D Lab, Chikkamagaluru

We set up the R&D Lab in 2005 to better understand the optimal conditions for growing coffee as well as to create products and alternatives that are useful to our retail business. The R&D Lab is led by Dr. Pradeep Kenjige. The dedicated R&D team is solutions-driven and caters to our immediate needs to ensure better quality and also provides us with significant cost advantages.

Recent Product Innovation

Some of our product innovations which have already been introduced are as follows:

Wake-Cup Machine and Capsule

We have introduced the single serve capsule "*Wake-Cup*" that are used in our Wake-Cup machines. These capsules offer pure and blended varieties of coffee. We sell the Wake-Cup-machines and capsules at our Café Network outlets. Wake-Cup machines are manufactured in China which are licensed and patented by an international capsule manufacturing company. We have entered into an exclusive arrangement with them to sell the Wake-Cup machines in India.

Filta Fresh

Another recent product innovation includes filter coffee packed in a pouch for instant preparation called '*Filta Fresh*'. '*Filta Fresh*' is fine ground coffee in drip bags which is packaged in convenient single serve sachets. Its variants include pure coffee and coffee with *chicory*.

Dairy Supplements

We have certain proprietary product supplements which we use as ingredients to make the cold coffees at our Café Network outlets. These supplements include various ingredients such as milk solids, non-dairy creamer, sugar, emulsifiers and stabilizers which contain natural flavoring.

Competition

We operate in a competitive retail landscape and face competition, especially from other retailers of coffee products and café operators in India. We believe that the principal factors affecting competition in the coffee retail sector include pricing, product and service quality, brand perception and taste and product variety. We believe that we distinguish ourselves from our competitors on the basis of strong branding and ownership of the same, high levels of customer service, good café locations, trendy café format, competitive pricing and a wide range of products. Furthermore, as we have operated in India for a significant period of time and possess knowledge of the local market, we believe it provides us with an additional competitive edge. In addition, some of our competitors are brands that have been licensed to certain companies in India and may be faced with certain restrictions such as the requirements of royalty payments, freedom and flexibility to take immediate business decisions for expanding product offerings or geographical expansion.

Our primary competitors are other café chains such as Starbucks, Costa Coffee, Barista and many other local cafés. We also compete with other quick service restaurants operators such as Westlife Developments (McDonald's), Jubilant Foodworks (Dominos and Dunkin Donuts) and YUM! Brands (KFC, Pizza Hut and PHD). In F&G business, we compete primarily with Nestle and HUL. In the vending business, we have limited competition from the organized sector from Lavazza in the fresh milk segment, but we indirectly compete in the overall vending space with Nestle and HUL.

We carefully monitor the prices offered by our competitors and continuously adjust our pricing and promotions to maintain our competitiveness. In addition to price, we believe our ability to provide a high level of customer service gives us a key competitive advantage. We believe our dedicated and experienced employees, deep product and market knowledge, distinctive café formats and innovative marketing initiatives are important ways in which we maintain this advantage.

Awards and Certifications

Year	Awards and Accreditations
2007	*Café Coffee Day* won the Times Food Award under the category of "Best Coffee Bar" from Times of India
2008	*Café Coffee Day* won the Burrper's Choice Award for being voted as the "Coolest Café" by users of burrp.com
2009	CDGL won the award for "Retailer of the Year" under the category of Food & Beverages (catering services) by Asia Retail Congress 2009

Year	Awards and Accreditations
2011	*Café Coffee Day* won the Indian Hospitality Excellence Award under the category of "India's Most Popular Coffee Joint: 2010"
2012	*Café Coffee Day* was ranked as 26th Most Trusted Service Brand in India and as 2nd Most Exciting Brand under the category of "Food Services" in India under a survey done by Brand Equity (Economic Times)
2012	*Café Coffee Day* won the Best Coffee Bar Award from mouthshut.com
2013	*Café Coffee Day* was ranked as 26th Most Trusted Service Brand in India under a survey done by Brand Equity (Economic Times)
2013	*Café Coffee Day* was awarded "The NCPEDP – Shell Helen Keller Award 2013" by National Centre for Promotion of Employment for Disabled People for being a role model company in helping to generate employment opportunities for person with disabilities
2013	CDGL was awarded as the Best Retailer under the category of "Best Customer Service in Café Restaurant" by Star Retailer Awards 2013
2013	*Café Coffee Day* won the Brand Excellence Award in retail sector from ABP news
2014	CDGL was awarded bronze prize by the Coffee Board of India for being the third best exporter of green coffee during 2012-13
2014	CDGL was awarded "Retailer of the Year" (Organisation Food and Grocery) for retail excellence by ABP News
2014	CDGL was awarded 'Retailer of the Year' for brand excellence by ABP News
2014	*Café Coffee Day* was ranked as 22nd Most Trusted Service Brand in India, as 27th Most Exciting Brand in India and as 2nd Most Exciting Brand under the category of "Food Services" in India, under a survey done by Brand Equity (Economic Times)
2014	Our Promoter was awarded with 'ET Retail Hall of Fame' for his contribution to the growth in retail sector

Intellectual Property

We own intellectual property rights to the "*Café Coffee Day*" and "*Coffee Day*" trademark in India and the "*Coffee Day*" trademark in other jurisdictions including Austria, Czech Republic and Malaysia. We believe our intellectual property has significant value and is an important factor in the marketing of our Company and our cafés.

Insurance

We maintain insurance policies in respect of our operations. These policies cover assets, burglary, fire, product and public liability. Our insurance policies are subject to customary exclusions and deductibles. We believe that our insurance coverage is adequate for our business needs and operations and will continue to review our policies to ensure adequate insurance coverage is maintained.

Coffee business Property

As of December 31, 2014, we operated 1,472 Café Network outlets across 26 states and union territories across India, 590 *Xpress* kiosks, 424 F&G outlets in five states, two curing facilities in Hassan and Chikkamagaluru, and one roasting facility in Chikkamagaluru.

We lease most of the premises at which our Café Network outlets are located. Our café outlet leases generally have an initial term of nine to 15 years with an option for further renewal on mutually agreeable terms. We generally enter into lease agreements that provide us with the exclusive right to terminate the lease by serving a three months' written notice. Generally, our lease arrangements have fixed rental arrangements, revenue share or a mix of both.

As at December 31, 2014, leases in respect of approximately 7% of our leased cafés are due to expire within the next 12 months, 48% within the next one to four years and 45% after four years. We do not currently foresee any difficulty in renewing most of these leases. In addition, our corporate office is sub-leased from CDGL and the current lease is valid until December 31, 2020.

Certifications

We have also obtained the following certifications:

- CE marking for vending machines - declaration that our product complies with the essential requirements of the relevant European health, safety and environmental protection legislations.
- Quality Management Systems Certification, ISO 9001:2008 - for design, development, production of coffee and beverage vending machines assembly unit.
- RoHS Certification - for the restriction of the use of certain hazardous substances in electrical and electronic equipment. The same has been tested and certified for our coffee vending machines.
- HALAL Certification- for all the coffees processed in our coffee roasting unit. The Halal certification is based on an audit in accordance to Shariah (Islamic) Board Guidelines and Malaysian Standard.
- Food Safety Management Systems Certification for Roasting Unit - ISO 22000:2005 and BRC Issue-6 certifications for processing and packaging of roasted coffee beans and powder.
- Food Safety Management Systems Certification for CCD (PAN India) - ISO 22000:2005 certification for handling, preparing and serving food and beverages in cafés.

Non Coffee Businesses

Development of Technology Parks

TDL

Our wholly-owned subsidiary, TDL, is engaged in the business of developing technology parks in Bengaluru and Mangaluru. Our technology parks are conceptualized as '*Global Village*' in Bengaluru, and '*Tech Bay*' in Mangaluru. As of December 31, 2014, our technology park *Global Village* is spread across a land parcel of approximately 114 acres (of which approximately 91 acres of land has clear land titles; for more information, see section "Risk Factors - *Our title and development rights or other interests over certain of our land bank may be subject to legal uncertainties and defects"* on page 38) located on Mysore Road, Bengaluru, where we have developed approximately 2.8 million sq. ft. and with a potential to further develop approximately 12.3 million sq. ft. *Tech Bay* is spread across a land parcel of approximately 21 acres which is located opposite Mangalore Club, where we have developed approximately 0.3 million sq. ft. and with a potential to further develop approximately 1.8 million sq. ft.

We offer bespoke infrastructural facilities, specifically for the technology enterprises on a lease and built to suit model which means the office spaces are designed and constructed as per the specifications of the clients. We take up construction only once the tenants have entered into binding lease arrangements with us and we have received certain amount by way of advance towards the committed rentals from such tenants. The lease terms typically range for a period of 15 to 20 years and provide for periodic escalation in rent over the term of the lease. This leasing model provides us with predictable cash flows and the built to suit model ensures limited inventory risk to us.

We believe that we have a strong relationship with our tenants including Mindtree, Sonata Software Limited and other tenants. We have strengthened our relationships with certain key tenants by understanding and anticipating their needs in relation to location, specifications, size, timing and budget, as well as by providing built-to-suit facilities. We ensure that we have regular meetings with potential tenants and conduct preliminary business development activities in advance in order to deliver the new space quickly once authorized by a potential or existing lessee.

For executing projects, we engage various service providers including contractors who are appointed through a bidding process. We engage the services of architects, project managers, engineers and other personnel who play a key role in the design and development of the technology parks. We believe that the outsourcing model is key to the successful development of our projects.

The brief features of the *Global Village*, Bengaluru and *Tech Bay*, Mangaluru are as follows:

***Global Village*, Bengaluru**

The *Global Village* is situated in Mylasandra and Pattangere Villages, Mysore Road, which lies within the western region of Bengaluru, and is approximately 13 km from Bengaluru's central business district and 47 km from Bengaluru's International Airport, respectively. *Global Village* is owned and held entirely by TDL and is spread across approximately 114 acres of which (i) approximately 91 acres of land has clear land titles; (ii) TDL has executed an agreement for sale and paid consideration for acquiring approximately 11 acres of land situated adjacent to Global Village, Bengaluru and post conversion of the land for industrial use and registration, it may be utilised for the business activities of TDL; and (iii) TDL is involved in a land dispute for a parcel of land situated in Bengaluru, measuring approximately 15 acres and 9 guntas (of which the Company's interest is in approximately 12 acres). While pursuant to an agreement for sale, TDL has paid advance consideration for acquiring the land, the sale deed has not been executed to date, owing to the pending dispute and delay in conversion from agricultural use.) for more information, see sections "Outstanding Litigation and Material Developments" on page 395 and "Risk Factors - *Our title and development rights or other interests over certain of our land bank may be subject to legal uncertainties and defects"* on page 38). Out of the approximate 91 acres of land at *Global Village*, approximately 67 acres has been notified as IT-ITES Special Economic Zones ("SEZ") land pursuant to official gazette notifications issued by the Ministry of Commerce and Industry, and the balance of approximately 24 acres is non-SEZ land.

The following table sets out the information in relation to the 114 acres of land parcel at *Global Village*, Bengaluru, as at December 31, 2014:

Land parcel	Acres (approximately)	Developed area (in million sq. ft.)	Area for potential development (in million sq. ft.)
IT-ITES SEZ	67 acres	2.2	7.2
IT-ITES non-SEZ	24 acres	0.7	2.5
Total	**91 acres**	**2.9**	**9.7**
Land with unclear title[(1)]	23 acres	-	2.6
Total	**114 acres**	**2.9**	**12.3**

(1) For more information, see section "Risk Factors - *Our title and development rights or other interests over certain of our land bank may be subject to legal uncertainties and defects"* on page 38.

<u>Notes:</u>

1. The developed area and area for potential development in the table above are based on the architect certificate dated April 15, 2015 from JM Associates.

2. The developed area refers to the built-up area which is the total constructed area of a building excluding shafts, cut-outs, ramps and any non-built-up area of such building.

3. The area for potential development is based on the applicable Floor Area Ratio ("FAR"). FAR refers to the ratio of the floor area to the plot area. However, it includes escalators, open balconies, staircases, and corridors. The floor area excludes areas used for purposes such as parking space, the main staircase, lift shafts, lift wells, and lift machine rooms, ramps, ventilation ducts, sanitary ducts and overhead tanks.

We believe that we have set up a state-of-the-art technology park at *Global Village* where its lessees enjoy the benefits and amenities of global standards. The *Global Village* currently has in its portfolio of lessees a cluster of technology companies in a campus setting and plans to develop it as an integrated community with commercial and social infrastructure that would include residential, retail and recreational facilities.

Facilities at Global Village

At Global Village, the lessees are provided with 24-hour security services, central air conditioning, optical fiber cable and satellite lines, water and power supply (including back-up power generators), fire protection systems, ATMs, visitors' car parking, as well as other amenities, including shuttle bus service, a golf putting range, a café, a multi-cuisine food court and a health club.

In addition, we have obtained LEED gold certification in recognition of one of its building's contribution to a greener environment.

Tech Bay, Mangaluru

We had acquired Tech Bay, a river front property of approximately 21 acres in Mangaluru and located opposite Mangaluru Club. Tech Bay is located about three km from the prime central business district areas of Hampankatta and MG Road in Mangaluru.

We have developed a 300 room fully furnished residential facility and ITES office space with amenities for a total built up area of approximately 0.3 million sq. ft. which is currently leased to IT companies and has a potential to further develop approximately 1.8 million sq. ft. Tech Bay provides the necessary infrastructure facilities such as electricity and water.

Project and Property Management Services

We provide project and property management services at our technology parks. The key focus of our project management services is to oversee construction work at our technology parks and to coordinate with our external vendors on a day-to-day basis .

The focus of our property management services is to maintain the quality of the technology parks after their completion. TDL believes that having a dedicated property management and services team on site, for each of the technology parks, allows to deliver a higher standard of service to the tenants.

TDL's business development Team

Our business development team has established a relationship with leading international property consultants, through whom we source a number of its lease clients. Our business development team also recommends the terms of leases to management based on prevailing market conditions, and provides input to the project design process after consultation with our lessees in order to ensure that its design and construction meet the demands of the lessee.

TDL Employees

As of December 31, 2014, TDL had a workforce of 14 full-time employees.

Logistics

SLL

Our subsidiary, SLL, in which we hold a equity holding of 52.83%, as on December 31, 2014, and we believe is one of India's leading integrated multi-modal logistics solution providers, with over five decades of experience in providing end to end logistics solutions. Incorporated in 1955, SLL is listed on the BSE and NSE and had a market capitalization of ₹9,215.98 million as on December 31, 2014 (*source:* *www.nseindia.com*). SLL provides services across the logistics spectrum including port operations, rail and road logistics, container freight stations, offshore vessel management and dredging, and multi-modal bulk and container logistics. SLL has recently entered the mining services space providing mining and cargo handling solutions at mines in Orissa. We believe that SLL has established a strong presence in the areas of port handling, transportation and shipping services, especially in South India. SLL is the first company in India to be accredited with the ISO 9001:1994 Quality System Certification for the complete range of logistics services.

An overview of the varied service verticals offered by SLL is as below:

Port Logistics

SLL's port logistics business primarily involves stevedoring (the process of loading and discharging cargo to and from the vessels to the docks) and intra-port transport and handling of cargo. We operate terminals at four ports in India, namely Ennore, Tuticorin, Chennai and Mangaluru, on a build, operate and transfer ("**BOT**") basis. In addition, we have presence at other major ports including Vishakhapatnam, Andhra Pradesh. We handle all types of bulk cargo, containers, bagged consignments, project materials, and over dimensional cargo.

A brief overview of the port activities is as follows:

Ennore Port

At Ennore port, we operate two terminals for handling coal and iron ore. The coal terminal, has an annual capacity of 12 million MT, and SLL entered in to an exclusive contract of supplying coal to Tamil Nadu Electricity Board (TNEB). This terminal's BOT term is for a period of 20 years (valid till February 2022). In addition, SLL operates a mechanized iron ore terminal on a BOT basis for 30 years (valid till February 2038). The terminal currently has an annual capacity of 6 million MT which can be enhanced to 12 million MT. For Financial Year 2014, the bulk quantity handled by Ennore Port was 14.05 million MT.

Tuticorin Port

This container terminal at the all-weather Tuticorin port was started as a joint venture with PSA International Pte Limited, Singapore, one of the largest port operators in the world, in 1999. With an annual capacity of 0.50 million TEUs, this terminal is operated on a BOT basis, for a period of 30 years. For the Financial Year 2014, the bulk quantity handled by the terminal was 0.47 million TEUs. Further, SLL also handles varied types of material consignments such as thermal coal, steam coal and fertilizers at Tuticorin Port.

Chennai Port

At Chennai Port, since 2008, SLL was contracted to operate one of the six multi-purpose bulk cargo-handling berths on a lease basis, for 20 years. We provide stevedoring services to clients as well as walk-in berthing of their vessels carrying bulk cargo. We handle multiple types of cargo consignments such as limestone, dolomite, fertilizers and steel, adding to an annual volume of 4 million MT (at full capacity). For the Financial Year 2014, the terminal handled bulk quantity of 3.89 million MT.

Mangaluru Port

SLL won the tender for setting up a mechanized iron ore terminal at Mangalore Port on a 30 year BOT contract (valid till February 2039). The terminal currently has a capacity of handling 1 million MT per annum. For Financial Year 2014, the terminal handled bulk quantity of 0.43 million MT. Post-completion, the terminal is expected to have an annual capacity of 8 million MT. Owing to the iron ore mining ban in Karnataka, the construction is currently on hold.

Surface Logistics

SLL's surface logistics business encompasses pan-India transportation over railways and roads, combined with value-added services viz. container freight station facilities, warehousing, custom clearances and documentation, and specialized cargo handling facilities.

A brief overview of the surface logistics activities is as follows:

Rail Logistics

Sical Multimodal and Rail Transport Limited ("SMART") is the rail logistics wing of SLL. SMART possesses a Category I license, whereby it can operate container trains throughout the Indian Railways network in both EXIM and domestic segments. SMART owns 7 rakes of 45 wagons each. In addition, it offers rail based transit facilities like ICDs and DCTs with first and last mile connectivity. SMART currently has 7 rail linked terminals across India having a total annual capacity of 71,000 TEUs. SLL is currently in the process of building terminals at Bengaluru and Chennai.

The vertices of SLL's rail network are Chennai (Tamil Nadu), Patli (Gurgaon), Daurai (Rajasthan), Morbi (Gujarat), Raipur (Chhattisgarh) and Ghatsila (Jharkhand). For Financial Year 2014, the total cargo volume handled was 18,564 TEUs.

Road Logistics

SLL undertakes transport of all types of cargo – ranging from project and plant equipment to inflammable liquids to raw materials and minerals to packaged goods – on its road transport network. SLL also offers specialized solutions for cold chain operations with custom-made temperature retention. SLL's countrywide road logistics operations are supported by vehicles consisting of trucks, tankers, trailers, tippers and medium-sized vehicles.

Container Freight Stations

SLL's container freight stations offer facilities of sorting and onward transportation of containerized cargo to various destinations in India. SLL has facilities located at Chennai, Tuticorin and Vizag with a total handling capacity of over 1.5 million TEUs. We also offer services for storage solutions, less-than-container shipments, customs clearance for import-export operations, hazardous material handling, temperature sensitive containers and other specialized cargo operations. For the Financial Year 2014, SLL's container freight stations handled a total volume of 123,705 TEUs.

Offshore logistics

SLL's offshore logistics business involves operation and maintenance solutions for offshore supply vessels, offshore operations such as drilling and construction, dredging and pipeline trenching activities, and carrying supplies needed by such rigs or platforms. SLL owns a multipurpose offshore vessel, "*OSV Sagar Sevak*", operating at Bombay High and "*PSV Sical Torino*", a platform supply vessel with operations in the North Sea. SLL also undertakes dredging and pipeline trenching operations in India and overseas.

Integrated logistics

As SLL offers the ability to offer integrated logistics solutions, involving multiple modes like rail, water, and surface transportation, storage, customer clearances and documentation, and additional operations. These integrated services are used for both bulk and container consignments.

SLL has recently entered the mining services space with innovative mining and cargo handling solutions at mines. This, combined with its existent multi-modal logistics offerings, enables it to offer end-to-end logistics solutions for bulk mining services.

Awards and Certifications

We have been the recipients of numerous awards and accolades in the past which recognize the strength of our brand:

- South East Conclave award for "Best CFS of the year – 2012"
- Tamil Chamber of Commerce EXIM achievement award for "Stevedore of the Year, 2011-2012"
- "Stevedore of the Year, 2011-2012" award from Ennore Port Limited
- Chamber of Commerce EXIM achievement award for "Best CFS – 2011"
- Chamber of Commerce EXIM achievement award for "Best Stevedore – 2011"
- South East Conclave awards for "Best Logistics Company of the Year – 2010"
- Express Logistics & Supply Chain Conclave award for "Best Container Logistics Service Provider – 2008"
- Express Logistics & Supply Chain Conclave awards for "Best Bulk Logistics Service Provider – 2007"

Financial Services

W2W Securities

We operate in the financial services sector through our subsidiary, W2W Securities, which was incorporated as Sivan Web Trading Private Limited in the year 2000, at Bengaluru and was thereafter rebranded as Way2Wealth Securities Private Limited. W2W Securities, along with its various downstream subsidiaries, operates a retail focused investment advisory business and provides a host of other financial services. We were also ranked amongst the top ten broking entities in the retail broking segment during financial year 2013, according to the BSE.

We have a presence across 21 states in India. We believe that the depth in the ability to efficiently service our clients comes from the combined experience of our management team which comprises of employees who have had the experience of working with some of the leading financial services companies. Being in the financial services sector, we are required to ensure periodical compliance with the regulations and directions issued from time to time by regulators including, RBI, SEBI, FMC, PFRDA and IRDA, in relation to its operations. See section "Risk Factors - *The financial services business is subject to extensive securities regulations and any failure to comply with these regulations could subject it to penalties or sanctions"* on page 45.

Our core businesses can be categorized into broking related business, distribution business, fund-based business and quant business which comprises of high frequency trading and treasury and financing operations, an overview of which is set out below:

(1) Broking and Commission Business – This segment comprises equity brokerage, commodity brokerage, currency brokerage, insurance broking and real estate broking. The institutional segment has institutional clients empanelled for equity broking and trade execution services on the equity markets. In addition, we also provide customized portfolio management services to its clients.

(2) Distribution Business – This segment consists of financial products distribution initiatives, namely, mutual funds products, primary market products and third party products. The distribution business is managed by a team of managers. We are also involved in providing wealth management services for high net worth individuals.

(3) Fund Based Activities – Financing clients for their market related activity is the core business for our NBFC. It extends loan against listed shares, financing for subscribing for initial public offers of corporates, loan against mutual funds, corporate employee stock option financing and related funding activities.

(4) Quant businesses – This segment consists of electronic market making using high speed execution tools, arbitrage trades, treasury and allied activity by our various subsidiaries. We use a disciplined and systematic quantitative approach to identify factors that consistently generate alpha. These factors are then used along with our proprietary ultra low latency trading systems and robust risk management to develop trading strategies across asset classes (equities, derivatives, commodities and currencies) that trade on global exchanges. The core mandates include trading of proprietary risk capital by deploying statistically backed algorithmic strategies on our advanced technology platform. See section "Risk Factors - *Our risk management policies and procedures in the financial services business may prove to be inadequate."* on page 46.

In addition to the aforesaid service offerings, we are also involved in conducting research and publishing daily, weekly, monthly and special research reports on topics such as equity instruments, derivatives, mutual funds, commodities trading and currencies. Additionally, we are also involved in insurance advisory and placement of insurance services to corporate and small and medium enterprises. We have also been registered as a point of presence by the Pension Fund Regulatory and Development Authority to perform functions including, registration of subscribers, undertaking know-your-customer verifications, receiving contributions and instructions from subscribers and transmission of the same to the designated National Pension Scheme intermediaries.

These services are provided through our network of branches, as well as through Way2Wealth Online which provides a multi exchange trading platform and multi channel access for clients and through mobile trading facilities.

Hospitality

<u>*Coffee Day Hotels and Resorts Private Limited*</u>

We and our wholly-owned subsidiary, CDHRPL, founded in 2008, operate in the hospitality and services sector. We own three luxury resorts in South India under the branding of "*The Serai*" resorts. Our resorts are located at Chikkamagaluru, Bandipur and Kabini. In addition, we also hold a minority interest in a luxury resort located in Andaman and Nicobar islands.

The following is a brief description of our luxury resorts:

The Serai Bandipur. The Serai Bandipur is located within a forest in Bandipur, Karnataka and is operated by us. The resort has 24 rooms, each offering views of the forest. The resort has one restaurant and offers recreational facilities. We own the land on which the resort is situated.

The Serai Chikkmagaluru. The Serai Chikkmagaluru is located in the midst of coffee plantations of Southern India in Chikkamagaluru, Karnataka and is operated by us. The resort has 29 rooms, offering views of the coffee plantations. The resort has one restaurant and offers recreational facilities. We own the land on which the resort is situated.

The Serai Kabini. The Serai Kabini is located in the midst of the waterfront in Kabini, Karnataka and is operated by us. The resort has 16 rooms, offering views of the waterfront. The resort has one restaurant and offers recreational facilities. The resort is situated on leased land subject to a 27 year lease from the Kabini River Plantation Private Limited Authority which expires in the year 2032.

Barefoot Resort, Andaman. In 2014, we acquired a minority stake and management rights in the Barefoot Resort at the Andaman and Nicobar Islands, which has 25 rooms.

Seasonality

Our revenues are generally higher during the second half of each Financial Year as there is increased travel in India from October to March when the weather is cooler. We expect that seasonality will continue to have an effect on its business and operations.

Pricing and revenues

Our pricing policy is based on anticipated demand, while also attempting to make sure that rates are reasonable to ensure guest loyalty. While quality of product, experience and market dynamics are the main factors, cost inflation is also a factor we consider in the context of long-term revenue maximization.

Investments

Coffee Day Trading Limited (earlier known as Global Technology Ventures Limited)

Our subsidiary, Coffee Day Trading Limited ("**CDTL**"), holds investments in certain IT- ITES and other technology companies and was founded in 2000.

We have made investments in the following IT-ITES companies:

Mindtree

Mindtree, founded in 1999, provides IT services and is headquartered in Bengaluru. As on March 31, 2014, it had 24 offices worldwide and employed software services professionals. Its target clients are companies in banking, financial services and institutions, manufacturing, media, retail, travel and transportation. Mindtree provides services that include software development, independent testing, analytics and information management, mobility, application development, cloud and product engineering. It was ranked first under the categories "Best Managed IT/ Software/Technology Company in Asia" and the "Best Managed Company in India" for 2013 by Euromoney. Mindtree was also rated the best in corporate governance in India for 2012 and 2013 by the World Finance magazine. In Financial Year 2014, Mindtree's revenue was ₹30,316 million, and its

EBITDA was ₹6,100 million. Mindtree is listed on the BSE and NSE, and it had a market capitalization of ₹107,408.52 million as on December 31, 2014 (*source:* www.nseindia.com).

Ittiam

Ittiam was founded in 2001 and is headquartered in Bengaluru. It is a product company in the embedded software and systems design area with specialization in digital signal processing-based applications in multimedia and communications domains. Its core competencies include "register transfer language" design, multimedia codec, middleware, board design and application software.

Global Edge

Global Edge was incorporated in 2000 and is headquartered in Bengaluru. It is an embedded software solutions and services company focused on wireless, telecom, networking and automotive technologies. It provides services for set top boxes, residential gateways, wireless and multimedia devices to customers worldwide.

Magnasoft

Magnasoft was incorporated in 2000 and is headquartered in Bengaluru. It provides outsourced geospatial and engineering services. It combines geographic information system technology with extensive subject matter expertise to implement powerful spatial technology solutions that integrate seamlessly with the IT framework of organizations.

Human Resource Management

As of December 31, 2014, we employed 11,181 full-time employees and 4,471 contracted workmen. The following table provides information about our full-time employees:

Employees	As of December 31, 2014
CDEL	165
CDGL	9,722
TDL	14
W2W Securities	549
CDHRPL	119
SLL*	608
CDTL	4
Total	**11,181**

* 121 of SLL's employees are members of unions

Health, Safety and Environment

Through the CSR frame work, we have defined priorities towards realizing our commitments to safeguard against impacts and risks resulting from our business operations and associated activities. This is structured to identify our key focus areas that include human rights and labor standards, environmental protection and occupational health and safety. We believe we adhere to strict performance criteria under each of these areas to ensure compliance at the highest standards.

We ensure environmental protection and occupational health and safety management by implementing key management system processes in alignment with international standards such as environmental management system (ISO 14001) and British standard for occupational health and safety management system (BS OHSAS 18001).

Corporate Social Responsibility

We believe that corporate social responsibility is an integral part of our operations. We are committed to offering ethically purchased and responsibly produced products of the highest quality, and serving quality coffee that is responsibly grown and ethically traded. We facilitate UTZ and Rainforest certification for our major coffee supplier's estates. The UTZ Code of Conduct is a recognized global 'decency' standard for coffee and production criteria for socially and environmentally appropriate growing practices and efficient farm management techniques. The Rainforest Alliance works to conserve biodiversity and improve livelihoods by promoting and evaluating the implementation of the most globally respected sustainability standards in a variety of fields which are designed to generate ecological, social and economic benefits.

Our social transformation initiatives are led by SVGH Vocational Training College ("VTC") at Chikkamagaluru and are fully funded by our Promoter. VTC seeks to promote education to economically underprivileged rural youth and supporting them to be independent, responsible and adaptable to urban environment. VTC has trained over 2,500 students, many of whom have since joined our Group Companies, including CDGL's outlets across the country. The entire expenses of the course which includes imparting education, providing food and accommodation, uniforms and transport facilities is borne by VTC.

We work through a unique partnership model wherein we have established strategic partnerships with various training bodies, non-governmental organizations, and government and leverage our relationship to provide skill training and employability to the under privileged. In states like Jammu and Kashmir and Orissa, we have provided self-improvement and vocational training to youth.

CDGL has also tied up with NGO's to work out avenues to employ a higher number of differently abled people. Over 100 speech and hearing impaired people are employed at our cafés, popularly called "silent brew masters".

REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations as prescribed by the Government of India or state governments which are applicable to our Company and its subsidiaries. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive, and are only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Regulations applicable to the Food Industry

Food Safety and Standards Act, 2006 ("FSSA")

The FSSA was enacted with a view to consolidate the laws relating to food and to establish the Food Authority for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The Food Authority is required to provide scientific advice and technical support to the Government of India and the state governments in framing the policy and rules relating to food safety and nutrition. The FSSA also sets out requirements for licensing and registering food businesses, general principles for food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by 'Food Safety Appellate Tribunal'.

In exercise of powers under the FSSA, the Food Authority has framed the Food Safety and Standard Rules, 2011 ("**FSSR**") which were notified. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of 'commissioner of food safety', 'food safety officer' and 'food analyst' and procedures of taking extracts, seizure, sampling and analysis. The FSSA lays down penalties for various offences (including recall procedures).

The Bureau of Indian standards Act, 1986 ("BIS Act")

The BIS Act provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, *inter-alia,* (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

The Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act and the Legal Metrology Rules seek to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. Further, the Legal Metrology Act lays down penalties for various offences.

The key features of the Legal Metrology Act are:

- Appointment of government approved test centres for verification of weights and measures;
- Allowing the companies to nominate a person who will be held responsible for breach of provisions of the Act; and
- Simplified definition of packaged commodity and more stringent punishment for violation of provisions.

Coffee Act, 1942 ("Coffee Act")

The Government of India established the Coffee Board through the Coffee Act. The Coffee Board functions from Bengaluru and comprises of 33 members, including the chairman. The Coffee Board carried out the functions of pooling and marketing of coffee until 1996, when pooling was discontinued. Presently, the core activities of the Coffee Board are primarily directed towards research & development, quality improvement, promotion of coffee in export and domestic markets. Further, registration of exporters is the responsibility of the Coffee Board. The Coffee Board also issues permits for the export of Indian coffee under the Coffee Act and certificates of origin for coffee.

The Export (Quality Control and Inspection) Act, 1963

The Export (Quality Control and Inspection) Act, 1963 provides for the sound development of export trade in India through quality control and inspection by setting up the Export Inspection Council.

Regulations applicable to the Land Development Business

The Transfer of Property Act, 1882 ("TP Act"), the Indian Easements Act, 1882 ("Easements Act") and the Indian Registration Act, 1908 ("Registration Act")

TP Act deals with the various methods in which transfer of property including transfer of immovable property or any interest in relation to that property, between individuals, firms and companies takes place. The TP Act stipulates the general principles relating to the transfer of property, including identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TP Act provides for the rights and liabilities of the buyer and seller in a transaction of sale of land.

The right of easements is derived from the ownership of property and is governed by the Easements Act. Under the Easements Act, a license is conceptualized as a right to use property without any interest created in favour of the licensee, as opposed to a lease, which creates an interest in favour of the lessee. The period and incident upon which a license may be revoked may be provided in the license agreement entered into between the licensor and the licensee.

The Registration Act has been enacted with the objective of providing public notice of the execution of documents affecting a transfer of any interest in an immovable property. The Registration Act, *inter alia*, identifies documents for which registration is compulsory. A document (which compulsorily requires registration) will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TP Act or as collateral), unless it has been registered. The amount of the fees under the Registration Act for the purpose of registration, vary from state to state.

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 ("Land Acquisition Act")

The Land Acquisition Act read with The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement (Amendment) Ordinance, 2014 has replaced the Land Acquisition Act, 1894. It contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired and provides for rehabilitation and resettlement of such affected persons.

Under the Land Acquisition Act, the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement (Karnataka) Rules, 2014 have been drafted and published, which frame rules in relation to, *inter alia,* the consent process, the compensation mechanism and rehabilitation and resettlement.

The Indian Stamp Act, 1899 ("Stamp Act") and the Karnataka Stamp Act, 1957 ("Karnataka Stamp Act")

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the Union list, is governed by the provisions of the Stamp Act which is enacted by the central government. The applicable rates for stamp duty on the instruments chargeable with duty are prescribed in the schedules to Stamp Act and the relevant stamp legislations enacted by each state. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in a court of law as evidence of the transaction contained therein. The stamp enactments also provide for impounding of instruments that are not sufficiently stamped or not stamped at all. Instruments not properly stamped, in certain cases, can be validated by paying a penalty of up to 10 times of the proper stamp duty or sufficient portion thereof, payable on such instruments.

Stamp duty on instruments in the state of Karnataka is governed by the Karnataka Stamp Act. All instruments chargeable with duty and executed by any person are required to be stamped adequately. The state government has the authority to impound insufficiently stamped documents.

The Karnataka Land Revenue Act, 1964 ("KLR Act")

The KLR Act regulates the use of agricultural land for non agricultural purposes. Under the KLR Act, permission of the relevant deputy commissioner should be obtained by the owner of any agricultural land in order to convert the use of such land for any other purpose.

The Special Economic Zones Act, 2005 ("SEZ Act") and Karnataka State Policy for SEZ, 2009 ("Karnataka State SEZ Policy)

The SEZ Act was enacted for the regulation and development of SEZs. An SEZ is a specifically delineated duty free enclave, deemed to be a foreign territory for the purposes of trade as well as duties and tariffs. A SEZ Board has been set up under the SEZ Act, which is responsible for promoting the SEZ and ensuring its orderly development. The SEZ Board has a number of powers including the authority to approve proposals for the establishment of the SEZ, the operations to be carried out in the SEZ by the developer, the foreign collaborations and for foreign direct investments.

The SEZ Rules, 2006 ("**SEZ Rules**") have been enacted to effectively implement the provisions of the SEZ Act. The SEZ Rules provide for a simplified procedure for a single window clearance from central and state governments for setting up of SEZs and a 'unit' in SEZ. The SEZ Rules also prescribe the procedure for the operation and maintenance of an SEZ, for setting up and conducting business therein with an emphasis on 'self certification' and the terms and conditions subject to which entrepreneur and developer shall be entitled to exemptions, drawbacks and concessions etc.

The Karnataka State Policy for SEZ read with the Guidelines for Administration of Karnataka State Policy for SEZ has the primary objective to facilitate and expedite establishment of SEZs along with safeguarding the environment and the interests of the land owners. Further, the Karnataka State Policy for SEZ provides for a package of incentives, supportive measures besides further providing clarity on procedural guidelines.

Regulations applicable to the Logistics Industry

The Carriage by Road Act, 2007

The Carriage by Road Act repealed the Carriers Act, 1865. The Carriage by Road Act and the Carriage by Road Rules, 2011 have been enacted for the regulation of common carriers, limiting their liability and declaration of value of goods delivered to them to determine their liability for loss of, or damage to, such goods occasioned by the negligence or criminal acts of themselves, their servants or agents and for matters connected therewith. No person can engage in the business of a common carrier, unless he has a certificate of registration. The penalty for non-registration under the Carriage by Road Act, 2007 is upto ₹5,000.

Indian Ports Act, 1908 ("Ports Act")

The Ports Act consolidates the enactments relating to ports and port charges. State governments have, among other things, been given the power to make rules with respect to regulating the time, hours, speed, manner and conditions in which vessels may enter, leave or move in the port; berths, stations and anchorages to be occupied by vessels in a port, etc. The Ports Act also lays down the rules for the safety of shipping and the conservation of ports. It also provides for port dues, fees and other charges. State governments in consultation with the relevant authority can exempt and extend/ cancel the exemption to any vessel(s) from payment of port-related dues. The State government can also vary the rates at which port dues are to be fixed, within the limits prescribed under the Ports Act. Any disobedience of the rule or order under the Ports Act for which no express penalty has been provided is punishable with a fine extending to ₹100.

Dock Workers Regulation of Employment Act, 1948

The Dock Workers Regulation of Employment Act, 1948 regulates the employment of dock workers. It provides that a scheme may provide for the registration of dock workers and employers to ensure greater regularity of employment. The scheme may also provide for penalty and/ or imprisonment in case of contravention of any provision of the scheme.

The Dock Workers Safety, Health and Welfare Act, 1986 ("Dock Workers Safety Act, 1986")

The Dock Workers Safety Act, 1986 read with its regulations, makes provisions in relation to the health, safety and welfare of dock workers. Further, penalties have been provided for contravention of its provisions.

The Warehousing (Development and Regulation) Act, 2007 ("Warehousing Act")

The Warehousing Act has been enacted to make provisions for the development and regulation of warehouses, negotiability of warehouse receipts, establishment of a Warehousing Development and Regulatory Authority ("**WDRA**"), registration of warehouses and liabilities and duties of warehousemen. Penalties for non-compliance with the provisions of the Warehousing Act include imprisonment upto three years and fine which may extend to four times the value of the goods or with both.

Multimodal Transportation of Goods, 1993 ("MTG Act")

The MTG Act, is an legislation to provide for the regulation of the multimodal transportation of goods, from anyplace in India to a place outside India, on the basis of a multimodal transport contract and for matters connected therewith or incidental thereto. Registration under the MTG Act is mandatory for person carrying on or commencing the business of multimodal transportation. Further, the responsibilities, limitation of liabilities and the applicable liability of the multimodal transport operator have also been provided.

Motor Vehicles Act, 1988 ("MV Act")

The MV Act aims at consolidating the laws related to motor vehicles and, among other things, provides for compulsory driving license, compulsory insurance, registration of vehicles and compensation in case of no fault liability. Acts such as driving the vehicle without a valid license, allowing such person to use the vehicle, and driving vehicle of unsafe condition, are criminal offences under the MV Act. The Road Safety and Transport Bill, 2014 which is the proposed new Act to replace the existing road safety legislative framework, prescribes heavy penalties for a violation of its provisions.

The Petroleum Act, 1934 ("Petroleum Act")

The Petroleum Act requires the acquisition of license by the person who desires to engage in activities, such as, import, transport, storage and production with respect to petroleum and inspection of the petroleum. Penalties are imposed for contravention of the Petroleum Act in the form of criminal penalties and confiscation of petroleum with the receptacle in which it is contained.

Fatal Accidents Act, 1855

The Fatal Accidents Act, 1855 enables the bringing of a suit for compensation by the family of a person for loss occasioned to it by his death by actionable wrong.

The Motor Transport Workers Act, 1961 ("MTW Act")

The MTW Act provides for the welfare of motor transport workers and to regulate the conditions of their work and prescribes that motor transport undertakings must be registered under the Act. Any contravention of a provision regarding employment of motor transport workers is punishable with imprisonment for a term which may extend to 3 months, along with fine.

The Customs Act, 1962 ("Customs Act")

The Customs Act was enacted with a view to consolidate law relating to customs and provides the steps to be taken with respect to the import and export of goods, determination of rate of duty, tariff valuation, manner of payment to the authorities and loading and unloading of goods. It also requires persons to acquire licenses in case of private warehouses or if such person wishes to carry out the work of a custom broker. Penalties are imposed upon persons who contravene the provisions of the Customs Act, along with confiscation of the goods in dispute.

In exercise of the powers under the Customs Act, 1962 and in supersession of the Customs House Agents Licensing Regulations, 2004 the Custom Brokers Licensing Regulations, 2013 were enacted to provide, among other things, that a custom broker must obtain a license with respect to entry or departure of conveyance or import or export of goods. Contravention of the obligations under the license would result in imposition of penalties.

The Merchant Shipping Act, 1958 ("Merchant Shipping Act")

The Merchant Shipping Act aims at consolidating the law with respect to merchant shipping and deals with specific aspects such as registration of ships, sailing vessels and fishing vessel, manning of ships, safety of passenger and cargo ships, control of ships and control of discharge of pollution of sea.

The Railway Act, 1989 ("Railway Act")

The Railway Act provides for the constitution of various authorities such as the Railway Administration, the Rail Land Development Authority, Commissioners of Railway Safety and their functions, execution and maintenance of works at railways and fixation of prices. The Railway Act further provides for the procedure for carriage of goods and the responsibility of the railway administration as the carrier. Penalties are also imposed under the Railway Act with respect to the functioning of railways.

Regulations applicable to the Financial Services Business

SEBI Regulations

Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 ("SEBI Stock Broker Regulations"), Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993 ("SEBI Portfolio Manager Regulations") and SEBI (Intermediaries) Regulations, 2008 ("Intermediaries Regulations").

The SEBI Stock Broker Regulations provide that no person shall carry on activity as a stock broker unless he holds a certificate granted by SEBI under the SEBI Stock Broker Regulations. On registration, the stockbroker and sub-broker are required to adhere to a code of conduct prescribed under the SEBI Stock Broker Regulations. Apart from the registration of stockbrokers and sub-brokers, the SEBI Stock Broker Regulations provide for registration of trading or clearing members and self-clearing members.

SEBI Portfolio Manager Regulations provide that no person shall carry on activity as a portfolio manager unless he holds a certificate granted by SEBI under the SEBI Portfolio Manager Regulations. The SEBI Portfolio Manager Regulations lay down, *inter alia,* the eligibility criteria, conditions for grant of certificate to a portfolio manager, code of conduct of portfolio managers and their general responsibilities.

The Intermediaries Regulations provides for mandatory registration of intermediaries. The grant of certificate of registration is subject to fulfillment of various conditions as prescribed in the Intermediaries Regulations. The validity of such registration is permanent, unless surrendered or cancelled or suspended. Further, the Intermediaries Regulations lays down the general obligations of the intermediaries.

Insurance Regulatory and Development Authority (Insurance Brokers) Regulations, 2013 ("Insurance Broker Regulations")

The Insurance Broker Regulations provide, *inter alia,* for licensing and capital requirements for persons who are insurance brokers. These regulations require a company interested in entering the business of dealing in insurance or reinsurance, to apply to the Insurance Regulatory Development Authority for a license and also prescribe a code of conduct for insurance brokers to follow. Further, the Insurance Broker Regulations also provide conditions, which include, minimum capital requirement, ceiling on remuneration, deposit requirements and professional indemnity insurance requirements.

Regulation of NBFCs registered with the RBI

NBFCs are primarily governed by the RBI Act, the Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended and the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998, as amended. In addition to these regulations, NBFCs are also governed by various circulars, notifications, guidelines and directions issued by the RBI from time to time.

Regulations applicable to the Resort Entities

Forest Conservation Act, 1980 ("Forest Conservation Act")

The Forest Conservation Act places restrictions on the de-reservation of forests and the use of forests for non-forest purposes. It provides for the requirement of central government approval for the usage of forests for non-forest purposes. The Forest (Conservation) Rules, 1981 establishes a committee to advise the central government on the proposal received by it under the Forest Conservation Act.

Environmental Regulations

The major statutes in India which seek to regulate and protect the environment against pollution related activities in India include the Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**"), the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**"), the Environment Protection Act, 1986 ("**EPA**") and the Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008 ("**Hazardous Waste Rules**"). The basic purpose of these statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Board ("**PCB**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state. All industries and factories are required to obtain consent orders from the PCBs, which are indicative of the fact that the factory or industry in question is functioning in compliance with the pollution control norms. These consent orders are required to be renewed annually. These authorities also have the power of search, seizure and investigation if the authorities are aware of or suspect pollution that is not in accordance with such regulations.

Under the EPA and the Environment (Protection) Rules, 1986, as amended, the Government of India issued a notification (S.O. 1533(E)) dated September 14, 2006 ("**EIA Notification**"), which requires the prior approval of the Ministry of Environment and Forests ("**MoEF**") or the State Environment Impact Assessment Authority ("**SEIAA**"), as the case may be, for the establishment of any new project and for expansion or modernization of existing projects specified in the EIA Notification.

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the state PCB. The Water Act also provides that the consent of the state PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent.

The Air Act requires that any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the State PCB prior to commencing any activity.

The Hazardous Waste Rules, as amended, impose an obligation on each occupier and operator of any facility generating hazardous waste to dispose off such hazardous wastes properly and also imposes obligations in respect of the collection, treatment and storage of hazardous wastes. The occupier is liable for damages caused to environment or third party resulting from improper handling or disposal of hazardous waste.

The Public Liability Insurance Act, 1991 ("Public Liability Act")

The Public Liability Act, imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste.

Other Regulations

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Our cafés have to be registered under the shops and establishments legislations of the state where they are located.

Police Laws and fire prevention laws

The state legislatures in India have enacted laws regulating public order and police, which provide, *inter alia*, for the registration of eating houses and obtaining a 'no objection certificate' for operating such eating houses, from the police station located in that particular area, along with prescribing penalties for non compliance.

The state legislatures have also enacted fire control and safety rules and regulations such as the Maharashtra Fire Prevention and Life Safety Measures Act, 2006, Karnataka Fire Force Act, 1964, Kerala Fire Force Act, 1962, Delhi Fire Services Act, 2007 and Andhra Pradesh Fire Service Act, 1999, which are applicable to our units established in such states. The legislations include provisions in relation to provision of fire safety and life saving measures by occupiers of buildings, licensing provisions and penalties for non-compliance.

Indian Boilers Act, 1923** (**"Boilers Act")

The Boilers Act provides for the registration of boilers covered under it. Any owner of a boiler who uses the boiler either without any such certificate or order being in force or at a higher pressure than that allowed, may be punishable with fine.

Consumer Protection Act, 1986 ("COPRA")

The COPRA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

Labour Related Regulations

Certain other laws and regulations that may be applicable to our Company include the following:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Inter State Migrant Workers Act, 1979;
- Factories Act, 1948;
- Employees' State Insurance Act, 1948;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Minimum Wages Act 1948;
- Employees Compensation Act, 1923;
- Maternity Benefit Act, 1961;
- Child Labour (Protection and Prohibition) Act, 1986;
- Industrial Disputes Act, 1947; and
- Building and Other Construction Workers Act, 1996.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally formed as a partnership firm constituted under the Indian Partnership Act, 1932 on February 1, 2008 under the name Coffeeday Holding Co. pursuant to a deed of partnership, having V.G. Siddhartha, Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, Sivan Securities (Mangalore) Private Limited (now known as "Gonibedu Coffee Estates Private Limited"), Coffee Day Consolidations Private Limited and Global Technology Ventures Limited (now known as "Coffee Day Trading Limited") as partners. Coffeeday Holding Co. was thereafter converted from a partnership firm to a private limited company under Part IX of the Companies Act, 1956, as Coffee Day Holdings Company Private Limited and a fresh certificate of incorporation was issued by the RoC on June 20, 2008. The name of our Company was changed to Coffee Day Resorts Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on January 25, 2010. Subsequently, the name of our Company was changed to Coffee Day Enterprises Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on August 6, 2014. Our Company was converted into a public limited company consequent to a special resolution passed by our Shareholders at the EGM held on January 17, 2015 and the name of our Company was changed to Coffee Day Enterprises Limited. A fresh certificate of incorporation consequent upon conversion to public limited company was issued by the RoC on January 21, 2015.

For details regarding the description of our activities, market of each segment, the growth of our Company and the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, segment, capacity/ facility creation, market capacity build-up, marketing and competition, see sections "Our Management", "Our Business" and "Industry Overview" on pages 238, 171 and 143, respectively.

Changes in Registered Office

The registered office of the Company is located at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001, India. There has not been any change in the registered office address of our Company since incorporation.

Main Objects of our Company

The main objects contained in the MOA of our Company are as follows:

"1. To purchase, establish, conduct, manage, takeover, 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, villas, 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 on contract basis, to fit up and furnish any property for the purpose of letting the same to visitors, customers or guests either in room, 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);

2. To carry on the business of importers, exporters, processors, curers, wholesale traders in coffee and allied products; and

3. To take over all the assets and liabilities and to continue the business and all activities of Coffeeday Holding Company."

The main objects as contained in the MOA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of the Issue. For further details, see section "Objects of the Issue" on page 121.

Amendments to the MOA

Set out below are the amendments to our MOA since the incorporation of our Company.

Date of Shareholders' resolution	Particulars
June 30, 2008	Clause V of the MOA was amended to reflect the increase in authorised capital from ₹100,000,000 divided into 10,000,000 Equity Shares of ₹10 each to ₹150,000,000 divided into 15,000,000 Equity Shares of ₹10 each
January 21, 2010	Clause III of the MOA was amended to reflect the change of the main objects of our Company from investment business to resorts and cafes business and change of name of our Company from Coffee Day Holdings Company Private Limited to Coffee Day Resorts Private Limited
February 4, 2010	Clause V of the MOA was amended to reflect the increase in authorised capital from ₹150,000,000 divided into 15,000,000 Equity Shares of ₹10 each to ₹185,000,000 divided into 15,000,000 Equity Shares of ₹10 each and 3,500,000 0.001% preference shares of ₹10 each
February 25, 2010	Clause V of the MOA was amended to reflect the increase in authorised capital from ₹185,000,000 divided into 15,000,000 Equity Shares of ₹10 each and 3,500,000 0.001% preference shares of ₹10 each to ₹235,000,000 divided into 20,000,000 Equity Shares of ₹10 each and 3,500,000 0.001% preference shares of ₹10 each
April 5, 2012	Clause V of the MOA was amended to reflect the increase in authorised capital from ₹235,000,000 divided into 20,000,000 Equity Shares of ₹10 each and 3,500,000 0.001% preference shares of ₹10 each to ₹240,840,000 divided into 20,000,000 Equity Shares of ₹10 each and 3,500,000 0.001% preference shares of ₹10 each and 238,000 0.001% Series A non-convertible redeemable preference shares of ₹10 each and 346,000 0.001% Series B non-convertible redeemable preference shares of ₹10 each
August 1, 2014	Change of name of our Company from Coffee Day Resorts Private Limited to Coffee Day Enterprises Private Limited
November 22, 2014	Clause III of the MOA was amended to reflect the diversification of the business activities of our Company; and adoption of a new set of Memorandum of Association in accordance with the provisions of the Companies Act, 2013
January 17, 2015	Conversion of our Company to a public limited company and consequent change of name of our Company to Coffee Day Enterprises Limited by deletion of the word "Private" from the name of our Company
February 3, 2015	Clause V of the MOA was amended to reflect the increase in authorised capital from ₹240,840,000 divided into 20,000,000 Equity Shares of ₹10 each and 3,500,000 0.001% preference shares of ₹10 each and 238,000 0.001% Series A non-convertible redeemable preference shares of ₹10 each and 346,000 0.001% Series B non-convertible redeemable preference shares of ₹10 each to ₹2,740,840,000 divided into 270,000,000 Equity Shares of ₹10 each and 3,500,000 0.001% preference shares of ₹10 each and 238,000 0.001% Series A non-convertible redeemable preference shares of ₹10 each and 346,000 0.001% Series B non-convertible redeemable preference shares of ₹10 each
May 12, 2015	Clause V of the MOA was altered to reflect the reclassification of authorised capital from ₹2,740,840,000 divided into 270,000,000 Equity Shares of ₹10 each and 3,500,000 0.001% preference shares of ₹10 each and 238,000 0.001% Series A non-convertible redeemable preference shares of ₹10 each and 346,000 0.001% Series B non-convertible redeemable preference shares of ₹10 each to

Date of Shareholders' resolution	Particulars
	₹2,740,840,000 divided into 270,584,000 Equity Shares of ₹10 each and 3,500,000 0.001% preference shares of ₹10 each

Major events and milestones of our Company and Subsidiaries

The table below sets forth the key events in the history of our Company and Subsidiaries:

Year	Particulars
2008	Our Company commenced operations as a partnership firm under the name of Coffeeday Holding Co.
1993	Incorporation of CDGL (formerly known as Amalgamated Bean Coffee Trading Company Limited) to start café business
1995	CDGL launched the brand "*Coffee Day*" through "*Fresh & Ground*" retail stores for providing fresh and branded coffee beans and powder
2000	Launched the financial advisory and services firm, Way2Wealth by taking over the retail financial services operations of Sivan Securities Limited
2000	Investment in Mindtree Limited through CDTL, currently our Subsidiary
2005	CDGL launched its first international café in Vienna through its Subsidiary, CDCZ in Austria
2006	TDL, launched an SEZ "*Global Village*" in Bengaluru
2006	Launched a hospitality venture through, CDHRPL, currently our Subsidiary, under the brand name "*The Serai*" in Chikkamagaluru, Karnataka
2010	Investment by KKR, Standard Chartered and NLS in our Company
2011	Acquisition of SLL through our Subsidiary TDL

Awards and Accreditations

We have received the following awards and accreditations:

Year	Awards and Accreditations
2007	*Café Coffee Day* won the Times Food Award under the category of "Best Coffee Bar" from Times of India
2008	*Café Coffee Day* won the Burrper's Choice Award for being voted as the "Coolest Cafe" by users of burrp.com
2009	CDGL won the award for "Retailer of the Year" under the category of Food & Beverages (catering services) by Asia Retail Congress 2009
2011	*Café Coffee Day* won the Indian Hospitality Excellence Award under the category of "India's Most Popular Coffee Joint: 2010"
2012	*Café Coffee Day* was ranked as 26th Most Trusted Service Brand in India and as 2nd Most Exciting Brand under the category of "Food Services" in India under a survey done by Brand Equity (Economic Times)

Year	Awards and Accreditations
2012	*Café Coffee Day* won the Best Coffee Bar Award from mouthshut.com
2013	*Café Coffee Day* was ranked as 26th Most Trusted Service Brand in India under a survey done by Brand Equity (Economic Times)
2013	*Café Coffee Day* was awarded "The NCPEDP – Shell Helen Keller Award 2013" by National Centre for Promotion of Employment for Disabled People for being a role model company in helping to generate employment opportunities for person with disabilities
2013	CDGL was awarded as the Best Retailer under the category of "Best Customer Service in Cafe Restaurant" by Star Retailer Awards 2013
2013	*Café Coffee Day* won the Brand Excellence Award in retail sector from ABP news
2014	CDGL was awarded bronze prize by the Coffee Board of India for being the third best exporter of green coffee during 2012-13
2014	CDGL was awarded "Retailer of the Year" (Organisation Food and Grocery) for retail excellence by ABP News
2014	CDGL was awarded 'Retailer of the Year' for brand excellence by ABP News
2014	*Café Coffee Day* was ranked as 22nd Most Trusted Service Brand in India, as 27th Most Exciting Brand in India and as 2nd Most Exciting Brand under the category of "Food Services" in India, under a survey done by Brand Equity (Economic Times)
2014	Our Promoter was awarded with 'ET Retail Hall of Fame' for his contribution to the growth in retail sector

Other details regarding our Company

There have been no lock-outs or strikes at any time in our Company and our Company is not operating under any injunction or restraining order.

For details regarding our management and its managerial competence, see section "Our Management" on page 238.

For details regarding profits due to foreign operations, see section "Financial Statements" on page 277.

Details regarding acquisition of business/ undertakings, mergers, amalgamation, revaluation of assets, if any

Except as disclosed under sections, "Our Business" and "History and Certain Corporate Matters - Summary of Key Agreements" on pages 171 and 216 respectively, our Company has neither acquired any entity, business or undertakings nor has it undertaken any merger, amalgamation or revaluation of assets.

Capital raising activities through equity and debt

Except as mentioned under the section "Capital Structure" on page 109, our Company has not raised capital through equity. For details on the debt facilities of our Company, see section "Financial Indebtedness" on page 278.

Defaults or rescheduling of borrowings with financial institutions/ banks and conversion of loans into equity

Other than as specified under the section "Risk Factors" on page 24, there have been no defaults or rescheduling of borrowings with financial institutions in respect of our current borrowings from lenders. For details in relation to rescheduling of borrowings from our current lenders see section "Financial Indebtedness" on page 278. None of our outstanding loans have been converted into equity shares.

Time and cost overruns

Except as described under sections "Risk Factors" and "Our Business" on pages 24 and 171 respectively, there have been no time and cost overruns in the development or construction of any of our outlets or establishments.

Changes in the activities of our Company during the last five years

There has been no change in the activities of our Company during the last five years which may have had a material effect on the profit/ loss account of our Company including discontinuance of line of business, loss of agencies or markets and similar factors.

Our Shareholders

Our Company currently has 22 Shareholders as of the date of this Draft Red Herring Prospectus. For further details regarding our Shareholders, see section "Capital Structure" on page 109.

Strategic or Financial Partners

For further details regarding our strategic or financial partners, see section "Our Business" on page 171.

Summary of Key Agreements involving our Company

1. **Amended shareholders cum share subscription agreement dated March 12, 2010 and amendment agreement dated May 8, 2015 entered into by and amongst our Company, Standard Chartered and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL**

   Our Company, Standard Chartered and our Promoter along with other shareholders of the Company Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL ("**Other Shareholders**"), have entered into an amended shareholders cum share subscription agreement dated March 12, 2010 ("**SSSA**"), to regulate the relationship including their rights and obligations with respect to the investment by Standard Chartered in our Company. The SSSA amends and restates the provisions of the shareholders cum share subscription agreement dated February 5, 2010, entered into by and amongst our Company, Standard Chartered and our Promoter along with Other Shareholders, in light of the investment made by Standard Chartered in our Company by subscribing to 1,357,410 fully paid 0.001% compulsorily convertible preference shares ("**CCPS**") at a face value of ₹10 each for an aggregate consideration of approximately ₹2,400 million.

   In terms of the SSSA, the CCPS confers on the holder of such CCPS various rights including the right to receive dividend at the rate of 0.001% on the face value of the CCPS. Pursuant to the SSSA, the CCPS shall have a term of seven years and mutually extendable upto ten years.

   Based on the conversion provisions agreed under the SSSA, our Company, Standard Chartered and our Promoter along with Other Shareholders have entered into an amendment agreement dated May 8, 2015, whereby the CCPS shall be mandatorily and automatically be converted into 13,969,232 Equity Shares, immediately prior to filing of RHP with the RoC, based on the valuation as determined in accordance with the terms of SSSA. For further details, see section "Capital Structure" on page 109.

   Our Company, Standard Chartered, KKR and our Promoter along with our Other Shareholders have entered into a shareholders agreement dated March 12, 2010, as mentioned below, in order to regulate their relationship and the respective rights and obligations as shareholders of our Company.

   As mentioned in Part II of the Articles of Association, the rights under the said shareholders agreement dated March 12, 2010 and the deed of adherence and supplementary shareholders agreement dated March 27, 2010, entered into between our Company along with the Other Shareholders, Standard Chartered, KKR and NSR shall automatically terminate and cease to have any force and effect and be deemed to fall away on and from the date of listing of the Equity Shares on the Stock Exchanges. For further details on various rights under the Articles of Association, see section "Main Provisions of Articles of Association" on page 514.

2. Subscription agreement dated March 12, 2010 and amendment agreement dated May 8, 2015 entered into by and amongst our Company, KKR and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL

Our Company, KKR and our Promoter along with other shareholders of the Company Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL ("**Other Shareholders**"), have entered into an subscription agreement dated March 12, 2010 ("**Subscription Agreement**"), pursuant to which, KKR has subscribed to 500,000 Equity Shares for a consideration of ₹884 million and 27,160,000 compulsorily convertible debentures ("**CCD**") of ₹100 each for a consideration of approximately ₹2,716 million.

In terms of the Subscription Agreement, the CCD holder shall not be entitled to receive any interest. However, it provides that if our Company declares any dividend, the CCD holder would be entitled to receive the economic equivalent of the amount of dividend on a fully diluted basis by way of interest.

Based on the conversion provisions agreed under the Subscription Agreement, our Company, KKR and our Promoter along with Other Shareholders have entered into an amendment agreement dated May 8, 2015, whereby the CCD shall be mandatorily and automatically be converted into 17,826,912 Equity Shares, not earlier than 10 days prior to filing of RHP with RoC, based on the valuation as determined in accordance with the terms of the Subscription Agreement. Further, in terms of the said amendment agreement, the Company and KKR shall unanimously determine and settle the price band for the initial public offer prior to the conversion of the CCD, in consultation with the GCBRLMs and BRLMs. For further details, see section "Capital Structure" on page 109.

Our Company, Standard Chartered, KKR and our Promoter along with our Other Shareholders have entered into a shareholders agreement dated March 12, 2010, as mentioned below, in order to regulate their relationship and the respective rights and obligations as shareholders of our Company.

As mentioned in Part II of the Articles of Association, the rights under the said shareholders agreement dated March 12, 2010 and the deed of adherence and supplementary shareholders agreement dated March 27, 2010, entered into between our Company along with the Other Shareholders, Standard Chartered, KKR and NSR shall automatically terminate and cease to have any force and effect and be deemed to fall away on and from the date of listing of the Equity Shares on the Stock Exchanges. For further details on various rights under the Articles of Association, see section "Main Provisions of Articles of Association" on page 514.

3. Shareholders agreement dated March 12, 2010 entered into by and amongst our Company, Standard Chartered, KKR and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL

Our Company, Standard Chartered, KKR and our Promoter along with our other shareholders of the Company Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL ("**Other Shareholders**"), have entered into a shareholders agreement dated March 12, 2010 ("**Shareholders Agreement**") in order to regulate their relationship and the respective rights and obligations as shareholders of our Company pursuant to subscription by Standard Chartered of 0.001% compulsorily convertible preference shares ("**CCPS**") in terms of the shareholders cum share subscription agreement dated February 5, 2010, as amended by way of shareholders cum share subscription agreement dated March 12, 2010 and subscription by KKR of certain Equity Shares and compulsorily convertible debentures ("**CCD**") in terms of the subscription agreement dated March 12, 2010.

The Shareholders Agreement provides certain rights to Standard Chartered and KKR including, *inter alia*, appointment of one nominee director, certain affirmative voting rights, pre-emptive right, tag along right and right of put option.

The provisions of the Shareholders Agreement shall terminate in the event Standard Chartered and KKR have sold all of their securities or at the earlier of 12 months from the occurrence of the IPO (as defined in the Shareholders Agreement) of the Equity Shares or the expiry of the statutory lock-in period after the IPO. However, the Shareholders Agreement would stand terminated or modified, at the time of IPO (as defined in the Shareholders Agreement), to be compliant with the applicable laws.

As mentioned in Part II of the Articles of Association, the rights under the Shareholders Agreement and the deed of adherence and supplementary shareholders agreement dated March 27, 2010, entered into between our Company along with the Other Shareholders, Standard Chartered, KKR and NSR shall automatically terminate and cease to have any force and effect and be deemed to fall away on and from the date of listing of the Equity Shares on the Stock Exchanges. For further details on the various rights under the Articles of Association, see section "Main Provisions of Articles of Association" on page 514.

4. Subscription agreement dated March 27, 2010, addendum agreement dated May 8, 2015 and deed of adherence dated March 27, 2010 entered into by and amongst our Company, Arduino Holdings Limited with NSR PE Mauritius LLC and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL

Our Company, Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL ("**Other Shareholders**"), and Arduino Holdings Limited ("**Arduino**") with NSR PE Mauritius LLC ("**NSR**") have entered into a subscription agreement dated March 27, 2010, including amendments and addendums thereto ("**Subscription Agreement**"), pursuant to which, NSR has subscribed to 100 Equity Shares for a consideration of ₹0.18 million (₹176,800) and 35,998,232 compulsory convertible debentures of the face value of ₹100 each ("**CCD**") for a consideration of approximately ₹3,600 million of our Company.

Simultaneously, our Company, our Promoter along with the Other Shareholders, Standard Chartered, KKR and NSR entered into a deed of adherence and supplementary shareholders agreement dated March 27, 2010, pursuant to which NSR has agreed to assume the rights and obligations of a shareholder under the shareholders agreement dated March 12, 2010 entered into between our Company along with Other Shareholders, Standard Chartered and KKR subject to certain amendments being made to the said shareholders agreement.

Subsequently, on June 1, 2010, our Company, NSR and NLS Mauritius LLC executed a deed of adherence whereby NSR transferred its 100 Equity Shares in favour of its affiliate, NLS Mauritius LLC and NLS Mauritius LLC agreed to assume the duties and obligations of NSR under the deed of adherence and supplementary shareholders agreement dated March 27, 2010 entered into and amongst our Company, our Promoter along with the Other Shareholders, Standard Chartered, KKR and NSR.

Our Company, our Promoter along with the Other Shareholders, Arduino and NSR entered into an amendment agreement dated March 27, 2010, pursuant to which, NSR was entitled to receive such coupon rate, as stated in such agreement, for a period of three years ending March 31, 2015 or conversion, whichever is earlier.

Based on the conversion provisions agreed under the Subscription Agreement, our Company, our Promoter along with Other Shareholders, Arduino and NLS Mauritius LLC have entered into an amendment agreement dated May 8, 2015, whereby the CCD shall be mandatorily and automatically be converted into 22,412,192 Equity Shares, immediately prior to filing of RHP with RoC, based on the valuation as determined in accordance with the terms of Subscription Agreement. Further, in terms of the amendment agreement, the Company and Arduino shall unanimously determine and settle the price band for the initial public offer prior to the conversion of the CCD, in consultation with the GCBRLMs and BRLMs. For further details, see section "Capital Structure" on page 109.

Further, Arduino and NLS Mauritius LLC have entered into Compulsorily Convertible Debentures Transfer Agreement dated May 5, 2015, whereby Arduino has transferred the legal and beneficial ownership of the CCD to NLS Mauritius LLC. Further, our Company, Arduino and NLS Mauritius LLC have entered into a deed of adherence dated May 6, 2015 wherein NLS Mauritius LLC has confirmed to be bound by all duties and obligations as detailed in the Subscription Agreement and all subsequent amendments/ addendums thereto.

As mentioned in the Part II of Articles of Association, the rights under the said shareholders agreement dated March 12, 2010 and the deed of adherence and supplementary shareholders agreement dated March 27, 2010, entered into between our Company along with the Other Shareholders, Standard

Chartered, KKR and NLS Mauritius LLC shall automatically terminate and cease to have any force and effect and deemed to fall away on and from the date of listing of the Equity Shares on the Stock Exchanges. For further details on various rights under the Articles of Association, see section "Main Provisions of Articles of Association" on page 514.

5. Share subscription agreement dated September 26, 2012 entered into by and amongst our Company, Bennett Coleman & Co. Limited and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL

Our Company, Bennett Coleman & Co. Limited ("**BCCL**") and our Promoter along with other shareholders of the Company Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL ("**Other Shareholders**"), have entered into a share subscription agreement dated September 26, 2010 ("**SSA**"), pursuant to which, BCCL has subscribed to 171,038 Equity Shares at a price of ₹2,631 per Equity Share for an aggregate consideration of approximately ₹450 million.

In terms of the SSA, our Company, our Promoter and the Other Shareholders are, jointly and severally, under the obligation to make reasonable endeavours to cause an initial public offering of our Company by December 31, 2016. Further, the SSA provides certain rights to BCCL including, *inter alia*, right of first refusal, pre-emptive right, tag along right and the right of put option.

6. Subscription agreement dated September 30, 2006 entered into by and between CDGL and IFC

Our subsidiary, CDGL and IFC have entered into a subscription agreement dated September 30, 2006 ("**Subscription Agreement**"), pursuant to which IFC has subscribed to 10 equity shares of Re. 1 each and 4,870,222 convertible preference redeemable shares comprising of 3,970,222 IFC subscribed A preference shares of the nominal value of Re. 1 each and 900,000 IFC subscribed B preference shares of the nominal value of ₹100 each. CDGL, IFC, CDCPL, our Promoter, GCEPL, ABC Employees Trust, S.V. Gangaiah Hegde and Malavika Hegde have entered into IFC rights agreement dated October 26, 2006 ("**Rights Agreement**") pursuant to which IFC has been granted certain rights that apply to the shareholders of CDGL.

The Rights Agreement provides certain rights to IFC including, *inter alia,* appointment of one nominee director, certain affirmative voting rights, payment of dividend, right of put option, pre-emptive rights, liquidation preference and tag along right. The Rights Agreement would continue as long as IFC would hold any equity shares in CDGL, subject to certain provisions ceasing to apply upon conversion of all the IFC preference shares and certain provisions ceasing to apply upon consummation of a qualified IPO (as defined in the Rights Agreement).

7. Subscription agreement dated March 17, 2010 entered into by and amongst CDGL, our Promoter along with our Company, Nederlandse Financierings Maatschappij Voor Ontwikkelingslanden N.V.

Our Subsidiary, CDGL, our Company along with our Promoter and Nederlandse Financierings Maatschappij Voor Ontwikkelingslanden N.V. ("**FMO**") have entered into a subscription agreement dated March 17, 2010 ("**Subscription Agreement**"), pursuant to which FMO has subscribed to 10 equity shares of Re. 1 each and such number of fully compulsorily convertible debentures for a total consideration of approximately US$ 15 million. In terms of the Subscription Agreement, the debentures are to be compulsorily converted into equity shares on the date falling after ten years from the date of issue. Pursuant to the Subscription Agreement, FMO has certain rights including, *inter alia,* pre-emptive rights, right of first refusal, tag along rights and put option. The Subscription Agreement will be automatically terminated when FMO ceases to hold any debentures and/ or any equity shares. Certain terms of the Subscription Agreement were amended pursuant to a deed of amendment dated April 19, 2013.

Summary of Key Agreements involving our Subsidiaries

8. Shareholders agreement dated August 24, 2007 entered into by and amongst SIAL, SLL, Ashwin C. Muthiah, Old Lane Mauritius IV Limited and IDFC Infrastructure Fund 2

Our Subsidiaries SIAL and SLL, Ashwin C. Muthiah, Old Lane Mauritius IV Limited ("**Old Lane**") and IDFC Infrastructure Fund 2 ("**IDFC**"), have entered into shareholders agreement dated August 24, 2007 ("**Shareholders Agreement**"), pursuant to which, Old Lane has invested a total consideration of approximately US$ 26 million in SIAL by subscribing to 17,568 equity shares for a consideration of ₹1.05 million and by way of subscribing to compulsorily convertible debentures of ₹100 each for the amount equivalent to the remaining part of the total consideration. In terms of the Shareholders Agreement, SLL had also invested an amount of US$ 30 million by subscribing to such number of compulsorily convertible preference shares of ₹100 each as calculated in terms of Shareholders Agreement. Further, under the terms of the Shareholders Agreement, SLL and SIAL are under an obligation to complete an initial public offer of SIAL, at the pre-determined valuation, within a period of five years from the closing date (as defined in Shareholders Agreement). In the event SLL and SIAL are not able to complete the initial public offer within the contemplated period, then in such case Old Lane is entitled to call for the initial public offer of SIAL. The Shareholders Agreement also provides certain rights to Old Lane including, *inter alia,* to nominate one director on the board, pre-emptive right, right of first refusal, tag along right and certain affirmative voting rights.

9. Shareholders agreement dated February 25, 2009 entered into by and amongst SLL, MMTC Limited, L&T Infrastructure Development Projects Limited and SIOTL

Our Subsidiary SLL, MMTC Limited ("**MMTC**"), L&T Infrastructure Development Projects Limited ("**L&T**") and SIOTL have entered into a shareholders agreement dated February 25, 2009 ("**Shareholders Agreement**"), in order to regulate their relationship and the respective rights and obligations as shareholders of SIOTL. SIOTL was promoted by SLL and L&T as a special purpose vehicle to execute certain projects and had entered into a shareholders agreement dated August 28, 2006 for governing their rights and obligation as its shareholders. However, the same was revoked and substituted with the Shareholders Agreement in view of subscription of 26% of the equity share capital of SIOTL by MMTC. The Shareholders Agreement provides certain rights to all parties including, *inter alia,* to nominate certain director(s) on the board, pre-emptive rights and certain affirmative voting rights. The Shareholders Agreement shall remain in force until the parties hold the respective equity shares in SIOTL.

10. Joint venture agreement dated July 20, 1998 entered into by and between SLL, PSA India Pte. Limited, NUR Investments and Trading Pte. Limited, PSA Sical Terminals Limited

SLL, PSA India Pte. Limited ("**PIPL**"), NUR Investments and Trading Pte. Limited ("**NUR**") and PSA Sical Terminals Limited ("**PSTL**") entered into a joint venture dated July 20, 1998 for the development operation, management and maintenance of the container terminal at Tuticorn port on a build, operate and transfer basis pursuant to the terms and conditions of the license agreement executed between PSTL and Tuticorn Port Trust.

Pursuant to the joint venture agreement, SLL, PIPL and NUR have subscribed to certain equity shares of PSTL such that their shareholding, post subscription, is held in the proportion of 37.5:57.5:5, respectively. The inter-se understanding in relation to their investment, control and management of PSTL and the respective rights and obligations as shareholders of PSTL are governed pursuant to the terms of the joint venture agreement.

11. Joint venture agreement dated December 8, 2007 entered into by and between SMART and Sattva Hi-tech & Conware (Arakkonam) Private Limited

SMART and Sattva Hi-tech & Conware (Arakkonam) Private Limited ("**SHCPL**") entered into a joint venture agreement dated December 8, 2007 to promote a special purpose vehicle, Sical Sattva Rail Terminal Private Limited ("**SSRTPL**"), for jointly implementing the rail container movement project issued by Indian Railways obtained in the name of SLL under the license dated January 4, 2007. The special purpose vehicle was also formed to carry on the business of selling, marketing and executing logistics movement, container logistics movement in the rail transport sector and such other businesses as decided amongst SMART and SHCPL.

Pursuant to the joint venture agreement, SMART and SHCPL have subscribed to certain equity shares of SSRTPL such that their shareholding, post subscription, is held in the proportion of 50:50, respectively. The inter-se understanding in relation to their investment, control and management of SSRTPL and the respective rights and obligations as shareholders of SSRTPL are governed pursuant to the terms of joint venture agreement.

12. Share subscription agreement cum shareholders agreement dated November 12, 2010 entered into by and between W2W Securities, Pluspoint Securities Private Limited and ASPL

W2W Securities, Pluspoint Securities Private Limited ("**PSPL**") and ASPL entered into a share subscription agreement cum shareholders agreement dated November 12, 2010 ("**SSSA**"), pursuant to which W2W Securities and PSPL subscribed to certain equity shares of ASPL such that their shareholding, post subscription, is held in the proportion of 51:49, respectively. The inter-se understanding in relation to their investment, control and management of ASPL and the respective rights and obligations as shareholders of ASPL are governed pursuant to the terms of SSSA.

13. Proposed scheme of amalgamation of TCBPL, TSSPL with W2W Brokers

TCBPL, TSSPL and W2W Brokers have respectively filed a composite scheme of amalgamation proposing to merge TCBPL and TSSPL with their parent company i.e. W2W Brokers. TCBPL, TSSPL and W2W Brokers have filed respective applications dated March 10, 2015 with the High Court of Karnataka. Pursuant to the scheme, TCBPL and TSSPL would be amalgamated with W2W Brokers with effect from April 1, 2015 being the appointed date including *inter alia*, the undertaking, all the property, rights, powers of every description, assets, liabilities, duties and employees of TCBPL and TSSPL would be transferred to and vested in W2W Brokers with effect from such appointed date. The composite scheme of amalgamation is being undertaken in order to achieve, amongst others, economies of scale and better results of operations.

Guarantee

For details on the guarantee issued by us and our Subsidiaries, see section "Financial Indebtedness" on page 278.

Our Holding Company

Our Company does not have any holding company.

Our Subsidiaries

Our Company has 40 Subsidiaries. Unless stated otherwise, information in relation our Subsidiaries is as on March 31, 2015.

1. Coffee Day Global Limited ("**CDGL**")

Corporate Information

CDGL was originally incorporated as Amalgamated Bean Coffee Trading Company Limited on December 6, 1993 as a private limited company under the Companies Act, 1956 at Bengaluru. Subsequently, it received a deemed public limited company status pursuant to a certificate of registration dated February 3, 1997 and subsequently received a fresh certificate of incorporation consequent on change of name upon obtaining a public company status on September 23, 2002. Subsequently, the name was changed to Coffee Day Global Limited and a fresh certificate of incorporation consequent upon change of name was issued by RoC on March 20, 2015. It has its registered office at K.M.Road, Chikkamagaluru 577 101, Karnataka.

CDGL is engaged in the business of, *inter alia*, i) cultivating, processing, curing, importing, exporting, dealing as wholesaler, retailer and distributor of coffee seeds, coffee powder, tea products, beverages, chicory, other preparations from coffee and tea, etc.; ii) purchasing, taking on lease or otherwise acquiring tea, coffee and other plantations or any landed property in India or abroad; and iii) carrying on the business of hotels for selling, serving, distributing, managing and marketing eatables, beverages, fresh and canned foods, etc.

Capital Structure

The authorised share capital of CDGL is ₹2,354,860,635 divided into 2,260,890,413 equity shares of ₹1 each, 3,970,222 IFC subscribed A preference shares of ₹1 each and 900,000 IFC subscribed B preference shares of ₹100 each and the issued and paid up share capital of CDGL is ₹256,568,429 divided into 162,598,207 equity shares of ₹1 each, 3,970,222 IFC subscribed A preference shares of ₹1 each and 900,000 IFC subscribed B preference shares of ₹100 each.

Shareholding

Our Company holds 147,192,442 equity shares of ₹1 each aggregating to 90.53% of the issued and paid up share capital of CDGL.

2. Amalgamated Holdings Limited (“AHL”)

Corporate Information

AHL was incorporated on March 14, 1989 as a public limited company under the Companies Act, 1956 at Bengaluru and received the certificate of commencement of business on March 20, 1989. It has its registered office at 2/ 23, 12th cross, Swimming Pool Extension, Malleswaram, Bengaluru 560 003.

AHL is engaged in the business of, *inter alia*, purchasing, taking on lease or otherwise acquiring tea, coffee and other plantations or any landed property in India or abroad with a view to developing the resources and turning into account the lands, buildings and in particular by cleaning, draining, fencing, planting, improving, farming, grazing, mining and by promoting immigration, establishing towns, villages and settlements.

Capital Structure

The authorised share capital of AHL is ₹11,100,000 divided into 1,110,000 equity shares of ₹10 each and the issued and paid up share capital of AHL is ₹11,042,700 divided into 1,104,270 equity shares of ₹10 each.

Shareholding

CDGL (along with its nominee shareholders) holds 1,104,270 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of AHL.

3. Coffee Lab Limited (“**CLL**”)

Corporate Information

CLL was incorporated on February 28, 1996 as a private limited company under the Companies Act, 1956 at Bengaluru. CLL was subsequently converted into a public limited company and received a fresh certificate of incorporation consequent upon change of name on April 25, 2003. It has its registered office at no. 471, 10th Main Rajmahal Vilas extension, Bengaluru 560 080.

CLL is engaged in the business of, *inter alia*, providing consultancy and advisory services on the quality of coffee, certification of quality of coffee and advising the national and international buyers on the quality of Indian coffee and to do cup tasting and quality control of coffee, tea and other beverages and to establish, manage and inspect curing works for processing, curing and grading of coffee seeds and to act as agents and to conclude deals with regard to coffee.

Capital Structure

The authorised share capital of CLL is ₹590,000 divided into 59,000 equity shares of ₹10 each and the issued and paid up share capital of CLL is ₹587,000 divided into 58,700 equity shares of ₹10 each.

Shareholding

AHL (along with its nominee shareholders) holds 58,700 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of CLL.

4. Coffee Day Properties (India) Private Limited (“**CDPIPL**”)

Corporate Information

CDPIPL was incorporated on August 20, 2007 as a private limited company under the Companies Act, 1956 at Bengaluru. It has its registered office at 23/ 2, Coffee Day Square, 6th Floor, Vittal Mallya Road, Bengaluru 560 001.

CDPIPL is engaged in the business of, *inter alia*, property development, that is to say by purchasing, taking on lease, exchange or otherwise acquiring lands, estates, buildings, hereditaments of any tenure and description and constructing the same into residential houses, apartments, villas, condominiums, commercial establishments, amusement parks, recreational facilities etc.

Capital Structure

The authorised share capital of CDPIPL is ₹11,400,000 divided into 1,140,000 equity shares of ₹10 each and the issued and paid up share capital of CDPIPL is ₹11,333,200 divided into 1,133,320 equity shares of ₹10 each.

Shareholding

CDGL (along with its nominee shareholders) holds 1,133,320 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of CDPIPL.

5. Ganga Coffee Curing Works Limited ("**GCCWL**")

Corporate Information

GCCWL was incorporated on November 22, 1982 as a private limited company under the Companies Act, 1956 at Bengaluru. GCCWL received a deemed public limited company status pursuant to a certificate of registration dated March 31, 1999 and subsequently received a fresh certificate of incorporation consequent on change of name upon obtaining a public company status on October 7, 2002. It has its registered office at Post Box No. 128, Bellur Road, Hassan 573 201, Karnataka.

GCCWL is engaged in the business of, *inter alia*, processing and curing coffee, producing, growing, processing, curing, importing, exporting, dealing in wholesale or retail and distributing coffee seeds, coffee powder, tea products, beverages, chicory, other preparations from coffee and tea etc.

Capital Structure

The authorised share capital of GCCWL is ₹12,000,000 divided into 1,200,000 equity shares of ₹10 each and the issued and paid up share capital of GCCWL is ₹11,820,000 divided into 1,182,000 equity shares of ₹10 each.

Shareholding

CDGL (along with its nominee shareholders) holds 1,182,000 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of GCCWL.

6. Tanglin Developments Limited ("**TDL**")

Corporate Information

TDL was incorporated on December 28, 1995 as a public limited company under the Companies Act, 1956 at Bengaluru and received the certificate of commencement of business on January 23, 1996. It has its registered office at 23/ 2, 9th Floor, Vittal Mallya Road, Bengaluru 560 001.

TDL is engaged in the business of, *inter alia*, property development, that is to say by purchasing, taking on lease, exchange or otherwise acquiring lands, estates, buildings, hereditaments of any tenure and description and constructing the same into residential houses, apartments, villas, condominiums, commercial establishments, amusement parks, recreational facilities etc.

Capital Structure

The authorised share capital of TDL is ₹53,200,000 divided into 5,320,000 equity shares of ₹10 each and the issued and paid up share capital of TDL is ₹51,316,580 divided into 5,131,658 equity shares of ₹10 each.

Shareholding

Our Company holds 5,131,651 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of TDL.

7. Tanglin Retail Realty Developments Private Limited ("**TRRDPL**")

Corporate Information

TRRDPL was incorporated on November 20, 2007 as a private limited company under the Companies Act, 1956 at Bengaluru. It has its registered office at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001.

TRRDPL is engaged in the business of, *inter alia*, property development, that is purchasing, taking on lease, exchange or otherwise acquiring lands, estates, buildings, hereditaments of any tenure and description and constructing the same into residential houses, apartments, villas, condominiums, commercial establishments, amusement parks, recreational facilities etc.

Capital Structure

The authorised share capital of TRRDPL is ₹50,000,000 divided into 5,000,000 equity shares of ₹10 each and the issued and paid up share capital of TRRDPL is ₹1,000,000 divided into 100,000 equity shares of ₹10 each.

Shareholding

TDL holds 99,900 equity shares of ₹10 each aggregating to 99.90% of the issued and paid up share capital of TRRDPL.

8. Giri Vidhyuth (India) Limited ("GVIL")

Corporate Information

GVIL was originally incorporated on December 12, 2001 as Geneva Power Limited under the Companies Act, 1956 at Bengaluru and obtained certificate of commencement of business on June 25, 2002. Subsequently, the name was changed to Giri Vidhyuth (India) Limited and a fresh certificate of incorporation consequent upon change of name was issued on September 26, 2007. It has its registered office at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001.

GVIL is engaged in the business of, *inter alia*, generating, producing, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, representing, collaborating or otherwise dealing in electric power in all its branches of such place or places as may be permitted by appropriate authorities by establishing thermal power plants, atomic power plants, hydel power plants, wind power plants, solar power plants, etc.

Capital Structure

The authorised share capital of GVIL is ₹10,000,000 divided into 1,000,000 equity shares of ₹10 each and the issued and paid up share capital of GVIL is ₹8,748,000 divided into 874,800 equity shares of ₹10 each.

Shareholding

TDL holds 874,794 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of GVIL.

9. Sical Logistics Limited ("**SLL**")

Corporate Information

SLL was originally incorporated as South India Corporation (Agencies) Private Limited on May 6, 1955 under the Companies Act, 1913 at Chennai. SLL was subsequently converted into a public limited company and received a fresh certificate of incorporation consequent upon change of name on

March 30, 1981. Subsequently, the name was changed to Sical Logistics Limited and a fresh certificate of incorporation consequent upon change of name was issued on February 14, 2006. It has its registered office at South India House, 73, Armenian Street, Chennai 600 001, Tamil Nadu.

SLL is engaged in the business of, *inter alia*, general merchants, general agents, carriers by land and sea, shippers, shipping agents, stevedores, estate managing agents, managing agents of business individuals, firms or companies.

Capital Structure

The authorised share capital of SLL is ₹2,100,000,000 divided into 60,000,000 equity shares of ₹10 each and 150,000,000 preference shares of ₹10 each and the issued and paid up share capital of SLL is ₹55,601,6940 divided into 55,601,694 equity shares of ₹10 each.

Shareholding

TRRDPL holds 29,372,268 equity shares of ₹10 each aggregating to 52.83% of the issued and paid up share capital of SLL.

10. **Sical Adams Offshore Limited** (“**SAOL**”)

Corporate Information

SAOL was incorporated on September 20, 2012 as a public limited company under the Companies Act, 1956 at Chennai and received the certificate of commencement of business on December 31, 2012. It has its registered office at South India House, 73, Armenian Street, Chennai 600 001, Tamil Nadu.

SAOL is engaged in the business of, *inter alia*, operating and maintaining of offshore supply vessels/ platform supply vessels by carrying men and material between base and offshore installations, as well as between offshore installations where such facilities are available for the business carried on by any governmental agency, company, firm or person(s) either separately or in association with any person, firm or organization.

Capital Structure

The authorised share capital of SAOL is ₹500,000 divided into 50,000 equity shares of ₹10 each and the issued and paid up share capital of SAOL is ₹500,000 divided into 50,000 equity shares of ₹10 each.

Shareholding

SLL holds 49,994 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of SAOL.

11. **Sical Iron Ore Terminal (Mangalore) Limited** (“**SIOTML**”)

Corporate Information

SIOTML was incorporated on October 9, 2009 as a public limited company under the Companies Act, 1956 at Chennai and received the certificate of commencement of business on November 3, 2009. It has its registered office at South India House, 73, Armenian Street, Chennai 600 001, Tamil Nadu.

SIOTML is engaged in the business of, *inter alia*, establishing, handling facilities and development of terminals in ports either on BOT/ BOOT basis or on turnkey basis, either alone or jointly with others including construction of civil structures, erection and commissioning of equipments and machineries and operating the terminals.

Capital Structure

The authorised share capital of SIOTML is ₹340,000,000 divided into 34,000,000 equity shares of ₹10 each and the issued and paid up share capital of SIOTML is ₹300,000,000 divided into 30,000,000 equity shares of ₹10 each.

Shareholding

SLL (along with its nominee shareholders) holds 30,000,000 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of SIOTML.

12. Sical Iron Ore Terminals Limited ("**SIOTL**")

Corporate Information

SIOTL was incorporated on September 5, 2006 as a public limited company under the Companies Act, 1956 at Chennai and received the certificate of commencement of business on January 31, 2007. It has its registered office at South India House, 73, Armenian Street, Chennai 600 001, Tamil Nadu.

SIOTL is engaged in the business of, *inter alia*, providing port, marine and logistics facilities and services and handling of vessels for movement of coal, iron ore, iron ore lumps, iron ore pellets and its substances.

Capital Structure

The authorised share capital of SIOTL is ₹1,300,000,000 divided into 130,000,000 equity shares of ₹10 each and the issued and paid up share capital of SIOTL is ₹1,300,000,000 divided into 130,000,000 equity shares of ₹10 each.

Shareholding

SLL (along with its nominee shareholders) holds 81,900,006 equity shares of ₹10 each aggregating to 63.00% of the issued and paid up share capital of SIOTL.

13. Sical Infra Assets Limited ("**SIAL**")

Corporate Information

SIAL was originally incorporated as Sical Infrastructures Limited on May 9, 2007 under the Companies Act, 1956 at Chennai and received the certificate of commencement of business on May 14, 2007. Subsequently, the name of the company was changed to Sical Infra Assets Limited and a fresh certificate of incorporation consequent upon change of name was issued on July 3, 2007. It has its registered office at South India House, 73, Armenian Street, Chennai 600 001, Tamil Nadu.

SIAL is engaged in the business of, *inter alia*, undertaking development of infrastructure work on built, operate and transfer basis as contracted from the central government, state governments and various other government authorities and bodies and developing, constructing, repairing, maintaining inland container depots, multimodal hubs, ports, port terminals, etc.

Capital Structure

The authorised share capital of SIAL is ₹820,000,000 divided into 67,000,000 equity shares of ₹10 each and 1,500,000 preference shares of ₹100 each and the issued and paid up share capital of SIAL is ₹532,972,860 divided into 53,297,286 equity shares of ₹10 each.

Shareholding

SLL holds 28,565,000 equity shares of ₹10 each aggregating to 53.60% of the issued and paid up share capital of SIAL.

14. Sical Multimodal And Rail Transport Limited ("**SMART**")

Corporate Information

SMART was originally incorporated as Sical Multimodel and Rail Transport Limited on May 7, 2007 under the Companies Act, 1956 at Chennai and received the certificate of commencement of business on July 3, 2007. Subsequently, the name of the company was changed to Sical Multimodal and Rail Transport Limited and a fresh certificate of incorporation consequent upon change of name was issued on August 1, 2007. It has its registered office at South India House, 73, Armenian Street, Chennai 600 001, Tamil Nadu.

SMART is engaged in the business of, *inter alia*, operating container rail across the country and providing comprehensive cargo movement services and constructing, maintaining, developing, operating rail, road, air terminals, railway sidings, container freight stations, inland container depots, warehouses, etc. and acting as freight forwarders, transporter, agent, distributor of all goods and merchandise.

Capital Structure

The authorised share capital of SMART is ₹1,400,000,000 divided into 140,000,000 equity shares of ₹10 each and the issued and paid up share capital of SMART is ₹726,900,000 divided into 72,690,000 equity shares of ₹10 each.

Shareholding

SIAL holds 72,689,938 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of SMART.

15. Norsea Offshore India Limited (“**NOIL**”)

Corporate Information

NOIL was originally incorporated as Sical Rail Terminal (Anuppamppattu) Limited on May 28, 2009 under the Companies Act, 1956 at Chennai and received the certificate of commencement of business on November 24, 2009. Subsequently, the name of the company was changed to Norsea Offshore India Limited and a fresh certificate of incorporation consequent upon change of name was issued on September 7, 2010. It has its registered office at South India House, 73, Armenian Street, Chennai 600 001, Tamil Nadu.

NOIL is engaged in the business of, *inter alia*, i) owning and operating dredging equipments at the sea ports and other areas whether in India coast or in any other coast ships and platform supply vessels either on its own or on charter; ii) owning and operating ships and platform supply vessels either on its own or on charter; and iii) providing logistics support to the transportation of goods, merchandise and equipments either by road or rail or sea.

Capital Structure

The authorised share capital of NOIL is ₹500,000 divided into 50,000 equity shares of ₹10 each and the issued and paid up share capital of NOIL is ₹500,000 divided into 50,000 equity shares of ₹10 each.

Shareholding

SLL holds 49,994 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of NOIL.

16. Way2Wealth Securities Private Limited (“**W2W Securities**”)

Corporate Information

W2W Securities was originally incorporated as Sivan Web Trading Private Limited on May 8, 2000 under the Companies Act, 1956 at Bengaluru. Subsequently, its name was changed to Way2Wealth Securities Private Limited and a fresh certificate of incorporation consequent upon change of name was issued on July 24, 2000. It has its registered office at Frontline Grandeur, Ground Floor, No. 14, Walton Road, Bengaluru 560 001.

W2W Securities is engaged in the business of financial intermediation of all types of financial products including distribution of mutual fund products and financial consultancy and advisory services.

Capital Structure

The authorised share capital of W2W Securities is ₹480,000,000 divided into 240,000,000 equity shares of ₹2 each and the issued and paid up share capital of W2W Securities is ₹475,015,448 divided into 237,507,724 equity shares of ₹2 each.

Shareholding

Our Company and our subsidiary, TDL, collectively hold 203,135,241 equity shares of ₹2 each aggregating to 85.53%, respectively of the issued and paid up share capital of W2W Securities.

17. Way2Wealth Insurance Brokers Private Limited ("**W2W Insurance**")

Corporate Information

W2W Insurance was originally incorporated as Total Insurance Solutions Private Limited on May 27, 2003 under the Companies Act, 1956 at Bengaluru. Subsequently, its name was changed to Total Insurance Brokers Private Limited and a fresh certificate of incorporation consequent upon change of name was issued on June 23, 2009. Subsequently, the name of the company was changed to Way2Wealth Insurance Brokers Private Limited on March 22, 2012. It has its registered office at Unit 1A, Frontline Grandeur, No. 14, Walton Road, Bengaluru 560 001.

W2W Insurance is engaged in the business of, *inter alia*, acting as direct insurance brokers as per Insurance Regulatory and Development Authority (Insurance Brokers) Regulations, 2002.

Capital Structure

The authorised share capital of W2W Insurance is ₹10,000,000 divided into 1,000,000 equity shares of ₹10 each and the issued and paid up share capital of W2W Insurance is ₹10,000,000 divided into equity 1,000,000 shares of ₹10 each.

Shareholding

W2W Securities (along with its nominee shareholder) holds 10,000,000 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of W2W Insurance.

18. Way2Wealth Capital Private Limited ("**W2W Capital**")

Corporate Information

W2W Capital was originally incorporated as Prudential Integrated Finances Private Limited on October 10, 1995 under the Companies Act, 1956 at Bengaluru. Subsequently, the name of the company was changed to Way2Wealth Capital Private Limited on May 29, 2009. It has its registered office at Frontline Grandeur, Ground floor, No. 14, Walton Road, Bengaluru 560 001.

W2W Capital is engaged in the business of, *inter alia*, carrying on the business of financing, investing and trading, leasing and financing lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment.

Capital Structure

The authorised share capital of W2W Capital is ₹100,000,000 divided into 10,000,000 equity shares of ₹10 each and the issued and paid up share capital of W2W Capital is ₹80,000,000 divided into 8,000,000 equity shares of ₹10 each.

Shareholding

W2W Securities holds 7,999,998 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of W2W Capital.

19. AlphaGrep Securities Private Limited ("**ASPL**")

Corporate Information

ASPL was originally incorporated as Way2Wealth Enterprises Private Limited on January 9, 2002 under the Companies Act, 1956 at Bengaluru. Subsequently, its name was changed to Way2Wealth Illuminati Securities Private Limited and a fresh certificate of incorporation consequent upon change of name was issued on July 31, 2010. Subsequently, name of the company was changed to AlphaGrep Securities Private Limited and a fresh certificate of incorporation consequent upon change of name was issued on November 29, 2013. It has its registered office at Frontline Grandeur, Ground floor, No. 14, Walton Road, Bengaluru 560 001.

ASPL is engaged in the business of, *inter alia*, of i) carrying on business of stock brokers, commodity brokers, and dealing in shares, stocks, debentures, foreign exchange, units; ii) becoming a trading member in any or all of the recognized stock exchanges, commodity exchanges in India or abroad; and iii) developing and operating various computers based trading techniques and algorithmic trading methodologies.

Capital Structure

The authorised share capital of ASPL is ₹15,000,000 divided into 1,500,000 equity shares of ₹10 each and the issued and paid up share capital of ASPL is ₹12,500,000 divided into 1,250,000 equity shares of ₹10 each.

Shareholding

W2W Securities holds 637,498 equity shares of ₹10 each aggregating to 51.00% of the issued and paid up share capital of ASPL.

20. Mandi2Market Traders Private Limited ("**Mandi2Market**")

Corporate Information

Mandi2Market was originally incorporated as Way2Wealth Insurance Broking Private Limited on July 27, 2007 under the Companies Act, 1956 at Bengaluru. The name of the company was changed to Way2Wealth Institutional Broking Private Limited and a fresh certificate of incorporation consequent upon change of name was issued on October 18, 2010. Subsequently, name of the company was changed to Mandi2Market Traders Private Limited and a fresh certificate of incorporation consequent upon change of name was issued on November 9, 2012. It has its registered office at Frontline Grandeur, Ground Floor, No. 14, Walton Road, Bengaluru 560 001.

Mandi2Market is engaged in the business of, *inter alia*, trading in agricultural products, plantation products, spices and all other commodities and securities in spot markets and in futures and in all kinds of derivatives of such commodities and securities.

Capital Structure

The authorised share capital of Mandi2Market is ₹6,000,000 divided into 600,000 equity shares of ₹10 each and the issued and paid up share capital of Mandi2Market is ₹6,000,000 divided into 600,000 equity shares of ₹10 each.

Shareholding

W2W Securities holds 599,998 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of Mandi2Market.

21. Way2Wealth Distributors Private Limited ("**W2W Distributors**")

Corporate Information

W2W Distributors was incorporated on December 19, 2001 as a private limited company under the Companies Act, 1956 at Bengaluru. It has its registered office at Frontline Grandeur, Ground Floor, No. 14, Walton Road, Bengaluru 560 001.

W2W Distributors is engaged in the business of, *inter alia*, of acting as brokers/ distributors for insurance companies, including becoming agents/ sub agents of insurance companies, appointing sub agents to promote insurance business and to earn income thereon whether within or outside India.

Capital Structure

The authorised share capital of W2W Distributors is ₹2,500,000 divided into 250,000 equity shares of ₹10 each and the issued and paid up share capital of W2W is ₹2,500,000 divided into 250,000 equity shares of ₹10 each.

Shareholding

W2W Securities holds 249,998 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of W2W Distributors.

22. Way2Wealth Brokers Private Limited (“**W2W Brokers**”)

Corporate Information

W2W Brokers was incorporated on August 16, 2000 as a private limited company under the Companies Act, 1956 at Bengaluru. It has its registered office at Frontline Grandeur, Ground Floor, No. 14, Walton Road, Bengaluru 560 001.

W2W Brokers is engaged in the business of, *inter alia*, share and stock broking by purchasing, acquiring, selling, holding, investing or otherwise of all shares, debentures, bonds, national savings certificate and other instruments such as mutual funds, securities, bullion, currencies and its derivatives and derivate products traded in stock exchanges including other financial products of central government, state governments or statutory body, public company or private company.

Capital Structure

The authorised share capital of W2W Brokers is ₹220,000,000 divided into 22,000,000 equity shares of ₹10 each and the issued and paid up share capital of W2W Brokers is ₹183,500,000 divided into 18,350,000 equity shares of ₹10 each.

Shareholding

W2W Securities holds 18,348,998 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of W2W Brokers.

23. Way2Wealth Commodities Private Limited (“**W2W Commodities**”)

Corporate Information

W2W Commodities was incorporated on July 5, 2006 as a private limited company under the Companies Act, 1956 at Bengaluru. It has its registered office at Frontline Grandeur, Ground Floor, No. 14, Walton Road, Bengaluru 560 001.

W2W Commodities is engaged in the business of, *inter alia*, becoming a corporate member in a recognised commodity exchange in India and act as a trading and clearing member in all types of contracts to be traded on the commodity exchanges.

Capital Structure

The authorised share capital of W2W Commodities is ₹15,000,000 divided into 1,500,000 equity shares of ₹10 each and the issued and paid up share capital of W2W Commodities is ₹12,500,000 divided into 1,250,000 equity shares of ₹10 each.

Shareholding

Our subsidiary, W2W Brokers, holds 1,249,998 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of W2W Commodities.

24. Techno Shares & Stocks Private Limited (“**TSSPL**”)

Corporate Information

TSSPL was originally incorporated as Techno Shares & Stocks Limited on April 24, 1997 under the Companies Act, 1956 at Bengaluru. The name of the company was changed to Techno Shares & Stocks Private Limited and a fresh certificate of incorporation consequent upon change of name was issued on November 5, 2013. It has its registered office at Frontline Grandeur, Ground Floor, No. 14, Walton Road, Bengaluru 560 001.

TSSPL is engaged in the business of, *inter alia*, share and stock broking and provides services, advice and facility of every description capable of being provided by a share and stock broker, as a member of any recognized stock exchange which are permitted under the Securities and Contracts (Regulation) Rules, 1957.

Capital Structure

The authorised share capital of TSSPL is ₹210,000,000 divided into 20,000,000 equity shares of ₹10 each and 1,000,000 redeemable cumulative preference shares of ₹10 each and the issued and paid up share capital of TSSPL is ₹105,000,000 divided into 10,500,000 equity shares of ₹10 each.

Shareholding

W2W Brokers (along with its nominee shareholder) holds 10,500,000 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of TSSPL.

25. Techno Commodity Broking Private Limited (“**TCBPL**”)

Corporate Information

TCBPL was incorporated on October 20, 2003 as a private limited company under the Companies Act, 1956. It has its registered office at Ground Floor, No. 14, Frontline Grandeur, Walton Road, Bengaluru 560 001.

TCBPL is engaged in the business of, *inter alia*, broking, sub-broking, market making, hedging in agricultural products, metals, diamonds, petroleum products and all other commodities in spot and in futures market and in all related derivative instruments.

Capital Structure

The authorised share capital of TCBPL is ₹20,000,000 divided into 2,000,000 equity shares of ₹10 each and the issued and paid up share capital of TCBPL is ₹5,000,000 divided into 500,000 equity shares of ₹10 each.

Shareholding

TSSPL (along with its nominee shareholder) holds 500,000 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of TCBPL.

26. Way2Wealth Realty Advisors Private Limited (“**W2W Realty**”)

Corporate Information

W2W Realty was incorporated on February 18, 2010 as a private limited company under the Companies Act, 1956 at Bengaluru. It has its registered office at Frontline Grandeur, Ground Floor, No. 14, Walton Road, Bengaluru 560 001.

W2W Realty is engaged in the business of, *inter alia*, acting as broker, commission agent, building experts and/ or advisers to real estate developers, housing infrastructure developers, building contractors, engineers, decorators, designers, etc. by acquiring, purchasing, leasing, exchanging of land, estates, hereditaments, etc.

Capital Structure

The authorised share capital of W2W Realty is ₹2,500,000 divided into 1,250,000 equity shares of ₹2 each and the issued and paid up share capital of W2W Realty is ₹100,000 divided into 50,000 equity shares of ₹2 each.

Shareholding

W2W Securities holds 47,499 equity shares of ₹2 each aggregating to 95.00% of the issued and paid up share capital of W2W Realty.

27. Coffee Day Trading Limited ("**CDTL**")

Corporate Information

CDTL was originally incorporated as Global Technology Ventures Limited on February 19, 2000 as a public limited company under the Companies Act, 1956 at Bengaluru and received the certificate of commencement of business on February 23, 2000. The name of the company was changed to Coffee Day Trading Limited and a fresh certificate consequent upon change of name was issued by RoC on March 26, 2015. It has its registered office at 23/ 2, 9th Floor, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001.

CDTL is engaged in the business of, *inter alia*, developing infrastructure for information technology companies and including facilities for start up ventures in high end technology area including development of and construction of building development of infrastructure, etc.; selling, giving on lease or otherwise dealing with the same and carrying on generally the business of owners, lessors, managers and licensors; and carrying on the business of importers, exporters, processors, curers, wholesale traders in coffee and allied products.

Capital Structure

The authorised share capital of CDTL is ₹350,000,000 divided into 35,000,000 equity shares of ₹10 each and the issued and paid up share capital of CDTL is ₹348,323,390 divided into 34,832,339 equity shares of ₹10 each.

Shareholding

Our Company holds 30,992,186 equity shares of ₹10 each aggregating to 88.97% of the issued and paid up share capital of CDTL.

28. Magnasoft Consulting India Private Limited ("**MCIPL**")

Corporate Information

MCIPL was incorporated on March 24, 2000 as a private limited company under the Companies Act, 1956 at Bengaluru. It has its registered office at Texas Building, First Floor, Global Village Technology Park, Bengaluru 560 059.

MCIPL is engaged in the business of, *inter alia*, developing, customizing, trading, importing, exporting, upgrading, marketing, distributing, servicing, maintaining, designing, modifying and providing consulting and dealing in computer software solutions.

Capital Structure

The authorised share capital of MCIPL is ₹50,000,000 divided into 50,000,000 equity shares of ₹1 each and the issued and paid up share capital of MCIPL is ₹33,622,728 divided into ₹33,622,728 equity shares of ₹1 each.

Shareholding

CDTL holds 26,185,728 equity shares of ₹1 each aggregating to 77.88% of the issued and paid up share capital of MCIPL.

29. Coffee Day Hotels & Resorts Private Limited ("**CDHRPL**")

Corporate Information

CDHRPL was originally incorporated as Monsoon Recreations Private Limited on August 27, 2004 under the Companies Act, 1956 at Bengaluru. Subsequently, its name was changed to Coffee Day Hotels & Resorts Private Limited on June 16, 2006. It has its registered office at 23/ 2, Coffee Day Square, 9th Floor, Vittal Mallya Road, Bengaluru 560 001.

CDHRPL is engaged in the business of, *inter alia*, establishing, conducting, managing and carrying on the business of resorts, restaurants, bars, hotels, lodging, holiday homes, food joints, bakery, confectionery, beverages business, amusement parks, etc.

Capital Structure

The authorised share capital of CDHRPL is ₹112,500,000 divided into 11,250,000 equity shares of ₹10 each and the issued and paid up share capital of CDHRPL is ₹112,240,000 divided into 11,224,000 equity shares of ₹10 each.

Shareholding

Our Company holds 11,223,990 equity shares of ₹10 each aggregating to 99.99% of the issued and paid up share capital of CDHRPL.

30. Wilderness Resorts Private Limited ("**WRPL**")

Corporate Information

WRPL was originally incorporated as Tiger Woods Resorts Private Limited on February 9, 2005 under the Companies Act, 1956 at Bengaluru. Subsequently, its name was changed to Wilderness Resorts Private Limited and a fresh certificate of incorporation consequent upon change of name was issued on July 21, 2005. It has its registered office at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001.

WRPL is engaged in the business of, *inter alia*, establishing, promoting, developing, constructing, buying, selling, managing, operating, owning, or on management fee basis all types of resorts, spas, villas and multifunctional hotel complexes on its own or in collaboration with Indian and international firms.

Capital Structure

The authorised share capital of WRPL is ₹50,000,000 divided into 5,000,000 equity shares of ₹10 each and the issued and paid up share capital of WRPL is ₹12,826,590 divided into 1,282,659 equity shares of ₹10 each.

Shareholding

CDHRPL (along with its nominee shareholder) holds 1,282,659 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of WRPL.

31. Karnataka Wildlife Resorts Private Limited ("**KWRPL**")

Corporate Information

KWRPL was incorporated on May 3, 2001 as a private limited company under the Companies Act, 1956 at Bengaluru. It has its registered office at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560 001.

KWRPL is engaged in the business of, *inter alia*, managing and marketing of hotels, wild life resorts, holiday resorts, villas, lodging, amusement parks, etc. in India or abroad.

Capital Structure

The authorised share capital of KWRPL is ₹13,000,000 divided into 1,300,000 equity shares of ₹10 each and the issued and paid up share capital of KWRPL is ₹13,000,000 divided into 1,300,000 equity shares of ₹10 each.

Shareholding

WRPL (along with its nominee shareholder) holds 1,300,000 equity shares of ₹10 each aggregating to 100% of the issued and paid up share capital of KWRPL.

Foreign Subsidiaries

32. A.N. Coffee Day International Limited (“**ANCDIL**”)

Corporate Information

ANCDIL was incorporated on March 5, 2004 as a limited liability company under the laws of Cyprus. It has its registered office at Arch. Makariou III, 22, 3rd Floor, P.C. 1065, Nicosia, Cyprus.

ANCDIL is engaged in the business of, *inter alia*, a holding or an investment company, with its own funds, and for that purpose to acquire and hold such investments either in the name of the company or in that of the nominee.

Capital Structure

The authorised share capital of ANCDIL is €858,420 divided into 502,000 ordinary shares of €1.71 each and the issued and paid up share capital of ANCDIL is €5,130 divided into 3,000 ordinary shares of €1.71 each.

Shareholding

CDGL holds 3,000 ordinary shares of €1.71 each aggregating to 100% of the issued and paid up share capital of ANCDIL.

33. Coffee Day Gastronomie und Kaffeehandels GmbH (“CDGKG”)

Corporate Information

CDGKG was incorporated on February 16, 2005 as a limited liability company under the laws of Austria. It has its registered office at Tegetthoffstrasse 7, 1010 Vienna.

CDGKG is engaged in the business of, *inter alia*, i) operation of gastronomy facilities, especially coffeehouses and kiosks; ii) the operation of vending machines, especially of coffee vending machines; and iii) trading in goods of all kinds, especially in coffee and coffee products.

Capital Structure

The stated capital of CDGKG is €35,000.

Shareholding

ANCDIL holds 100% of the stated capital of CDGKG.

34. COFFEE DAY CZ a.s. (“**CDCZ**”)

Corporate Information

CDCZ was incorporated on March 5, 2004 as a limited company under the laws of Czech Republic. It has its registered office at Prague 5 Smichov, Malatova 543/9, Postcode 15000.

CDCZ is engaged in the business of, *inter alia*, catering activities of accounting consultants, keeping accounts and tax records production, trade and services not specified in annexures 1 to 3 of the Trade Licensing Act and leasing of real property and residential and non-residential premises.

Capital Structure

The authorised share capital of CDCZ is CZK 26,000,000 divided into 20 registered shares of nominal amount of CZK 100,000 each and 24 registered shares of nominal amount of CZK 1,000,000 each and the issued and paid up share capital of CDCZ is CZK 26,000,000 divided into 20 registered shares of nominal amount of CZK 100,000 each and 24 registered shares of nominal amount of CZK 1,000,000 each.

Shareholding

ANCDIL holds 20 registered shares of nominal amount of CZK 100,000 each and 24 registered shares of nominal amount of CZK 1,000,000 each aggregating to 100% of the issued and paid up share capital of CDCZ.

35. Bergen Offshore Logistics Pte Limited ("**BOLPL**")

Corporate Information

BOLPL was incorporated on August 29, 2006 as a limited private company under the laws of Singapore. It has its registered office at 31, Cantonment Road, Singapore 089 747.

BOLPL is engaged in the business of, *inter alia*, chartering of ships, barges and boats with crew (freight).

Capital Structure

The issued and paid up share capital of BOLPL is USD 10,022,138 divided into 10,022,138 equity shares of USD 1 each and 100,000 equity shares of SGD 1 each.

Shareholding

SLL holds 10,022,138 equity shares of USD 1 each and 100,000 equity shares of SGD 1 each aggregating to 100% of the issued and paid up share capital of BOLPL.

36. Norsea Global Offshore Pte. Limited ("NGOPL")

Corporate Information

NGOPL was incorporated on October 18, 2006 as a limited private company. It has its registered office at 31, Cantonment Road, Singapore 089 747.

NGOPL is engaged in the business of, inter alia, chartering of ships, barges and boats with crew (freight).

Capital Structure

The issued and paid up share capital of NGOPL is USD 6,796,844 divided into 6,796,844 equity shares of USD 1 each.

Shareholding

BOLPL holds 6,796,844 equity shares of USD 1 each aggregating to 100% of the issued and paid up share capital of NGOPL.

37. Way2Wealth Illuminati Pte Limited ("**W2W Singapore**")

Corporate Information

W2W Singapore was incorporated on October 25, 2012 as a limited private company under the laws of Singapore. It has its registered office at 10 Jalan Besar, #10-12, Sim Lim Tower, Singapore 208 787.

W2W Singapore is engaged in the business of, *inter alia*, other financial service activities except insurance and pension funding.

Capital Structure

The issued and paid up share capital of W2W Singapore is SGD 2,500,000 divided into 2,500,000 equity shares of SGD 1 each.

Shareholding

W2W Brokers holds 2,500,000 equity shares of SGD 1 each aggregating to 100% of the issued and paid up share capital of W2W Singapore.

38. Magnasoft Europe Limited ("**MEL**")

Corporate Information

MEL was incorporated on June 23, 2004 as a private limited company under the laws of United Kingdom. It has its registered office at #46 New Broad Street, London, EC2M1JH.

MEL is engaged in the business of, *inter alia*, i) developing, customising, trading and dealing in computer software solutions; ii) transcription in medical, legal and other fields; and iii) providing geographical information system, automated, digital, survey and mapping facilities and vender management.

Capital Structure

The authorised share capital of MEL is £10,000 divided into 10,000 equity shares of £1 each and the issued and paid up share capital of MEL is £1,000 divided into 1,000 equity shares of £1 each.

Shareholding

MCIPL holds 1,000 equity shares of £1 each aggregating to 100% of the issued and paid up share capital of MEL.

39. Magnasoft Spatial Services Inc. ("**MSI**")

Corporate Information

MSI was incorporated on May 17, 2002 under the laws of the state of Delaware in the United States of America. It has its office at 6000, East Evans Avenue, Bldg 1, Suite 360, Denver, CO 80222.

MSI is engaged in the business of, *inter alia*, providing services relating to laser scanning, GIS mapping, LiDAR, photogrammetry, orthophoto production and such other related services.

Capital Structure

The authorised share capital of MSI is 1,500 shares of common stock, without par value. The issued and paid-up share capital of MSI is USD 1 divided into 1 equity share of USD 1 each.

Shareholding

MCIPL holds 100% of the outstanding shares of MSI.

40. AlphaGrep Holding HK Limited ("AHHL")

Corporate Information

AHHL was incorporated on July 4, 2014 as a limited company under the laws of Hong Kong. It has its registered office at Suite 1106-08, 11/ F, Tai Yau Building No. 181, Johnston Road, Wanchai, Hong Kong.

AHHL is engaged in the business of, *inter alia*, investment in AlphaGrep Technologies Limited.

Capital Structure

The authorised share capital of AHHL is HKD 10,000 divided into 10,000 equity shares of HKD 1 each and the issued and paid up share capital of AHHL is HKD 10,000 divided into 10,000 equity shares of HKD 1 each.

Shareholding

W2W Singapore holds 10,000 equity shares of HKD 1 each aggregating to 100% of the issued and paid up share capital of AHHL.

Partnership Firm

41. Classic Coffee Curing Works ("**CCCW**")

Information

CCCW was formed pursuant to a partnership deed dated May 20, 2005 between S.C. Dharmaraj, S.C. Gokarna, S.C. Srinivas and S.C. Parashuram. The firm was reconstituted pursuant a deed of reconstitution of the firm dated April 2, 2007 whereby CDGL and GCCWL were admitted to the partnership. Subsequently, the firm was again reconstituted pursuant to a deed of retirement and reconstitution of the firm dated August 13, 2007 whereby S.C. Dharmaraj, S.C. Gokarna, S.C. Srinivas and S.C. Parashuram were retired from the partnership.

CCCW is engaged in the business of, *inter alia*, coffee trading, curing, hulling and exporting.

Interest

CDGL and GCCWL together hold 100% share in the profits and losses of CCCW.

There are no accumulated profits or losses of any of the above subsidiaries, not accounted for, by our Company.

OUR MANAGEMENT

Board of Directors

In terms of the Articles of Association, our Company is required to have not less than three Directors and not more than fifteen Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises of six Directors.

The following table sets forth details regarding our Board of Directors:

Sr. No.	Name, designation, father's name, address, occupation, term and DIN	Age (years)	Other directorships/ partnerships/ trusteeships
1.	**V.G. Siddhartha** ***Father's name***: Gangaiah Hegde ***Designation****:* Chairman and Managing Director ***Address****:* 28, 3rd Cross, 9th Main Road, R M V Extension, Sadashivanagar, Bengaluru 560 080 ***Occupation****:* Business ***Nationality****:* Indian ***Term****:* 5 years as Chairman and Managing Director from January 17, 2015 to January 16, 2020 ***DIN****:* 00063987	55	***Other Directorships*** • Coffee Day Global Limited • Coffee Day Natural Resources Private Limited • Coffee Day Resorts (MSM) Private Limited • Ittiam Systems Private Limited • Mindtree Limited • Sampigehutty Estates Private Limited • Sivan Securities Private Limited • Tanglin Property Developments (Mumbai) Private Limited ***Partnerships*** • Balaji Plantations • Bhadra Estate • Chetanahalli B Estate • Chetanahalli C Estate • Chetanahalli (Kailash Ganga) Estates • Devadarshini Estates • Shaban Ramzan • Sipani and Co • Vaz Enterprises ***Proprietorships*** • Bynekhan Estate • Chandrapore & Heggoodloo Estates • Chetanahalli D Estates

Sr. No.	Name, designation, father's name, address, occupation, term and DIN	Age (years)	Other directorships/ partnerships/ trusteeships
			• Lalbagh Estate • Sivan & Co ***Trusts*** • A.B.C. Employees Welfare Trust • S.V.G.H. Education Trust • Way2Wealth Employee Welfare Trust
2.	**Malavika Hegde** ***Father's name:*** S.M. Krishna ***Designation:*** Non-Executive Director ***Address:*** 28, 3rd Cross, 9th Main Road, R M V Extension, Sadashivanagar, Bengaluru 560 080 ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** Liable to retire by rotation ***DIN:*** 00136524	47	***Other Directorships*** • Coffee Day Global Limited • Coffee Day Natural Resources Private Limited • Coffee Day Resorts (MSM) Private Limited • Sampigehutty Estates Private Limited • Tanglin Property Developments (Mumbai) Private Limited ***Partnerships*** • Balaji Plantations • Bhadra Estate • Chetanahalli (Kailash Ganga) Estates • Kudregundi B Estate • Mahadeshwara Enterprises • Shaban Ramzan • Sipani and Co ***Proprietorships*** • Girikhan Estates • Kanive Estates • Yelnoorkhan Estates
3.	**Sanjay Omprakash Nayar** ***Father's name:*** Omprakash Nayar ***Designation:*** Non-Executive and Nominee Director ***Address:*** Flat No. 9, The Rushilla	54	***Other Directorships*** • Apollo Hospitals Enterprise Limited • ATC Tires Private Limited • Coffee Day Global Limited

Sr. No.	Name, designation, father's name, address, occupation, term and DIN	Age (years)	Other directorships/ partnerships/ trusteeships
	Co-op Housing Society, 17/ C Carmichael Road, Mumbai 400 026 ***Occupation:*** Service ***Nationality:*** Indian ***Term:*** Liable to retire by rotation ***DIN:*** 00002615		• Dalmia Cement (Bharat) Limited • FSN Brands Marketing Private Limited • Gland Pharma Limited • Grameen Capital India Limited • Grameen Capital Investment Advisors Private Limited • Heritage View Developers Private Limited • Indian School of Business • KKR India Advisors Private Limited • KKR India Financial Services Private Limited • Magma Fincorp Limited • Pratham Education Foundation • Pratham Institute of Literacy Education and Vocational Training • Sea View Probuild Private Limited • Sealink View Probuild Private Limited • Valleyview Probuild Private Limited
4.	**S.V. Ranganath** ***Father's name:*** S. Visweswaraiya ***Designation:*** Independent Director ***Address:*** No. 25, 8th Cross, 2nd Block Jayanagar Bengaluru 560 011 ***Occupation:*** Civil Service (Retired) ***Nationality:*** Indian ***Term:*** 5 years from January 17, 2015 (date of regularisation) to January 16, 2020 ***DIN:*** 00323799	61	***Other Directorships*** • Center for Study of Science Technology and Policy • Coffee Day Global Limited • IFCI Limited • Indian Institute for Human Settlements • Indian Institute of Trans Disciplinary Health Science and Technology • Vaatsalya Health Care Solutions Private Limited
5.	**Dr. Albert Hieronimus** ***Father's name:*** Jakob	67	***Other Directorships***

Sr. No.	Name, designation, father's name, address, occupation, term and DIN	Age (years)	Other directorships/ partnerships/ trusteeships
	Hieronimus ***Designation:*** Independent Director ***Address:*** Pfaffenaecker 6a, 97816 Lohr am Main, Germany ***Occupation:*** Professional (Retired) ***Nationality:*** German ***Term:*** 5 years from January 17, 2015 (date of regularisation) to January 16, 2020 ***DIN:*** 00063759		• Mindtree Limited ***Foreign Companies*** • Bosch Rexroth AG • Jagenberg AG
6.	**M.D. Mallya** ***Father's name:*** M. Vaman Mallya ***Designation:*** Independent Director ***Address:*** 601-C, 6th floor, Ashok Towers, opposite M.G. Hospital, Dr. S S Rao Road, Parel, Mumbai 400 012 ***Occupation:*** Professional ***Nationality:*** Indian ***Term:*** 5 years from May 8, 2015 (date of regularisation) to May 7, 2020 ***DIN:*** 01804955	62	***Other Directorships*** • Emami Limited • IFMR Rural Channel and Services Private Limited • India Infradebt Limited • Interglobe Avaiation Limited • Nitesh Estates Limited • Nitesh Housing Developers Private Limited • Nitesh Indiranagar Retail Private Limited • Nitesh Urban Development Private Limited • Pudhuaaru Financial Services Private Limited • Seven Islands Shipping Limited • State Bank of India

Relationship between our Directors

V.G. Siddhartha and Malavika Hegde are related to each other. Malavika Hegde is the wife of V.G. Siddhartha. None of the other Directors are related to each other.

Brief biographies of Directors

V.G.Siddhartha, 55, is the Chairman and Managing Director of our Company. He holds a bachelors degree in arts from the University of Mysore. V.G. Siddhartha has a long association with coffee, given the family's interests in coffee plantations in Southern India for more than 130 years, and he has an experience of approximately 22 years in the coffee business. He set up CDGL in 1993 to export coffee beans and later forayed into coffee retailing in different formats in India. He also set up his own stock broking firm, Sivan & Co., at

Bengaluru. He was recognized as "**The Entrepreneur of the Year**" by Economic Times in September 2003. In 2014, he was awarded with 'ET Retail Hall of Fame' for his contribution to the growth in retail sector.

Malavika Hegde, 47, is a Non-Executive Director of our Company. She holds a bachelors degree in commerce from the Bangalore University. She is the wife of V. G. Siddhartha and has significant years of experience in the business of coffee growing, procurement, processing, export and retail. On the basis of the existing experience Malavika Hegde ventured into purchasing the Yelnoorkhan Estate, located in Chikkamagaluru. She is in charge of the overall responsibilities of operating the hospitality business since 2008.

Sanjay Omprakash Nayar, 54, is a Non-Executive and Nominee Director of our Company. He is on the Board as a nominee of KKR. He holds a bachelors degree in science (mechanical engineering) from University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He is currently the chief executive officer of KKR India Advisors Private Limited. Prior to joining KKR India Advisors Private Limited in 2009, he has worked with Citigroup for nearly 24 years where he was the chief executive officer for India operations for the period from 2002 to 2009.

S.V. Ranganath, 61, is an Independent Director of our Company. He is an officer of the Karnataka-75 cadre of the Indian Administrative Service. He has worked as a civil servant in various capacities, including as the Chief Secretary, Government of Karnataka and Principal Secretary to the Chief Minister of Karnataka. He has been trained in various management concepts from institutes such as the Indian Institute of Management, Bengaluru and the Management Development Institute. Further, he has been on the board of directors of Indian Investment Centre, Abu Dhabi and the Industrial Finance Corporation of India. He has also been the Chairman of the India Coffee Board.

Dr. Albert Hieronimus, 67, is an Independent Director of our Company. He holds a diploma in mathematics and a doctorate in business and social sciences, both from the University of Cologne, Germany. He has been on the board of directors of Mindtree since 2006. He has previously been the chairman of the executive board at Bosch Rexroth AG since February 2008 and has over 30 years of experience in the Mannesmann and Bosch group companies. In 2003, he became the chairman of Motor Industries Company Limited.

M.D. Mallya, 62, is an Independent Director of our Company. He holds a bachelors degree in engineering from the University of Mysore and a postgraduate diploma in industrial management from the Faculty of Engineering, Indian Institute of Science, Bengaluru. He has been the chairman and managing director of Bank of Baroda and is currently serving on the board of directors of various organizations. Prior to joining the Bank of Baroda, he was the chairman and managing director of the Bank of Maharashtra. He started his banking career from Corporation Bank in August 1976. In a career spanning over 36 years, he has acquired significant experience in the banking sector working at various positions and carrying out various assignments.

Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

No proceedings/ investigations have been initiated by SEBI against any company, the board of directors of which also comprise any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Terms of appointment of our Executive Director

V.G. Siddhartha

V.G. Siddhartha, our Promoter, was appointed as the Chairman and Managing Director of our Company pursuant to the resolution passed by the Board of our Company on January 9, 2015 and the resolution passed by the Shareholders of our Company on January 17, 2015 for a period of five years from January 17, 2015 to

January 16, 2020. V.G. Siddhartha shall not draw any monthly salary for serving on the Board as the Chairman and Managing Director.

Other terms of appointment of V.G. Siddhartha as Chairman and Managing Director include:

1. V.G. Siddhartha shall devote his whole time and attention to the business of our Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of our Company. This includes performing duties as may be assigned by the Board from time to time and by serving on the boards of any committee of our Company.

2. V.G. Siddhartha shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of our Company.

3. The terms and conditions of his appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under the Schedules to the Companies Act, 2013, or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and him, subject to such approvals as may be required.

4. The appointment may be terminated by either V.G. Siddhartha or the Company by giving the other party six months' notice of such termination.

5. The employment of V.G. Siddhartha may be terminated by the Company without notice or payment in lieu of notice:

(i) If V.G. Siddhartha is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of our Company; or

(ii) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement to be executed between our Company; or

(iii) In the event the Board expresses its loss of confidence in him.

6. V.G. Siddhartha shall not be liable to retire by rotation.

7. If and when the agreement expires or is terminated for any reason whatsoever, V.G. Siddhartha will cease to be the Chairman and Managing Director and also cease to be a Director. If at any time he ceases to be a Director of our Company for any reason whatsoever, he shall cease to be the Chairman and Managing Director and the agreement shall forthwith terminate.

Payment or benefit to Directors of our Company

The sitting fees/ other remuneration paid to our Directors in financial year 2014 are as follows:

1. Remuneration to Executive Directors:

V.G. Siddhartha does not receive any remuneration from our Company as on the date of filing of this Draft Red Herring Prospectus.

No amount of compensation has been paid and no benefits in kind have been granted to V.G. Siddhartha by our Company for services in all capacities to our Company during the financial year 2014 and no such amount is accrued for the financial year 2014.

2. Remuneration to Non-Executive Directors:

Each of the Independent Directors of our Company is entitled to a sitting fee of ₹0.10 million per meeting attended, being the maximum allowed as per the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In addition to the above, the Independent Directors would be entitled to reimbursement of the expenditure that may be incurred in travelling to the place of Board meetings and other committee meetings of our Company and back to their normal place of residence.

However, Non-Independent Non-Executive Directors are not entitled to any sitting fees. The details of the sitting fees paid to the Independent Directors in financial year 2014 are as follows:

Name of Director	Sitting Fees (₹ in millions)
S.V. Ranganath	Nil
Dr. Albert Hieronimus	Nil
M.D. Mallya	Nil

No amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors.

No remuneration has been paid, or is payable, by our Subsidiaries to the Directors of our Company.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Sanjay Omprakash Nayar has been nominated to the Board by our Shareholder, namely KKR, pursuant to the shareholders agreement dated March 12, 2010. For further details, see section "History and Certain Corporate Matters" on page 212.

Except as disclosed above, there is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our Directors was appointed on the Board.

Shareholding of Directors

The shareholding of our Directors in our Company as of the date of filing this Draft Red Herring Prospectus is set forth below:

Name of Director	Number of Equity Shares	Percentage Shareholding (%)
V.G. Siddhartha	63,945,904	54.78
Malavika Hegde	29,23,104	2.50

Our Articles of Association do not require our Directors to hold any qualification shares.

Shareholding of Directors in Subsidiaries and associate companies

The shareholding of our Directors in our Subsidiaries and associate companies (as defined under the Companies Act, 2013) is set forth below:

Name of the Subsidiary/ Associate Company	Number of equity shares	Percentage of equity shareholding (%)	Number of preference shares	Percentage of preference shareholding (%)
V.G. Siddhartha				
Coffee Day Global Limited[(1)]	1,000,001	0.62	1,075,811	27.10%
Way2Wealth Securities Private Limited	1,500,605	0.63	-	-
Amalgamated Holdings Limited[(2)]	10	0.09	-	-
Coffee Day Properties (India) Private Limited[(3)]	1	Negligible	-	-
Ganga Coffee Curing Works Limited[(4)]	1	0.01	-	-
Coffee Day Trading Limited	9,550	0.03	-	-
Tanglin Developments Limited	1	Negligible	-	-
Tanglin Retail Realty Developments Private Limited	50	0.05	-	-
Giri Vidhyuth (India) Limited	1	Negligible	-	-
Wilderness Resorts Private Limited[(5)]	1,000	0.08	-	-
Karnataka Wildlife Resorts Private Limited[(6)]	10	Negligible	-	-
Way2Wealth Brokers Private Limited	1,001	0.01	-	-
AlphaGrep Securities Private Limited	1	Negligible	-	-
Way2Wealth Distributors Private	1	Negligible	-	-

Name of the Subsidiary/ Associate Company	Number of equity shares	Percentage of equity shareholding (%)	Number of preference shares	Percentage of preference shareholding (%)
Limited				
Techno Shares & Stocks Private Limited[7]	1,396	0.01	-	-
Malavika Hegde				
Coffee Day Global Limited[8]	1	Negligible	-	-
Amalgamated Holdings Limited[9]	10	0.09	-	-
Coffee Lab Limited[10]	1	Negligible	-	-
Ganga Coffee Curing Works Limited[11]	1	Negligible	-	-
Tanglin Developments Limited	1	Negligible	-	-
Coffee Day Trading Limited	1	Negligible	-	-
Tanglin Retail Realty Developments Private Limited	50	0.05	-	-
Giri Vidhyuth (India) Limited	1	Negligible	-	-

(1) *Out of the shares held by V.G. Siddhartha in CDGL, one share is held on behalf of our Company in accordance with the Companies Act.*
(2) *The shares are held by V.G. Siddhartha on behalf of CDGL in accordance with the Companies Act.*
(3) *The share is held by V.G. Siddhartha on behalf of CDGL in accordance with the Companies Act.*
(4) *The share is held by V.G. Siddhartha on behalf of CDGL in accordance with the Companies Act.*
(5) *The shares are held by V.G. Siddhartha on behalf of CDHRPL in accordance with the Companies Act.*
(6) *The shares are held by V.G. Siddhartha on behalf of WRPL in accordance with the Companies Act.*
(7) *The shares are held by V.G. Siddhartha on behalf of W2W Brokers in accordance with the Companies Act.*
(8) *The share is held by Malavika Hegde on behalf of CDEL in accordance with the Companies Act.*
(9) *The shares are held by Malavika Hegde on behalf of CDGL in accordance with the Companies Act.*
(10) *The share is held by Malavika Hegde on behalf of AHL in accordance with the Companies Act.*
(11) *The share is held by Malavika Hegde on behalf of CDGL in accordance with the Companies Act.*

Appointment of relatives of Directors to any office or place of profit

Except as disclosed in this Draft Red Herring Prospectus, none of the relatives of our Directors currently hold any office or place of profit in our Company.

Interest of Directors

The Independent Directors may be interested to the extent of fees payable to them and/ or the commission payable to them for attending meetings of the Board of Directors or a committee thereof. All Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares held by them or that may be subscribed by or Allotted to them under the Employee Reservation Portion or that may be subscribed or Allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to the Issue. All of our Directors may also be deemed to be interested to the extent of any dividends payable to them and other distributions in respect of the Equity Shares, if any.

Except as stated in the section “Related Party Transactions” on page 275, and to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors have no interest in any property acquired by our Company two years prior to the date of this Draft Red Herring Prospectus.

Other than V.G. Siddhartha who is our Promoter, none of our Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Except as disclosed in this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Except as disclosed in the section "Related Party Transactions" on page 275, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company. Further, except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors and our Key Management Personnel, are entitled to any benefits upon termination of employment.

Changes in the Board in the last three years

Name	Date of Appointment/ Change/ Cessation	Reason
G.R. Mahendra	July 11, 2013	Resignation
Niveditha K.H.	July 11, 2013	Appointment as Director
V.G. Siddhartha	January 17, 2015	Redesignation as the Chairman and Managing Director
S.V. Ranganath	January 9, 2015	Appointment as additional independent Director and regularised on January 17, 2015
Dr. Albert Hieronimus	January 9, 2015	Appointment as additional independent Director and regularised on January 17, 2015
M.D. Mallya	May 5, 2015	Appointment as additional independent Director and regularised on May 8, 2015
Niveditha K.H.	May 5, 2015	Resignation
Santhrupth H.V.	May 5, 2015	Resignation
Parag Phoolchand Saxena	May 5, 2015	Resignation
Nainesh Jaisingh	May 6, 2015	Resignation

Borrowing Powers of Board

In accordance with the Articles of Association and pursuant to the EGM of our Company held on February 3, 2015, the Board is authorised to borrow such sum or sums of money or monies, on such terms and conditions and with or without security as the Board of Directors may think fit which together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/ monies so borrowed by our Board shall not at any time exceed the limit of ₹30,000 million.

Corporate Governance

The Corporate Governance provisions of the Equity Listing Agreement to be entered into with the Stock Exchanges will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the Equity Listing Agreement with the Stock Exchanges, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and the Equity Listing Agreement with the Stock Exchanges. The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides the Board of Directors detailed reports on its performance periodically.

Currently, our Board has six Directors. In compliance with the requirements of Clause 49 of the Equity Listing Agreement, our Chairman is the only Executive Director and we have five Non-Executive Directors, including three Independent Directors on the Board.

Committees of the Board

In addition to the committees of the Board detailed below, our Board of Directors may, from time to time, constitute committees for various functions.

Audit Committee

The members of the Audit Committee are:

1. S.V. Ranganath, *Chairman*;

2. V.G. Siddhartha; and

3. Dr. Albert Hieronimus.

The Audit Committee was constituted by a meeting of the Board of Directors held on January 26, 2015. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement and its terms of reference include the following:

(a) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

(b) Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Company and the fixation of audit fee;

(c) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

(d) Approving payments to statutory auditors for any other services rendered by the statutory auditors;

(e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended;

    (ii) Changes, if any, in accounting policies and practices and reasons for the same;

    (iii) Major accounting entries involving estimates based on the exercise of judgment by management;

    (iv) Significant adjustments made in the financial statements arising out of audit findings;

    (v) Compliance with listing and other legal requirements relating to financial statements;

    (vi) Disclosure of any transactions; and

    (vii) Qualifications in the draft audit report.

(f) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(g) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed Issue by the Company;

(h) Approval or any subsequent modifications of transactions of the Company with related parties;

(i) Scrutinizing of inter-corporate loans and investments;

(j) Valuing of undertakings or assets of the Company, wherever it is necessary;

(k) Evaluating of internal financial controls and risk management systems;

(l) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(m) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

(n) Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(o) Discussing with internal auditors on any significant findings and follow up there on;

(p) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(q) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(r) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non payment of declared dividends) and creditors;

(s) Reviewing the functioning of the whistle blower mechanism;

(t) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate; and

(u) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The powers of the Audit Committee include the following:

(a) To investigate any activity within its terms of reference;

(b) To seek information from any employee;

(c) To obtain outside legal or other professional advice; and

(d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall mandatorily review the following information:

(a) Management’s discussion and analysis of financial condition and result of operations;

(b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;

(c) Management letters/ letters of internal control weaknesses issued by the statutory auditors;

(d) Internal audit reports relating to internal control weaknesses; and

(e) The appointment, removal and terms of remuneration of the chief internal auditor.

The Audit Committee is required to meet at least four times in a year under Clause 49 of the Equity Listing Agreement.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. S.V. Ranganath, *Chairman*;

2. Dr. Albert Hieronimus; and

3. Malavika Hegde.

The Nomination and Remuneration Committee was constituted by a meeting of the Board of Directors held on January 26, 2015. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013. The terms of reference of the Nomination and Remuneration Committee include:

(a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

(b) Formulating of criteria for evaluation of the independent directors and the Board;

(c) Devising a policy on Board diversity;

(d) Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance; and

(e) Performing such other activities as may be delegated by the Board of Directors and/ or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Malavika Hegde, *Chairman*;

2. V.G. Siddhartha; and

3. S.V. Ranganath.

The Stakeholders' Relationship Committee was constituted by the Board of Directors at their meeting held on January 26, 2015. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013. The terms of reference of the Stakeholders' Relationship Committee of our Company include:

(a) Approval for issue of duplicate certificates and oversee and review all matters connected with transfer of securities of the Company;

(b) Redressal of Shareholders'/ investors' complaints related to transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend, etc.;

(c) Oversee performance of the Registrars and Transfer Agents of the Company and recommending measures for overall improvement in the quality of investor services; and

(d) Monitoring of implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. S.V. Ranganath, *Chairman*;

2. V.G. Siddhartha; and

3. Malavika Hegde.

The Corporate Social Responsibility Committee was constituted by the Board of Directors at their meeting held on January 26, 2015. The terms of reference of the Corporate Social Responsibility Committee of our Company include the following:

(a) Formulating and recommending to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

(b) Recommending the amount of expenditure to be incurred on activities referred to in the clause (a) above;

(c) Monitoring the Corporate Social Responsibility Policy of the Company form time to time; and

(d) Performing such other activities as may be delegated by the Board of Directors and/ or are statutorily prescribed under any law to be attended to by the Corporate Social Responsibility Committee.

Risk Management Committee

The members of the Risk management Committee are:

1. V.G. Siddhartha, *Chairman*; and

2. S.V. Ranganath.

The Risk Management Committee was constituted by our Board of Directors at their meeting held on January 26, 2015. The terms of reference of the Risk Management Committee of our Company include:

(a) monitoring and reviewing of the risk management plan; and

(b) such other functions that the Board may deem fit;

IPO Committee

The members of the IPO Committee are:

1. V.G. Siddhartha, *Chairman*;

2. Malavika Hegde;

3. Sanjay Nayar; and

4. S.V. Ranganath.

The IPO Committee was constituted by the Board of Directors at their meeting held on January 26, 2015. The terms of reference of the IPO Committee of our Company include the following:

(a) To decide on the size, timing, pricing and all the terms and conditions of the issue and transfer of the Equity Shares for the Issue, including the number of the Equity Shares to be offered pursuant to the Issue (including any reservation, green shoe option and any rounding off in the event of any oversubscription), price and any discount as allowed under Applicable Laws that may be fixed and determined in accordance with the applicable law, and to accept any amendments, modifications, variations or alterations thereto;

(b) To appoint and enter into arrangements with the BRLMs, underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrar(s), legal advisors, advertising agency(ies) and any other agencies or persons or intermediaries to the Issue and to negotiate and finalise the terms of their appointment, including but not limited to execution of the mandate letter with the BRLMs, negotiation, finalisation and execution of the offer agreement with the BRLMs, etc.;

(c) To negotiate, finalise, settle, execute and deliver or arrange the delivery of the syndicate agreement, underwriting agreement, escrow agreement, agreements with the registrar to the Issue and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/ intermediaries in connection with the Issue with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;

(d) To finalise, settle, approve and adopt the DRHP, the RHP, the Prospectus, the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto, for the issue of Equity Shares and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/ corrections/ modifications as may be required by SEBI, RoC, or any other relevant governmental and statutory authorities;

(e) To make applications to, seek clarifications and obtain approvals from, if necessary, the Reserve Bank of India, the SEBI, the Foreign Investment Promotion Board, the relevant RoC or any other statutory or governmental authorities in connection with the Issue and, wherever necessary, incorporate such modifications/ amendments/ alterations/ corrections as may be required in the DRHP, the RHP and the Prospectus;

(f) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under Applicable Law and the listing agreement to be entered into by the Company with the relevant stock exchanges;

(g) To approve any corporate governance requirements, code of conduct for the Board, officers and other employees of the Company that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the listing agreement to be entered into by the Company with the relevant stock exchanges;

(h) Taking all actions as may be necessary or authorized in connection with any offer for sale;

(i) To seek, if required, the consent of the lenders to the Company and its subsidiaries, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the Issue or any actions connected therewith;

(j) To open and operate bank account(s) of the Company in terms of the escrow agreement for handling of refunds for the Issue and to authorise one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;

(k) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorise one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;

(l) To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/ price band for the Issue (including issue price for anchor investors), approve the basis of allotment and confirm allocation/ allotment of the equity shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLMs and the selling shareholder (to the extent applicable) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including any alteration, addition or making any variation in relation to the Issue;

(m) To issue receipts/ allotment letters/ confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;

(n) To make applications for listing of the shares in one or more recognised stock exchange(s) for listing of the equity shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing, including, without limitation, entering into the listing agreements;

(o) To do all such deeds and acts as may be required to dematerialise the equity shares of the Company and to sign and/ or modify, as the case may be, agreements and/ or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforestated documents;

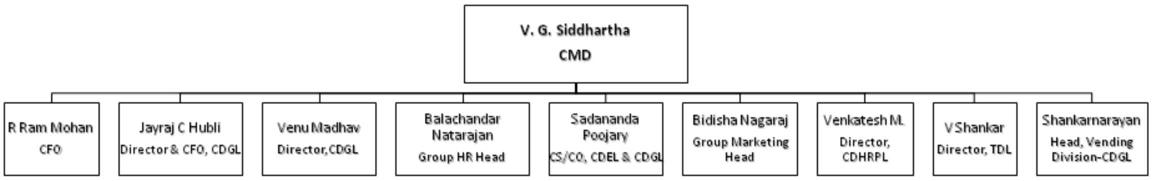
(p) To authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;

(q) To authorize and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;

(r) To settle any question, difficulty or doubt that may arise in connection with the Issue including the issue and allotment of the Equity Shares as aforesaid and to further delegate the powers conferred hereunder subject to such restrictions and limitations as it may deem fit and in the interest of the Company and to the extent allowed under applicable laws and to do all such acts and deeds in connection therewith and incidental thereto, as the Committee may in its absolute discretion deem fit; and

(s) To execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

Management Organisation Chart



Key Management Personnel

The details of our Key Management Personnel are as follows:

V.G. Siddhartha, 55, is the Chairman and Managing Director of our Company. For further details in relation to V.G. Siddhartha, see section "Our Management – Brief Biographies of Directors" on page 241.

R. Ram Mohan, 61, is the Chief Financial Officer of our Company since January 9, 2015. He is a chartered accountant by profession. He took over as the managing director of SLL on September 26, 2011 and is its non-executive chairman since May 4, 2015. He has been associated with us since his appointment to TDL on April 11, 2007. Prior to joining us, he has held senior management positions at Madura Coats Limited, Hindustan Motors Limited and Caterpillar India Private Limited. He has over 30 years of industrial experience in commercial, manufacturing and business operation segments. His core strengths include finance, project management and business development. During the financial year 2014, he was paid a gross compensation of ₹9.04 million.

Jayraj C. Hubli, 59, is a director, the chief financial officer and the chief information officer of CDGL. He is a chartered accountant with nearly 30 years of experience. Prior to joining us, he was with Karnataka State Finance Corporation. He has been with us for over 20 years since his appointment to Sivan & Co. on November 15, 1994 and subsequently his appointment to CDGL on July 7, 2000. Through his roles, he oversees financial parameters and processes. Over the years with us, he has been involved in developing financial forecasting models, analyzing underlying trends, monitoring financial performance, implementing strategic business plans, corporate finance and overseeing issuance of financial statements. During the financial year 2014, he was paid a gross compensation of ₹5.36 million.

Venu Madhav, 46, is a director and the chief executive officer of CDGL. He holds a masters degree in management studies from the Birla Institute of Technology and Science, Pilani. Further, he has completed a programme in advanced management conducted by the Harvard Business School. He joined CDGL on September 1, 1996 in the export division and contributed significantly to make it one of the largest exporters of coffee. Subsequently, he worked in corporate planning and FMCG divisions. He moved as Head of Operations for Café Network outlets in 2004 and was instrumental in setting up systems processes, people talent and growth levers for *Café Coffee Day*. He was elevated as the chief operating officer in 2010 and subsequently as chief executive officer of CDGL in 2014. During the financial year 2014, he was paid a gross compensation of ₹5.80 million.

Sadananda Poojary, 51, is the Company Secretary and Compliance Officer of our Company since April 1, 2014 and has been associated with us since his appointment as the Company Secretary of CDGL on February 25, 1997. He holds a bachelors degree in commerce from the Mangalore University. He is an experienced cost and works accountant and Company Secretary (ACS). Prior to joining us, he was working with Karnataka State Finance Corporation for six years. He has over 28 years of experience spanning highest standards of corporate governance, overseeing compliances of all statutory requirements, ensuring timely filings as required under various statutes, rules and regulations. He is responsible for overseeing all legal affairs and corporate social responsibility in our Company. He monitors changes in relevant regulations and regulatory environment as applicable to our Company. During the financial year 2014, he was paid a gross compensation of ₹1.94 million.

Balachandar Natarajan, 51, is the group head for human resources since his appointment on January 24, 2012. He holds a masters degree in arts (social work) from the University of Madras and a masters degree in science by research from the Indian Institute of Technology, Madras. Prior to joining us, he has been associated with organisations such as General Electric International Inc. and Wipro GE Healthcare Private Limited. He has significant work experience in the field of human resources and has led teams across multiple industry verticals across Asia. During the financial year 2014, he was paid a gross compensation of ₹9.77 million.

Bidisha Nagaraj, 47, is the Group President Marketing for Coffee Day since her appointment on October 29, 2014. She is a postgraduate in mass communication from Bangalore University. She is a marketing leader in consumer, retail and technology marketing. Bidisha has significant work experience spans across established organizations and brands such as Intel Technology India Private Limited, Google India Private Limited and Café Coffee Day as well as in the capacity of a consultant to Spring Leaf Retail Private Limited (which operates the brand "Mast Kalandar") and Serendipity Infolabs Private Limited (which operates the brand "TaxiForSure"). Her focus has been towards developing marketing and business strategy, identifying and developing new consumer segments, gaining marketing insights as well as brand stewardship. Since she joined our Company in financial year 2015, she was not paid any remuneration during the financial year 2014.

D. Sankaranarayanan, 48, holds a bachelors degree in mining engineering from the Banaras Hindu University and a post graduate diploma in business management from Xavier Labour Relations Institute, Jamshedpur. He heads the vending division at CDGL. Prior to joining us, he worked with organizations like CMC Limited, Wipro Infotech, ICI India Limited and Coca-Cola India. He has been associated with us since his appointment to AHL on February 4, 2002, and has been responsible for setting up the vending division with a well-knit sales team. During the financial year 2014, he was paid a gross compensation of ₹6.23 million.

V. Shankar, 55, is a director of TDL. He holds a bachelors degree in arts (economics) from the Faculty of Arts, University of Madras. He has participated in an executive development programme on the valuation of companies conducted by the Indian Institute of Management, Bengaluru. He has also participated in a management development programme on equity research analysis conducted by the ICFAI Securities Research Center. Further, he has completed a programme on information technology for India from the Association for Overseas Technical Scholarship, Japan. He holds a masters degree in business administration from the Faculty of Management Sciences, University of Madras. He has been associated with us across financial and operational roles since his appointment to Sivan & Co. on November 18, 1993. He is currently involved in the day-to-day operations, management and business development for the *Global Village*, Bengaluru. During the financial year 2014, he was paid a gross compensation of ₹5.43 million.

Venkatesh M, 48, is a director of CDHRPL. He holds a masters degree in arts (economics) from the University of Mysore. He has been associated with us since his appointment to CDGL on December 7, 1993. He currently heads our luxury resorts business and is involved in the operations of the resorts as well as strategy development for upcoming properties. Prior to this, he was the operational head of Café Network outlets retail chain. During the financial year 2014, he was paid a gross compensation of ₹1.68 million.

None of the Key Management Personnel are related to each other.

Other than V.G. Siddhartha, R. Ram Mohan, Balachander Natarajan, Sadananda Poojary and Bidisha Nagaraj none of the Key Management Personnel are permanent employees of our Company. However, R. Ram Mohan draws remuneration from our Subsidiary TDL and Sadananda Poojary draws remuneration from our Subsidiary CDGL.

Shareholding of Key Management Personnel

Except as disclosed below, none of our Key Management Personnel hold any Equity Shares as of the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Key Management Personnel	No. of Equity Shares	Percentage (%)
1.	V.G. Siddhartha	63,945,904	54.78%

Bonus or profit sharing plan of the Key Management Personnel

None of the Key Management Personnel is party to any bonus or profit sharing plan of our Company other than the performance linked incentives given to each of the Key Management Personnel.

Interests of Key Management Personnel

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business. The Key Management Personnel may be regarded as interested in the Equity Shares that may be subscribed by or Allotted to them under the Employee Reservation Portion. The Key Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any.

None of the Key Management Personnel have been paid any consideration of any nature from our Company or our Subsidiaries, other than their remuneration.

Except as disclosed in this Draft Red Herring Prospectus, no amount of compensation has been paid and no benefits in kind have been granted to any of the Key Management Personnel by our Company for services in all capacities to our Company during the financial year 2014 and no such amount is accrued for the financial year 2014.

Further, there is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any Key Management Personnel was selected as a member of senior management.

No loans have been availed by the Key Management Personnel from our Company.

Changes in the Key Management Personnel

The changes in the Key Management Personnel in the last three years are as follows:

Name	Designation	Date of change	Reason for change
M.S. Sharada	Company Secretary	May 31, 2012	Resignation
M.S. Sharada	Company Secretary	September 12, 2012	Appointment
M.S. Sharada	Company Secretary	October 1, 2012	Resignation
M.S. Sharada	Company Secretary	October 2, 2012	Appointment
M.S. Sharada	Company Secretary	August 1, 2013	Resignation
M.S. Sharada	Company Secretary	September 2, 2013	Appointment
M.S. Sharada	Company Secretary	October 1, 2013	Resignation
M.S. Sharada	Company Secretary	October 21, 2013	Appointment
M.S. Sharada	Company Secretary	March 31, 2014	Resignation
Sadananda Poojary	Company Secretary	April 1, 2014	Appointment
Bidisha Nagaraj	Group President, Marketing	October 29, 2014	Appointment
R. Ram Mohan	Chief Financial Officer	January 9, 2015	Appointment
V.G. Siddhartha	Chairman and Managing Director	January 17, 2015	Appointment

Payment or Benefit to officers of our Company

No non-salary related amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any officer of our Company.

Our Company currently does not have any employee stock option scheme or employee stock purchase scheme. For further details, see section "Capital Structure" on page 109.

OUR PROMOTER

V.G. Siddhartha is the Promoter of our Company. Our Promoter currently hold 63,945,904 Equity Shares, equivalent to 54.78% of the pre-Issue issued, subscribed and paid-up equity share capital of our Company and will continue to hold a majority of the post-Issue paid-up share capital of our Company.

The details of our Promoter are provided below:

V.G. Siddhartha

V.G. Siddhartha, aged 55 years, is the Chairman and Managing Director of our Company. For further details, see section "Our Management" on page 238.

The driving license number of V.G. Siddhartha is KA03 19960014659 and his voter identification number is STZ2441103.

Our Company confirms that the PAN, bank account number and passport number of V.G. Siddhartha shall be submitted to the Stock Exchanges, at the time of filing of this Draft Red Herring Prospectus.

Interests of Promoter

Our Promoter is interested in our Company to the extent that he has promoted our Company and to the extent of his shareholding and the dividend payable, if any, and other distributions in respect of the Equity Shares held by him. For details on shareholding of our Promoter in our Company, see sections "Capital Structure" and "Our Management" on pages 109 and 238, respectively.

Business Interests

Our Promoter may be deemed to be interested in our Company to the extent of his shareholding in our Company, our Subsidiaries and the Group Companies with which our Company transacts during the course of its operations. Our Promoter is also interested in those of our Subsidiaries and Group Companies which are involved in activities similar to those conducted by our Company. For further details, see sections "History and Certain Corporate Matters", "Our Group Companies" and "Related Party Transactions" on pages 212, 258 and 275, respectively. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict of interest as and when it may arise.

Interest as a Director

Further, our Promoter is a Director of our Company and may be deemed to be interested to the extent of any remuneration or reimbursement of expenses payable to him for attending meetings of our Board or a Committee thereof. For further details, see section "Our Management" on page 238.

Interests of Promoter in property of our Company

Our Promoter has no interest in any property acquired or proposed to be acquired by our Company within the two years from the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Related Party Transactions

For details of related party transactions entered into by our Company during the last financial year with our Subsidiaries and Group Companies, the nature of transactions and the cumulative value of transactions, see section "Related Party Transactions" on page 275.

Interest of Promoter in Sales and Purchases

Other than as disclosed in the section "Related Party Transactions" on page 275, there are no sales/ purchases between our Company and our Promoter and Promoter Group, Group Companies, our Subsidiaries and our associate companies when such sales or purchases exceeding in value in the aggregate 10% of the total sales or purchases of our Company or any business interest between our Company, our Promoter, our Promoter Group, our Subsidiaires, Group Companies and the associate companies as on the date of the last financial statements.

Payment of benefits to our Promoter or Promoter Group

Our subsidiary, CDGL, has entered into a lease agreement dated April 24, 2010 with our Director, Malavika Hegde, for setting-up a café network outlet at Somnahalli village, Maddur taluk, Mandya, Karnataka. In consideration of the grant of lease of the said premises to CDGL, Malavika Hegde is entitled to receive a revenue share of 15% of the net revenues earned by the outlet on a monthly basis. Except as stated aforesaid and as stated in the sections "Related Party Transactions", "Our Management" and "Our Promoter" on pages 275, 238 and 255 respectively, there has been no payment of benefits to our Promoter or Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group.

Except the related party transactions entered into by our Company as disclosed in this Draft Red Herring Prospectus, our Company has not entered into any contract, agreements or arrangements which are not in the ordinary course of business during the preceding two years from the date of this Draft Red Herring Prospectus or proposes to enter into any such contract in which our Promoter is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them. For details of related party transactions, see section "Related Party Transactions" on page 275.

Litigation involving our Promoter

For details of legal and regulatory proceedings involving our Promoter, see section "Outstanding Litigation and Material Developments" on page 395.

Confirmations

Our Company, our Promoter and his relatives (as defined under the Companies Act, 2013) have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against him.

Our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Our Promoter and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of this Draft Red Herring Prospectus against our Promoter.

Our Promoter is not and has never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in the section "Our Business" on page 171, our Promoter is not interested in any entity which holds any intellectual property rights that are used by our Company.

Except as disclosed in this Draft Red Herring Prospectus, our Promoter has not taken any unsecured loans which may be recalled by the lenders at any time.

Except as diclosed in the section "Related Party Transactions" on page 275, our Promoter is not related to any of the sundry debtors of our Company.

Common Pursuits

Some of our subsidiaries are engaged in business similar to that of our Company. The following subsidiaries are authorised under their memorandum of association/ partnership deed to engage in business similar to that of our Company:

1) Coffee Day Global Limited;

2) Coffee Day Hotels and Resorts Private Limited;

3) Coffee Day Trading Limited;

4) Ganga Coffee Curing Works;

5) Wilderness Resorts Private Limited;

6) Karnataka Wildlife Resorts Private Limited;

7) Amalgamated Holdings Limited; and

8) Coffee Lab Limited.

Companies with which our Promoter has disassociated in the last three years

Except as disclosed below, our Promoter has not disassociated himself from any company during the three years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of entity	Reason for disassociation	Date of disassociation
1.	Liqwid Krystal India Private Limited	Sale of shares	September 1, 2014

Change in the management and control of our Company

V.G. Siddhartha is the promoter of the Company and there has been no change in the management and control of our Company since incorporation.

For other confirmations on our Promoter, see section "Other Regulatory and Statutory Disclosures" on page 430.

OUR GROUP COMPANIES

Unless otherwise specified, all information in this section is as of the date of this Draft Red Herring Prospectus.

The following companies are promoted by our Promoter (including companies under the same management pursuant to Section 370 (1B) of the Companies Act) and thus, are our Group Companies:

A. Details of the five largest Group Companies (based on turnover)

Unless stated otherwise, information in relation to our Group Companies is as on March 31, 2015.

1. Shankar Resources Private Limited (“**SRPL**”)

Corporate Information

SRPL was originally incorporated as Shankar Resources Private Limited on April 7, 1992 under the Companies Act, 1956 at Kolkata. The name was subsequently changed to Shankar Resources Limited and a fresh certificate of incorporation was issued on April 4, 1995 by the Registrar of Companies, West Bengal at Kolkata. Further, the name was changed to Shankar Resources Private Limited and a fresh certificate of incorporation was issued on February 24, 1998 by the Registrar of Companies, West Bengal at Kolkata. SRPL is engaged, *inter alia,* in the business of an investment company and in underwriting, sub-underwriting, investing in, acquiring by gifts or otherwise, holding, selling, buying or otherwise dealing in securities, financing industrial and/ or commercial enterprises, hire-purchase, trading, leasing, etc.

Interest of our Promoter

Our Promoter holds 19,486,800 equity shares constituting 99.97% of the issued and paid up equity share capital of SRPL. Our Promoter also holds 1,200,000 optionally convertible non-cumulative preference shares constituting 100% of the issued and paid up preference share capital of SRPL. Our Promoter therefore holds a total of 99.98% of the issued and paid up capital of SRPL.

Financial Information

(in ₹ million, except per share data)

Particulars	**For the Financial Year**		
	2014	**2013**	**2012**
Equity Capital	194.93	194.93	194.93
Reserves (excluding revaluation reserves) and Surplus	908.58	699.63	688.90
Revenue from Operations and Other Income	224.57	42.78	31.90
Profit/ (Loss) after Tax	208.96	10.73	(169.84)
Basic EPS (in ₹)	10.72	0.55	(8.71)
Diluted EPS (in ₹)	10.72	0.55	(8.71)
Net asset value per share (in ₹)	62.77	52.05	51.50

2. Dark Forest Furniture Company Private Limited (“**DFFCPL**”)

Corporate Information

DFFCPL was incorporated on February 11, 2010 under the Companies Act, 1956 at Bengaluru. DFFCPL is engaged, *inter alia,* in the business of manufacturing all kinds of furniture, trading as a timber and wood merchant, growing all types of timber in India, importing and exporting all types of timber for any use or purpose installing, setting up, purchasing, hiring or otherwise acquiring saw-mills, ply wood mills, molding, turning mills, acting as cabinet makers and makers of all types of furniture, supplying of all such articles, importing and exporting thereof to acquire any timber estates in India and elsewhere to carry on the aforesaid business, act as dealers, exporters and importers of all types of furniture, etc.

Interest of our Promoter

Our Promoter, through SSPL (in which he holds 99.99% of the issued and paid up equity share capital), holds 1,591,124 equity shares constituting 99.99% of the issued and paid up equity share capital of DFFCPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	15.91	15.91	0.10
Reserves (excluding revaluation reserves) and Surplus	247.11	252.08	(20.42)
Revenue from Operations and Other Income	146.01	115.12	20.80
Profit/ (Loss) after Tax	(4.98)	(32.65)	(10.30)
Basic EPS (in ₹)	(3.13)	(27.21)	(1,030.08)
Diluted EPS (in ₹)	(3.13)	(27.21)	(1,030.08)
Net asset value per share (in ₹)	165.30	168.43	(2,032.50)

3. Kathlekhan Estates Private Limited ("KKPL")

Corporate Information

KKPL was originally incorporated as Coffee Day Private Limited on July 14, 2000 under the Companies Act, 1956 at Bengaluru. The name was subsequently changed to Kathlekhan Estates Private Limited and a fresh certificate of incorporation was issued on January 19, 2015 by the RoC. KKPL is engaged, *inter alia,* in the business of cultivating, producing, growing, processing, curing, importing, exporting, dealing in wholesale, dealing in retail and distributing coffee seeds, coffee powder, tea products, beverages, chicory, other preparations from coffee and tea, etc,.

Interest of our Promoter

Our Promoter holds 2,099,998 equity shares constituting 99.99% of the issued and paid up equity share capital of KKPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	11	11	11
Reserves (excluding revaluation reserves) and Surplus	(55.53)	(56.07)	(57.06)
Revenue from Operations and Other Income	53.20	35.99	60.92
Profit/ (Loss) after Tax	0.54	0.99	0.74
Basic EPS (in ₹)	0.49	0.90	0.70
Diluted EPS (in ₹)	0.49	0.90	0.70
Net asset value per share (in ₹)	(40.48)	(40.98)	(41.88)

4. Chandrapore Estates Private Limited ("CEPL")

Corporate Information

CEPL was originally incorporated as Chandrapore Investments and Holdings Private Limited on March 5, 2007 under the Companies Act, 1956 at Bengaluru. The name was subsequently changed to Chandrapore Estates Private Limited and a fresh certificate of incorporation was issued on March 20, 2008 by the RoC. CEPL is engaged, *inter alia,* in the business of purchasing, taking on lease or otherwise acquiring tea, coffee and other plantations or any landed property in India or abroad with a view to developing the resources and turning into account the lands, buildings and in particular by cleaning, draining, fencing, planting, improving, farming, grazing, mining and by promoting immigration, establishing towns, villages and settlements.

Interest of our Promoter

Our Promoter holds 5,000 equity shares constituting 50% of the issued and paid up equity share capital of CEPL. The remaining 5,000 equity shares constituting 50% of the issued and paid up equity share capital of CEPL is held by Malavika Hegde.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	(79.94)	(55.75)	(60.59)
Revenue from Operations and Other Income	38.82	45.99	47.02
Profit/ (Loss) after Tax	(24.20)	4.85	2.06
Basic EPS (in ₹)	(2,419.52)	484.60	205.84
Diluted EPS (in ₹)	(2,419.52)	484.60	205.84
Net asset value per share (in ₹)	(7,984.14)	(5,564.62)	(6,049.22)

5. **Kurkenmutty Estates Private Limited ("KEPL")**

Corporate Information

KEPL was incorporated on February 23, 2004 under the Companies Act, 1956 at Bengaluru. KEPL is engaged, *inter alia,* in the business of cultivating, producing, growing, processing, curing, importing, exporting, dealing in wholesale, dealing in retail and distributing coffee seeds, coffee powder, tea products, beverages, chicory, other preparations from coffee and tea etc., and of purchasing, taking on lease or otherwise acquiring tea, coffee and other plantations or any landed property in India or abroad with a view to developing the resources and turning into account the lands, buildings and in particular by cleaning, draining, fencing, planting, improving, farming, grazing, mining and by promoting immigration, establishing towns, villages and settlements.

Interest of our Promoter

Our Promoter holds 650,000 equity shares constituting 39.39% of the issued and paid up equity share capital of KEPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	16.50	16.50	16.50
Reserves (excluding revaluation reserves) and Surplus	(14.10)	(14.11)	(14.24)
Revenue from Operations and Other Income	19.38	18.72	24.42
Profit/ (Loss) after Tax	0.01	0.12	(1.39)
Basic EPS (in ₹)	0.01	(0.08)	(0.94)
Diluted EPS (in ₹)	0.01	(0.08)	(0.94)
Net asset value per share (in ₹)	1.45	1.45	1.37

B. **Details of Group Companies with negative net worth**

Indian Companies

1. **Coffee Day Resorts (MSM) Private Limited** ("**CDRMPL**")

Corporate Information

CDRMPL was incorporated on February 28, 2008 under the Companies Act, 1956 at Bengaluru. CDRMPL is engaged, *inter alia,* in the business of establishing, conducting, managing and carrying on the business of resorts, restaurants, bars, hotels, lodgings, holiday homes, eating houses, food joints, bakery, confectionary, ice cream and juice parlours, soft drinks, cyber cafes, internet service provider, beverages business, convention centre, corporate training centre and amusement parks.

Interest of our Promoter

Our Promoter holds 9,999 equity shares constituting 99.99% of the issued and paid up equity share capital of CDRMPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	(49.27)	(3.52)	(3.19)
Revenue from Operations and Other Income	0.65	-	-
Profit/ (Loss) after Tax	(45.75)	(0.33)	(0.06)
Basic EPS (in ₹)	(4,575.84)	(33.40)	(5.74)
Diluted EPS (in ₹)	(4,575.84)	(33.40)	(5.74)
Net asset value per share (in ₹)	(4,916.85)	(342.01)	(308.61)

2. Chandrapore Estates Private Limited ("CEPL")

For details in relation to CEPL, see section "Our Group Companies - Details of the five largest Group Companies (based on turnover)" on page 258.

3. Chetan Wood Processing Private Limited ("CWPPL")

Corporate Information

CWPPL was originally incorporated as Chetan Management Services Private Limited on February 26, 1990 under the Companies Act, 1956 at Bengaluru. The name was subsequently changed to Chetan Wood Processing Private Limited and a fresh certificate of incorporation was issued on April 16, 2008 by the RoC. CWPPL is engaged, *inter alia,* in the business of trading as a timber and wood merchant, growing all types of timber in India, importing and exporting all types of timber, and for any use or purpose installing, setting up, purchasing, hiring or otherwise acquiring saw-mills, veneer, ply wood mills, planting, molding, turning mills, making cabinets and all types of furniture, supplying all such articles, importing and exporting thereof to acquire any timber estates in India and elsewhere to carry on the aforesaid business.

Interest of our Promoter

Our Promoter, through SSPL (in which he holds 99.99% of the issued and paid up equity share capital), holds 995,015 equity shares constituting 99.50% of the issued and paid up equity share capital of CWPPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	10	10	10
Reserves (excluding revaluation reserves) and Surplus	(92.51)	(83.93)	(5.79)
Revenue from Operations and Other Income	1.26	1.24	43.87
Profit/ (Loss) after Tax	(8.58)	(26.04)	(30.78)
Basic EPS (in ₹)	(8.58)	(26.04)	(30.78)
Diluted EPS (in ₹)	(8.58)	(26.04)	(30.78)
Net asset value per share (in ₹)	(82.51)	(73.93)	(47.89)

4. Devadarshini Info Technologies Private Limited ("DITPL")

Corporate Information

DITPL was incorporated on April 12, 2001 under the Companies Act, 1956 at Bengaluru. DITPL is engaged, *inter alia,* in the business of manufacturing computer systems, computer peripherals and accessories, computer consumables and other such products, developing and designing software, setting up and running electronic data processing centres, etc.

Interest of our Promoter

Our Promoter holds 1,980,398 equity shares constituting 99.99% of the issued and paid up equity share capital of DITPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	**2013**	**2012**
Equity Capital	19.80	19.80	19.80
Reserves (excluding revaluation reserves) and Surplus	(153.25)	(117.10)	(35.65)
Revenue from Operations and Other Income	Nil	63.46	Nil
Profit/ (Loss) after Tax	(36.15)	(152.75)	(0.99)
Basic EPS (in ₹)	(18.27)	(77.13)	(0.50)
Diluted EPS (in ₹)	(18.27)	(77.13)	(0.50)
Net asset value per share (in ₹)	(67.38)	(49.13)	28.00

5. Gonibedu Coffee Estates Private Limited ("GCEPL")

Corporate Information

GCEPL was originally incorporated as Sivan Securities (Mangalore) Private Limited on March 29, 1996 under the Companies Act, 1956 at Bengaluru. The name was subsequently changed to Gonibedu Coffee Estates Private Limited and a fresh certificate of incorporation was issued by the RoC on February 1, 2012. GCEPL is engaged, *inter alia,* in the business of developing and maintaining estates to cultivate coffee, cardamom, cinchona, rubber, orange, tea and other produce, carrying on as a planter, cultivating vegetables and other produce, preparing, manufacturing and rendering marketable every such produce, selling, disposing off and dealing in such produce, and erecting factories, buildings, plant and machinery for such purposes.

Interest of our Promoter

Our Promoter, through CEPL (in which he holds 50% of the issued and paid up equity share capital), holds 96,895 equity shares constituting 99.99% of the issued and paid up equity share capital of GCEPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	**2013**	**2012**
Equity Capital	0.97	0.97	0.97
Reserves (excluding revaluation reserves) and Surplus	(88.06)	(87.82)	(87.22)
Revenue from Operations and Other Income	Nil	Nil	Nil
Profit/ (Loss) after Tax	(0.24)	(0.60)	(0.67)
Basic EPS (in ₹)	(2.46)	(6.15)	(6.92)
Diluted EPS (in ₹)	(2.46)	(6.15)	(6.92)
Net asset value per share (in ₹)	(898.68)	(896.22)	(890.07)

6. Kathlekhan Estates Private Limited ("KKPL")

For details in relation to KKPL, see section "Our Group Companies - Details of the five largest Group Companies (based on turnover)" on page 258.

7. Kumergode Estates Limited ("KEL")

Corporate Information

KEL was incorporated on June 29, 1951 under the Companies Act, 1913 at Chennai. KEL is engaged, *inter alia,* in the business of cultivating and otherwise developing the Kumergode estate in Mudigeri Taluk, Karnataka, purchasing, leasing, exchanging, hiring or otherwise estates or lands in India and abroad, etc.

Interest of our Promoter

Our Promoter, through GCEPL (in which he holds 99.99% of the issued and paid up equity share capital through his 50% holding of the issued and paid up equity share capital in CEPL) holds 66,108 equity shares constituting 73.45% of the issued and paid up equity share capital of KEL.

KEL was listed on the MSE, which has applied to SEBI for voluntary de-recognition as a stock exchange on May 26, 2014. Consequently, by letter dated December 3, 2014, MSE has informed KEL that it has ceased to be a listed company with MSE, and that it has been placed on the dissemination board of the NSE. NSE has allowed buying and selling of the shares of KEL on the dissemination board with effect from December 1, 2014.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.90	0.90	0.90
Reserves (excluding revaluation reserves) and Surplus	(93.33)	(58.40)	(19.44)
Revenue from Operations and Other Income	10.25	8.93	36.49
Profit/ (Loss) after Tax	(34.93)	(38.97)	(0.16)
Basic EPS (in ₹)	(388.14)	(432.95)	(1.78)
Diluted EPS (in ₹)	(388.14)	(432.95)	(1.78)
Net asset value per share (in ₹)	(1,027.05)	(638.91)	(205.96)

8. Rajagiri and Sankhan Estates Private Limited ("RSEPL")

Corporate Information

RSEPL was incorporated on April 12, 2001 under the Companies Act, 1956 at Bengaluru. RSEPL is engaged, *inter alia,* in the business of cultivating, producing, growing, processing, curing, importing, exporting, dealing in wholesale, dealing in retail and distributing coffee seeds, coffee powder, tea products, beverages, chicory, other preparations from coffee and tea, etc.

Interest of our Promoter

Our Promoter holds 55,000 equity shares constituting 91.67% of the issued and paid up equity share capital of RSEPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.60	0.60	0.60
Reserves (excluding revaluation reserves) and Surplus	(9.34)	(7.40)	(7.12)
Revenue from Operations and Other Income	14.86	11.68	14.64
Profit/ (Loss) after Tax	(1.94)	(0.28)	(0.60)
Basic EPS (in ₹)	(32.41)	(4.62)	(16.29)

Particulars	For the Financial Year		
	2014	2013	2012
Diluted EPS (in ₹)	(32.41)	(4.62)	(16.29)
Net asset value per share (in ₹)	(145.70)	(113.29)	(108.67)

9. Sampigehutty Estate Private Limited ("SEPL")

Corporate Information

SEPL was incorporated on April 12, 2001 under the Companies Act, 1956 at Bengaluru. SEPL is engaged, *inter alia,* in the business of cultivating, producing, growing, processing, curing, importing, exporting, dealing in wholesale, dealing in retail and distributing coffee seeds, coffee powder, tea products, beverages, chicory, other preparations from coffee and tea, etc.

Interest of our Promoter

Our Promoter holds 5,000 equity shares constituting 50% of the issued and paid up equity share capital of SEPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	(27.29)	(29.31)	(25.53)
Revenue from Operations and Other Income	12.64	15.39	32.47
Profit/ (Loss) after Tax	2.02	(3.78)	(0.55)
Basic EPS (in ₹)	202.35	(377.50)	(54.96)
Diluted EPS (in ₹)	202.35	(377.50)	(54.96)
Net asset value per share (in ₹)	(2,718.55)	(2,920.90)	(2,543.40)

10. Sivan Securities Private Limited ("**SSPL**")

Corporate Information

SSPL was incorporated on May 16, 1994 under the Companies Act, 1956 at Bengaluru. SSPL is engaged *inter alia* in the business of shares and stock broking, securities broking, finance and investment broking, sub-broking, underwriting, sub-underwriting, and acting as agent and consultant for purchasing, acquiring, holding, selling investing and otherwise dealing in stocks, shares and securities.

Interest of our Promoter

Our Promoter holds 3,999,810 equity shares constituting 99.99% of the issued and paid up equity share capital of SSPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	40	40	40
Reserves (excluding revaluation reserves) and Surplus	(1,244.51)	(970.12)	(798.71)
Revenue from Operations and Other Income	6.20	13.78	17.83
Profit/ (Loss) after Tax	(274.39)	(171.41)	(160.37)
Basic EPS (in ₹)	(68.60)	(42.85)	(40.09)
Diluted EPS (in ₹)	(68.60)	(42.85)	(40.09)
Net asset value per share (in ₹)	(301.13)	(232.53)	(189.67)

11. **Tanglin Property Developments (Mumbai) Private Limited ("TPDMPL")**

Corporate Information

TPDMPL was incorporated on September 21, 2007 under the Companies Act, 1956 at Bengaluru. TPDMPL is engaged, *inter alia,* in the business of property development, that is to say by purchasing, taking on lease, exchange or otherwise acquiring lands, estates, buildings, hereditaments of any tenure and description and constructing the same into residential houses, apartments, villas, condominiums, commercial establishments, amusement parks, recreational facilities, etc.

Interest of our Promoter

Our Promoter holds 10 equity shares constituting 0.10% of the issued and paid up equity share capital of TPDMPL. Further, our Promoter has promoted CDCPL, which holds 9,980 equity shares constituting 99.80% of the issued and paid up equity share capital of TPDMPL.

Financial Information

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	(75.88)	(22.64)	(15.74)
Revenue from Operations and Other Income	Nil	Nil	Nil
Profit/ (Loss) after Tax	(53.24)	(6.90)	(4.91)
Basic EPS (in ₹)	(5,323.98)	(690.15)	(490.99)
Diluted EPS (in ₹)	(5,323.98)	(690.150)	(490.99)
Net asset value per share (in ₹)	(7,578.04)	(2,254.06)	(1,563.90)

Foreign Company

12. **Vaitarna Holding Private Incorporated ("VHPI")**

Corporate Information

VHPI was incorporated on September 30, 2010 under the Companies Act of Guyana, 1991 in Guyana. VHPI is engaged, *inter alia,* in the business of exporting logs to non-resident customers.

Interest of our Promoter

Our Promoter holds 19.88% of the issued and paid up equity share capital of VTTPL, which holds 100.00% of the issued and paid up equity share capital of VHPI.

Financial

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	309	274	266
Reserves (excluding revaluation reserves) and Surplus	146.02	63.57	Nil
Revenue from Operations and Other Income	101.04	1529.38	Nil
Profit/ (Loss) after Tax	(82.45)	(63.57)	Nil
Basic EPS (in ₹)	(82.45)	(63.57)	Nil
Diluted EPS (in ₹)	(82.45)	(63.57)	Nil
Net asset value per share (in ₹)	(154.29)	(63.57)	Nil

Partnerships

13. **Balaji Plantations**

Information

Balaji Plantations was formed pursuant to a partnership deed dated April 28, 2004 between S.V. Gangaiah Hegde and Vasanthi Hegde. The firm was reconstituted pursuant to a deed of admission and reconstitution of the firm dated December 10, 2008 whereby our Promoter and Malavika Hegde were admitted to the partnership. Balaji Plantations is engaged in the business of owning, purchasing, selling and managing coffee estate and its produce.

Interest of our Promoter

Our Promoter shares in the profits and losses of Balaji Plantations to the extent of 35%.

Financial Information

(in ₹ million)

Particulars	For the Financial Year		
	2014	2013	2012
Capital	10.40	10.40	10.40
Reserves (excluding revaluation reserves) and surplus	16.00	(27.00)	(29.00)
Revenue from Operations and Other Income	32.03	14.34	3.77
Profit/ (Loss) after Tax	10.78	1.79	(1.99)

C. **Details of other Group Companies**

Companies

1. **Coffee Day Bare Foot Resorts Private Limited ("CDBFRPL")**

Corporate Information

CDBFRPL was incorporated on September 21, 2010 under the Companies Act, 1956 at Bengaluru. CDBFRPL is engaged, *inter alia,* in the business of establishing, conducting, managing and carrying on resorts, restaurants, bars, hotels, lodgings, holiday homes, eating houses, food joints, bakery, confectionary, ice cream and juice parlours, soft drinks, cyber cafes, internet service provider, beverages business, convention centre, corporate training centre and amusement parks.

Interest of our Promoter

Our Promoter, through SSPL (in which he holds 99.99% of the issued and paid up equity share capital), holds 9,990 equity shares constituting 99.90% of the issued and paid up equity share capital of CDBFRPL.

2. **Coffee Day Consolidations Private Limited ("CDCPL")**

Corporate Information

CDCPL was originally incorporated as Ittiam Technologies Private Limited on March 13, 2000 under the Companies Act, 1956 at Bengaluru. The name was subsequently changed to Theerthagundi Info Technologies Private Limited and a fresh certificate of incorporation was issued on April 26, 2001 by the RoC. Further, the name was again changed to Coffee Day Consolidations Private Limited and a fresh certificate of incorporation was issued on September 26, 2002 by the RoC. CDCPL is engaged, *inter alia,* in the business of cultivating, producing, growing, processing, curing, importing, exporting, dealing in wholesale, dealing in retail and distributing coffee seeds, coffee powder, tea products, beverages, chicory, other preparations from coffee and tea etc. and of purchasing, taking on lease or otherwise acquiring tea, coffee and other plantations or any landed property in India or abroad with a view to developing the resources and turning into account the lands, buildings and in particular by cleaning, draining, fencing, planting, improving, farming, grazing, mining and by promoting immigration establishing towns, villages and settlements.

Interest of our Promoter

Our Promoter has promoted CDCPL. However, he does not currently hold any shares in CDCPL.

3. Coffee Day Natural Resources Private Limited ("CDNRPL")

Corporate Information

CDNRPL was originally incorporated as Way2Wealth Holdings Company Private Limited on May 19, 2008 under the Companies Act, 1956 at Bengaluru. The name was subsequently changed to Coffee Day Natural Resources Private Limited and a fresh certificate of incorporation was issued by the RoC on August 8, 2011. CDNRPL is engaged, *inter alia,* in the business of processing, extracting and developing all kinds of natural resources and buying, selling, exporting, importing, processing, distributing, trading or otherwise dealing with all kinds of natural products including coal, coal tailings, iron ore, dolomite, limestone, rock phosphate and other related activities.

Interest of our Promoter

Our Promoter holds 1,999,990 equity shares constituting 99.99% of the issued and paid up equity share capital of CDNRPL.

4. Terra-Firma (Solid Waste Management) Chennai Private Limited ("TF Chennai")

Corporate Information

TF Chennai was incorporated on March 5, 2009 under the Companies Act, 1956 at Bengaluru. TF Chennai is engaged, *inter alia,* in the business of manufacturing, exporting and dealing in all kinds and classes of compost, bio-fertilisers, manures, fertilisers, chemicals, pesticides etc. and establishing and running plants for treatment of waste garbage, sludge, debris bricks, refused derived fuel etc.

Interest of our Promoter

Our Promoter has promoted CDCPL, which holds 60,000 equity shares constituting 60% of the issued and paid up equity share capital of TF Chennai. Our Promoter does not currently hold any shares in TF Chennai.

5. Vaitarna Timber Trading Private Limited ("VTTPL")

Corporate Information

VTTPL was originally incorporated as Vaitarna Holding Private Limited on January 30, 1995 under the Companies Act, 1956 at Mumbai. The name was subsequently changed to Vaitarna Timber Trading Private Limited and a fresh certificate of incorporation was issued on February 12, 2011 by the Registrar of Companies, Maharashtra at Mumbai. Further, VTTPL changed its place of registered office from Maharashtra to Karnataka and a certificate of registration of regional director order for change of state was issued on October 26, 2012 by the RoC. VTTPL is engaged, *inter alia,* in the business of wholesale trading of timber, importing and exporting of all types of timber and timber allied products, installing, setting up, constructing, acquiring, etc. of timber/ other allied products factory, machinery, plants, works, etc. and installing, setting up, purchasing, hiring or otherwise acquiring saw-mills, veneer, ply wood mills, planting, molding, turning mills, acting as cabinet makers and makers of all types of furniture.

Interest of our Promoter

Our Promoter holds 993,999 equity shares constituting 19.88% of the issued and paid up equity share capital of VTTPL.

6. Vakrathunda Holding Private Limited ("VHPL")

Corporate Information

VHPL was incorporated on January 23, 2004 under the Companies Act, 1956 at Bengaluru. VHPL is engaged, *inter alia,* in the business of an investment company in underwriting, sub-underwriting, investing in, acquiring, holding, selling, buying or otherwise dealing in securities, financing industrial and/ or commercial enterprises, hire-purchase, trading, leasing etc.

Interest of our Promoter

Our Promoter in his individual capacity holds 15,530 equity shares and through SRPL (in which he holds 99.97% of the issued and paid up equity share capital through SSPL) holds 333,470 equity shares, thus constituting 99.72% of the issued and paid up capital of VHPL.

Partnerships

7. Bhadra Estate

Information

Bhadra Estate was formed pursuant to a partnership deed dated December 7, 2005 between our Promoter and Malavika Hegde. Bhadra Estate is engaged in the business of owning coffee estates and producing coffee, cardamom and pepper and other plantation crops and marketing the produce.

Interest of our Promoter

Our Promoter shares in the profits and losses of Bhadra Estate to the extent of 75%.

8. Chetanahalli 'B' Estate

Information

Chetanahalli 'B' Estate was formed pursuant to a partnership deed dated June 30, 2006 between S.V. Gangaiah Hegde and our Promoter. Chetanahalli 'B' Estate is engaged in the business of owning, purchasing, maintaining coffee and other plantations and raising coffee, cardamom, pepper and other plantation crops and marketing these produce.

Interest of our Promoter

Our Promoter shares in the profits and losses of Chetanahalli 'B' Estate to the extent of 50%.

9. Chetanahalli 'C' Estate

Information

Chetanahalli 'C' Estate was formed pursuant to a partnership deed dated June 29, 2004 between K.G. Vasanthi Hegde and our Promoter. Chetanahalli 'C' Estate is engaged in the business of owning, purchasing, maintaining coffee and other plantations and raising coffee, cardamom, pepper and other plantation crops and marketing these produce.

Interest of our Promoter

Our Promoter shares in the profits and losses of Chetanahalli 'C' Estate to the extent of 50%.

10. Chetanahalli (Kailash Ganga) Estates

Information

Chetanahalli (Kailash Ganga) Estates commenced operations on April 1, 1993 and a partnership deed dated October 19, 1993 was entered into between B.M. Thimmegowda, B.T. Harish and B.T. Ashok. The partnership was reconstituted with our Promoter, Malavika Hegde, S.V. Gangaiah Hegde and Vasanthi Hegde being admitted to the partnership pursuant to a deed dated October 25, 1994. The firm was further reconstituted with B.M. Thimmegowda, B.T. Harish and B.T. Ashok retiring from the partnership pursuant to a deed of retirement and reconstitution of the firm dated March 31, 1995. Chetanahalli (Kailash Ganga) Estates is engaged in the business of owning, purchasing and maintaining coffee and other plantations and raising coffee, cardamom, pepper and other plantation crops and marketing the produce.

Interest of our Promoter

Our Promoter shares in the profits and losses of Chetanahalli (Kailash Ganga) Estates to the extent of 25%.

11. Devadarshini Estates

Information

Devadarshini Estates was formed pursuant to a partnership deed dated April 1, 1988 between S.V. Gangaiah Hegde and our Promoter. Devadarshini Estates is engaged in the business of cultivating coffee, cardamom, pepper etc. extensively and intensively in the Devadarshini Estate situated in Devagode Village, Megunda Hobli, Koppa Taluk, Chikkamagaluru District.

Interest of our Promoter

Our Promoter shares in the profits and losses of Devadarshini Estates to the extent of 50%.

12. Shaban Ramzan

Information

Shaban Ramzan was formed pursuant to a partnership deed dated April 2, 1992 between Haji Aurangzeb, Haji Baber Pasha, a trust named Al Habeeb, S.V. Gangaiah Hegde, our Promoter and Malavika Hegde. The firm was reconstituted with Haji Aurangzeb, Haji Baber Pasha and Al Habeeb retiring from the partnership of the firm with effect from April 1, 1993 as per a deed of retirement and reconstitution of the firm dated September 1, 1993. Shaban Ramzan is engaged in the business of owning, possessing, maintaining plantations and raising coffee, cardamom, pepper, tea and other plantation crops and marketing the produce.

Interest of our Promoter

Our Promoter shares in the profits and losses of Shaban Ramzan to the extent of 50%.

13. Sipani and Co.

Information

Sipani and Co. was formed pursuant to a partnership deed dated March 26, 1961. The firm was reconstituted pursuant to a partnership deed dated November 29, 2003, after which the firm's business was carried on by H.R.T. Saldanha, Cheryl M.P. Saldanha and Sameer J.F. Saldanha. The firm was further reconstituted pursuant to a deed of admission and reconstitution of the firm dated January 27, 2010, whereby our Promoter and Malavika Hegde were admitted to the partnership. The firm was again reconstituted pursuant to a deed of retirement and reconstitution of the firm dated April 26, 2010, whereby three partners retired from the partnership of the firm, leaving our Promoter and Malavika Hegde to be the continuing partners. Sipani and Co. is engaged in the business of owning, purchasing, selling and managing a coffee estate and its produce.

Interest of our Promoter

Our Promoter shares in the profits and losses of Sipani and Co. to the extent of 80%.

14. Vaz Enterprises

Information

Vaz Enterprises was formed pursuant to a partnership deed dated August 20, 1984. The firm was reconstituted pursuant to a partnership deed dated April 2, 1994 between our Promoter, S.V. Gangaiah Hegde and six others. The firm was further reconstituted with the other six partners retiring, leaving our Promoter and S.V. Gangaiah Hegde to be the continuing partners, pursuant to a deed of retirement and reconstitution of the firm dated August 1, 1994. Vaz Enterprises is engaged in the business of producing plantation crops.

Interest of our Promoter

Our Promoter shares in the profits and losses of Vaz Enterprises to the extent of 50%.

Sole proprietorships

15. Bynekhan Estate

Information

Our Promoter purchased the Bynekhan Estate situated at Kolagave Village, Jagara Hobli, Chikkamagaluru Taluk, Chikkamagaluru District pursuant to a sale deed dated March 1, 2010 with its previous owner M. Venkatramaiah. Bynekhan Estate is engaged in the business of coffee cultivation.

Interest of our Promoter

Our Promoter is the sole proprietor of Bynekhan Estate.

16. Chandrapore and Heggoodloo Estates

Information

Our Promoter purchased 80% of undivided interest in the Chandrapore and Heggoodloo Estates. Chandrapore Estate is situated at Chandrapore Village, Gonibeedu Hobli, Mudigere Taluk, Chikkamagaluru District and Heggoodloo Estate is situated at Heggoodloo Village, Banakal Hobli, Mudigere Taluk, Chikkamagaluru District. The Chandrapore and Heggoodloo Estates were purchased pursuant to a sale deed dated March 21, 2007 with their previous owners K.R.R.M. Annamalai and 25 others. Chandrapore and Heggoodloo Estates is engaged in the business of coffee cultivation.

Interest of our Promoter

Our Promoter is the sole proprietor of the portion of the Chandrapore and Heggoodloo Estates purchased by him.

17. Chetanahalli D Estates

Information

Our Promoter acquired the Chetanahalli D Estates situated at Kasaba Hobli, Mudigere Taluk, Chikkamagaluru District pursuant to a partition deed dated March 22, 1971 between S.V. Keshav Hegde, K. Senani, S.V. Gangaiah Hegde and our Promoter. Chetanahalli D Estates is engaged in the business of coffee and paddy cultivation.

Interest of our Promoter

Our Promoter is the sole proprietor of Chetanahalli D Estates.

18. Lalbagh Estate

Information

Our Promoter purchased the Lalbagh Estate situated at Dandubittahara Village, Kasaba Hobli, Narasimharajapura Taluk, Chikkamagaluru District pursuant to a sale deed dated September 12, 2013 with its previous owners C. Muthu, C. Sundaram and C. Mangai. Lalbagh Estate is engaged in the business of coffee cultivation.

Interest of our Promoter

Our Promoter is the sole proprietor of Lalbagh Estate.

19. Sivan & Co.

Information

Sivan & Co. commenced its operations in 1986-87. Sivan & Co. is engaged in the business of buying and selling shares and debentures of various companies.

Interest of our Promoter

Our Promoter is the sole proprietor of Sivan & Co.

Trusts

20. ABC Employees' Welfare Trust ("ABC Employees Trust")

Information

ABC Employees Trust was set up pursuant to a trust deed dated January 1, 2002. The object of the trust is administering the employees stock option plan constituted for the welfare of the employees of CDGL and such other schemes as may be constituted from time to time. The PAN number of the ABC Employees Trust is AAETA4833D.

Interest of our Promoter

Our Promoter is a trustee of the ABC Employees Trust.

21. Shankarkoodige V. Gangaiah Hegde Education Trust ("SVGH Education Trust")

Information

SVGH Education Trust, a charitable trust, was set up pursuant to a trust deed dated January 17, 2003. The objects of the trust, *inter alia*, include establishing, maintaining and managing educational institutes, promoting and encouraging art, music, theatre, visual arts, literature etc., awarding citations, medals, cash grants, material assistance etc. to recognise good public service, providing financial and other assistance to persons requiring medical aid and supporting programs and activities that would improve environmental and ecological conditions. The PAN number of SVGH Education Trust is AADTS6788G.

Interest of our Promoter

Our Promoter is the founder and president/ managing trustee for life of the SVGH Education Trust.

22. Way2Wealth Employees Welfare Trust ("W2W Employees Trust")

Information

W2W Employees Trust was set up pursuant to a trust deed dated April 16, 2008. The object of the trust is furthering the welfare and benefit of the employees and directors of W2W Securities in accordance with the plan, terms and conditions contained in the trust deed. The PAN number of W2W Employees Trust is AAATW1699R.

Interest of our Promoter

Our Promoter is the Chairman of the board of trustees of the W2W Employees Trust.

Nature and Extent of Interest of Group Companies

(a) ***In the promotion of our Company***

None of our Group Companies have any interest in the promotion of our Company.

Except as discussed in the section "Financial Statements" on page 277, none of our Group Companies, Subsidiaries or associate companies have any business interest in our Company.

(b) ***In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with SEBI***

None of our Group Companies is interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus.

(c) ***In transactions for acquisition of land, construction of building and supply of machinery***

Except as stated in the section "Related Party Transactions" on page 275, none of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits among the Group Companies with our Company

Except as stated below, there are no common pursuits between any of our Group Companies and our Company:

1) Coffee Day Bare Foot Resorts Private Limited;

2) Coffee Day Resorts (MSM) Private Limited;

3) Kurkenmutty Estates Private Limited;

4) Sivan Securities Private Limited;

5) Shankar Resources Private Limited;

6) Rajgiri and Sankhan Estates Private Limited;

7) Gonibedu Coffee Estates Private Limited;

8) Kumergode Estates Limited;

9) Sampigehutty Estates Private Limited;

10) Chandrapore Estates Private Limited;

11) Kathlekhan Estates Private Limited;

12) Vakrathunda Holding Private Limited;

13) Coffee Day Consolidations Private Limited;

14) Bhadra Estate;

15) Chetanahalli B Estate;

16) Chetanahalli C Estate;

17) Chetanahalli (Kailash Ganga) Estates;

18) Shaban Ramzan Estates;

19) Vaz Enterprises;

20) Balaji Plantations;

21) Sipani and Co.;

22) Sivan & Co.;

23) Devadarshini Estates;

24) Chetanahalli D Estates;

25) Chandrapore and Heggoodloo Estates;

26) Bynekhan Estate; and

27) Lalbagh Estate

Related Business Transactions within the Group Companies and significance on the financial performance of our Company

For more information, see section "Related Party Transactions" on page 275.

Significant Sale/ Purchase between Group Companies and our Company

None of our Group Companies is involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

Business Interest of Group Companies

We have entered into certain business contracts with our Group Companies. For details, see sections "Our Business" and "Related Party Transactions" on pages 171 and 275, respectively.

Other than as stated above, none of our Group Companies have any business interest in our Company.

Defunct Group Companies

None of our Group Companies remain defunct and no application has been made to the Registrar of Companies for striking off the name of any of our Group Companies during the five years preceding the date of filing of this Draft Red Herring Prospectus with SEBI. Further, none of our Group Companies fall under the definition of sick companies under SICA and none of them is under winding up.

Loss making Group Companies

The following tables set forth the details of our Group Companies which have incurred loss in the last Financial Year and profit/ (loss) made by them in the last three Financial Years:

Sr. No.	Name of the entity	Profit/ (Loss) (Amount in ₹ million)		
		For the Financial Year		
		2014	2013	2012
1.	Chandrapore Estates Private Limited	(24.20)	4.85	2.06
2.	Chetan Wood Processing Private Limited	(8.58)	(26.04)	(30.78)
3.	Coffee Day Bare Foot Resorts Private Limited	(0.40)	(0.02)	(0.02)
4.	Coffee Day Natural Resources Private Limited	(14.08)	(13.68)	(1.13)
5.	Coffee Day Resorts (MSM) Private Limited	(45.75)	(0.33)	(0.06)
6.	Coffee Day Consolidations Private Limited	(0.07)	(0.32)	(0.09)
7.	Dark Forest Furniture Company Private Limited	(4.98)	(32.65)	(10.30)
8.	Devadarshini Info Technologies Private Limited	(36.15)	(152.75)	(0.99)
9.	Gonibedu Coffee Estates Private Limited	(0.24)	(0.60)	(0.67)
10.	Kumergode Estates Limited	(34.93)	(38.97)	(0.16)
11.	Rajagiri and Sankhan Estates Private Limited	(1.94)	(0.28)	(0.60)
12.	Sivan Securities Private Limited	(274.39)	(171.41)	(160.37)
13.	Tanglin Property Developments (Mumbai) Private Limited	(53.24)	(6.90)	(4.91)
14.	Terra-Firma (Solid Waste Management) Chennai Private Limited	(0.94)	(0.93)	(1.16)
15.	Vaitarna Timber Trading Private Limited	(4.79)	(0.96)	(0.33)

Sr. No.	Name of the entity	Profit/ (Loss) (Amount in ₹ million)		
		For the Financial Year		
		2014	2013	2012
16.	Vakrathunda Holding Private Limited	(0.05)	(0.04)	(0.11)

None of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies have made any public or rights issue of securities in the preceding three years. KEL was listed on the MSE, which has applied to SEBI for voluntary de-recognition as a stock exchange on May 26, 2014. Consequently, by letter dated December 3, 2014, MSE has informed KEL that it has ceased to be a listed company with MSE, and that it has been placed on the dissemination board of the NSE. NSE has allowed buying and selling of the shares of KEL on the dissemination board with effect from December 1, 2014.

None of the Group Companies have been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

None of the Group Companies have been identified as wilful defaulters by the RBI or other authorities**.**

Litigation

For details relating to the legal proceedings involving the Group Companies, see section "Outstanding Litigations and Material Developments" on page 395.

RELATED PARTY TRANSACTIONS

For details of the related party disclosures, as per the requirements under Accounting Standard 18 '*Related Party Disclosures'* issued by the Institute of Chartered Accountants in India and as reported in the Restated Financial Information of our Company and the Restated Consolidated Financial Information of CDGL, see section "Financial Statements" on page 277.

DIVIDEND POLICY

The declaration and payment of dividends, if any will be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, the future expansion plans and capital requirements, profit earned during the financial year, liquidity and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, see section "Financial Indebtedness" on page 278. Our Company has no formal dividend policy. Our Company has not declared any dividends during the last five fiscal years.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

AUDITORS REPORT

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B S R & Co. LLP

Chartered Accountants

Maruthi Info-Tech Centre
11-12/1 Inner Ring Road
Koramangala
Bangalore 560 071 India

Telephone: + 91 80 3980 6000
Fax: + 91 80 3980 6999

EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Coffee Day Enterprises Limited,
(formerly known as Coffee Day Enterprises Private Limited)
23/2, Coffee Day Square,
Vittal Mallya Road,
Bangalore - 560 001

Dear Sirs

1) We have examined the attached Restated Consolidated Financial Information of Coffee Day Enterprises Limited (the 'Company') *(formerly known as Coffee Day Enterprises Private Limited)*, along with its subsidiaries, associates and joint ventures (collectively referred to as the 'Group') as set out in clause 3(v) of Annexure IV of the Restated Consolidated Financial Information as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014, together with the annexures and notes thereto, as approved by the Board of Directors of the Company, prepared in terms of the requirements of Section 26 of the Companies Act, 2013 (the 'Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the extent applicable, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the Guidance note on "Reports in Company's Prospectus (Revised)" issued by the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable ('Guidance Note') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 10 April 2015 in connection with the proposed initial public offering of equity shares of the Company.

2) The above Restated Consolidated Financial Information has been extracted by the Management from the Company's consolidated audited financial statements as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014.

3) The financial statement of the Company included in the Company's consolidated audited financial statements as at and for the financial years ended 31 March 2011, 2012, 2012 and 2013 were audited by, Deloitte Haskins & Sells, other firm of Chartered Accountants, whose reports have been furnished to us and accordingly relied upon by us.

4) The financial statements of certain subsidiaries, associates and joint ventures (as applicable) included in the Company's consolidated audited financial statements as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 were audited by other firm of Chartered Accountants as set out in appendix I to this examination report, whose reports have been furnished to us and accordingly relied upon by us. Further, the financial statements of certain associates as set out in Appendix II to this examination report are not audited by any auditors.

5) In accordance with the requirements of Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note and the terms of our engagement agreed with you, we further report that:

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:
1st Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalakshmi
Mumbai - 400 011

a) The restated consolidated summary statement of assets and liabilities of the Group as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 examined by us, as set out in Annexure I to this report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making adjustments and regroupings as in our opinion were appropriate and more fully described in Statement of adjustments to consolidated audited financial statements under Indian GAAP enclosed as Annexure VI to this examination report.

b) The restated consolidated summary statement of profit and loss of the Group, and the restated consolidated summary statement of cash flows of the Group for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014, as set out in Annexure II and III, respectively, to this report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making adjustments and regroupings as in our opinion were appropriate and more fully described in Statement of adjustments to consolidated audited financial statements under Indian GAAP enclosed as Annexure VI to this examination report.

c) Based on the above, the Restated Consolidated Financial Information:

   i. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting years / period based on the policies adopted by the Group as at 31 December 2014;

   ii. have been made after incorporating adjustments for the prior period and other material amounts in the respective financial years to which they relate;

   iii. do not contain any extra-ordinary items that need to be disclosed separately in the accounts and do not contain any qualifications requiring adjustments.

   iv. Other remarks/comments in the Companies (Auditors Report) Order, 2003, as amended, issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956 on the financial statements of the Company and its subsidiaries, associates and joint ventures as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 which do not require any corrective adjustment in the Restated Consolidated Financial Information are mentioned in Clause G: Non-adjusting items under Annexure VI.

d) We have also examined the following other financial information of the Group set out in Annexures prepared by the Management and approved by the Board of Directors of the Company as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014:

   i) Statement of adjustments to consolidated audited financial statements, included in Annexure VI

   ii) Restated consolidated statement of secured and unsecured long-term borrowings, included in Annexure VII A

   iii) Restated consolidated statement of secured and unsecured short-term borrowings, included in Annexure VII B

   iv) Restated statement of principal terms of secured borrowings outstanding as at 31 December 2014, included in Annexure VII C

   v) Restated consolidated statement of trade receivables, included in Annexure VIII

vi) Restated consolidated statement of long-term loans and advances, included in Annexure IX A

vii) Restated consolidated statement of short-term loans and advances, included in Annexure IX B

viii) Restated consolidated statement of non-current investments, included in Annexure X-A

ix) Restated consolidated statement of current investments, included in Annexure X-B

x) Restated consolidated statement of other income, included in Annexure XI

xi) Restated consolidated statement of contingent liabilities, included in Annexure XII

xii) Restated consolidated statement of accounting ratios, included in Annexure XIII

xiii) Restated statement of dividends, included in Annexure XIV

xiv) Restated capitalisation statement, included in Annexure XV

6) In our opinion, the above financial information contained in Annexures I to XV accompanying this report read along with the Basis of preparation and significant accounting policies (Refer Annexure IV) and Statement of adjustments to consolidated audited financial statements (Refer Annexure VI) are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by ICAI, as amended from time to time; and in terms of our engagement agreed with you.

7) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as an opinion on any of the consolidated financial statements referred to herein.

8) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9) Our report is intended solely for use of the management for inclusion in the offer document in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

for **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Supreet Sachdev
Partner
Membership No.: 205385

Bangalore
Date: 12 May 2015

Appendix I: The Restated Consolidated Financial Information, have been prepared by the Company's Management from the audited financial statements of the Company along with its subsidiaries, associates and joint ventures as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 which were audited by the other firm of Chartered Accountants as set out below:

Name of the Subsidiary /Associate/ Joint venture	Year ended / Period ended (YE / PE)	Total Gross assets as included in consolidated financial information (Rs. millions)	Net movement in cash and cash equivalents included in consolidated financial information (Rs. millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (Rs. millions)	Name of the auditors
WHOLLY OWNED SUBSIDIARIES					
Coffee Day Global Limited (refer note 1)	YE 31 March 2010	11,663.68	(1,334.82)	6,136.27	B S R and Co*
	YE 31 March 2011	14,829.20	457.61	9,538.11	B S R and Co*
	YE 31 March 2012	14,895.40	707.68	10,326.14	B S R R & Co*
	YE 31 March 2013	14,497.87	(395.25)	11,075.60	B S R R & Co*
	YE 31 March 2014	14,983.77	(18.83)	11,435.02	B S R R & Co*
Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)	YE 31 March 2010	11,325.58	9,575.58	4.55	Sundaresh & Co
	YE 31 March 2011	1,324.14	(9,560.77)	46.21	Deloitte Haskins & Sells
	YE 31 March 2012	3,447.12	(11.53)	59.93	
	YE 31 March 2013	8,326.51	(0.69)	64.51	
Tanglin Developments Limited	YE 31 March 2010	6,309.34	284.76	369.36	Sundaresh & Co.
	YE 31 March 2011	10,703.45	(286.04)	447.89	
	YE 31 March 2012	7,311.33	(11.65)	586.74	
	YE 31 March 2013	9,168.51	498.57	706.83	
	YE 31 March 2014	10,991.72	648.01	752.48	
	PE 31 December 2014	10,316.59	(706.65)	669.11	
Coffee Day Hotels And Resorts Private Limited	YE 31 March 2011	1,469.00	1.83	-	Chandrasekhar Kote & Co.
	YE 31 March 2012	768.86	1.43	84.03	
	YE 31 March 2013	1,119.85	0.51	93.43	
	YE 31 March 2014	917.99	(0.36)	97.86	
	PE 31 December 2014	2,172.89	0.93	87.94	
Coffee Day Trading Limited	YE 31 March 2010	773.35	0.94	-	Sundaresh & Co.
	YE 31 March 2011	485.80	14.89	-	
	YE 31 March 2012	510.17	1.55	-	
	YE 31 March 2013	351.16	(16.23)	-	
	YE 31 March 2014	369.87	0.47	-	
	PE 31 December 2014	364.73	2.53	-	

Appendix I: The Restated Consolidated Financial Information, have been prepared by the Company's Management from the audited financial statements of the Company along with its subsidiaries, associates and joint ventures as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 which were audited by the other firm of Chartered Accountants as set out below:

Name of the Subsidiary /Associate/ Joint venture	Year ended / Period ended (YE / PE)	Total Gross assets as included in consolidated financial information (Rs. millions)	Net movement in cash and cash equivalents included in consolidated financial information (Rs. millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (Rs. millions)	Name of the auditors
STEP-DOWN SUBSIDIARIES					
Way2Wealth Securities Private Limited	YE 31 March 2010	279.37	10.32	52.78	Sundaresh & Co
	YE 31 March 2011	333.76	(8.53)	52.25	
	YE 31 March 2012	265.32	3.02	77.03	
	YE 31 March 2013	264.16	0.87	55.61	
	YE 31 March 2014	225.80	(0.12)	73.24	
	PE 31 December 2014	244.95	(0.04)	135.01	
Mandi2Market Traders Private Limited (Erstwhile Way2wealth Institutional Broking Private Limited, erstwhile Way2wealth Insurance Broking Private Limited)	YE 31 March 2010	6.05	0.25	0.06	Sundaresha & Associates
	YE 31 March 2011	0.38	0.04	0.06	
	YE 31 March 2012	5.60	5.17	0.55	
	YE 31 March 2013	48.90	(5.19)	114.22	
	YE 31 March 2014	18.19	4.04	480.80	
	PE 31 December 2014	9.56	(4.06)	19.21	
Way2wealth Distributors Private Limited	YE 31 March 2010	2.74	0.78	3.02	Sundaresha & Associates
	YE 31 March 2011	2.00	(0.66)	0.70	
	YE 31 March 2012	2.84	(0.05)	1.21	
	YE 31 March 2013	2.48	0.58	1.09	
	YE 31 March 2014	2.09	(0.43)	0.59	
	PE 31 December 2014	1.88	0.01	0.00	
Way2wealth Capital Private Limited	YE 31 March 2010	22.78	5.71	0.14	Sundaresha & Associates
	YE 31 March 2011	114.37	(2.89)	9.69	
	YE 31 March 2012	168.13	(2.23)	20.49	
	YE 31 March 2013	129.47	1.49	24.46	
	YE 31 March 2014	176.19	5.76	19.51	
	PE 31 December 2014	128.78	6.79	16.14	
Way2wealth Realty Advisors Private Limited	YE 31 March 2011	4.95	0.53	8.75	Sundaresha & Associates
	YE 31 March 2012	2.50	(0.22)	2.85	
	YE 31 March 2013	1.88	(0.09)	2.23	
	YE 31 March 2014	1.49	(0.00)	3.28	
	PE 31 December 2014	1.47	(0.04)	0.68	

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Name of the Subsidiary /Associate/ Joint venture	Year ended / Period ended (YE / PE)	Total Gross assets as included in consolidated financial information (Rs. millions)	Net movement in cash and cash equivalents included in consolidated financial information (Rs. millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (Rs. millions)	Name of the auditors
Way2wealth Brokers Private Limited	YE 31 March 2011	798.02	124.67	-	Sundaresha & Associates
	YE 31 March 2012	1,106.41	510.69	349.11	
	YE 31 March 2013	996.74	(252.25)	583.17	
	YE 31 March 2014	1,063.83	23.17	629.64	
	PE 31 December 2014	1,124.99	48.96	546.14	
Way2wealth Insurance Brokers Private Limited(Total Insurance Brokers Private Limited)	YE 31 March 2011	-	-	-	Sundaresha & Associates
	YE 31 March 2012	11.71	1.13	-	
	YE 31 March 2013	12.29	(0.71)	8.21	
	YE 31 March 2014	10.30	0.78	12.35	
	PE 31 December 2014	10.75	(0.63)	9.68	
Alphagrep Securities Private Limited(erstwhile Way2Wealth Illuminati Securities Private Limited)	YE 31 March 2011	2.75	0.27	-	Sundaresha & Associates
	YE 31 March 2012	7.64	(0.22)	6.45	
	YE 31 March 2013	12.59	0.79	106.83	
	YE 31 March 2014	15.69	1.12	251.19	
	PE 31 December 2014	53.58	5.94	381.46	
Way2Wealth Commodities Private Limited	YE 31 March 2011	135.13	73.80	-	Sundaresha & Associates
	YE 31 March 2012	166.54	24.79	127.73	
	YE 31 March 2013	110.07	(62.66)	104.28	
	YE 31 March 2014	190.21	(2.94)	105.52	
	PE 31 December 2014	236.43	36.90	144.01	
Techno Shares & Stocks Limited	YE 31 March 2012	405.54	232.61	-	Valia & Timbadia
	YE 31 March 2013	439.20	19.71	129.94	
	YE 31 March 2014	375.85	(32.08)	104.43	
	PE 31 December 2014	428.43	(199.94)	132.78	
Way2Wealth Illuminati Pte. Ltd.	YE 31 March 2013	34.18	4.77	0.42	MGI N Rajan Associates
	YE 31 March 2014	90.16	(1.11)	33.03	
	PE 31 December 2014	167.57	10.21	18.78	
Techno Commodity Broking Private Limited	YE 31 March 2012	63.15	30.56	-	Valia & Timbadia
	YE 31 March 2013	78.75	5.68	7.20	
	YE 31 March 2014	48.20	(24.06)	4.03	
	PE 31 December 2014	52.88	(12.04)	-	

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Name of the Subsidiary /Associate/ Joint venture	Year ended / Period ended (YE / PE)	Total Gross assets as included in consolidated financial information (Rs. millions)	Net movement in cash and cash equivalents included in consolidated financial information (Rs. millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (Rs. millions)	Name of the auditors
Sical Logistics Limited (refer note 1)	YE 31 March 2012	13,423.09	439.77	3,783.90	CNGSN & Associates
	YE 31 March 2013	15,510.56	(240.27)	7,604.81	
	YE 31 March 2014	15,935.29	(15.50)	8,419.65	
	PE 31 December 2014	17,272.98	153.94	6,315.74	
Tanglin Retail Reality Developments Private Limited	YE 31 March 2010	269.97	0.01	-	Sundaresha & Associates
	YE 31 March 2011	2,950.10	1.91	-	
	YE 31 March 2012	1,275.97	479.60	-	
	YE 31 March 2013	656.32	(481.15)	-	
	YE 31 March 2014	670.35	(0.58)	-	
	PE 31 December 2014	854.23	545.42		
Girividyuth India Limited	YE 31 March 2010	4.06	-	-	Sundaresha & Associates
	YE 31 March 2011	4.14	0.01	-	
	YE 31 March 2012	3.64	(0.00)	-	
	YE 31 March 2013	3.64	(0.00)	-	
	YE 31 March 2014	3.64	-	-	
	PE 31 December 2014	3.57	-		
Wilderness Resorts Private Limited	YE 31 March 2011	35.83	0.63	-	Chandrasekhar Kote & Co.
	YE 31 March 2012	32.29	0.07	-	
	YE 31 March 2013	32.97	(0.42)	-	
	YE 31 March 2014	33.24	(0.11)	-	
	PE 31 December 2014	34.11	0.88	-	
Karnataka Wildlife Resorts Private Limited	YE 31 March 2011	107.30	0.36	-	Chandrasekhar Kote & Co.
	YE 31 March 2012	805.84	6.47	3.84	
	YE 31 March 2013	335.00	(4.89)	34.51	
	YE 31 March 2014	1,860.86	(0.48)	52.22	
	PE 31 December 2014	1,292.25	1.81	49.30	
Magnasoft Consulting India Private Limited	YE 31 March 2010	114.60	0.09	105.57	Sundaresha & Associates
	YE 31 March 2011	162.83	8.28	124.75	
	YE 31 March 2012	204.90	(6.56)	167.17	
	YE 31 March 2013	227.95	(1.13)	214.69	
	YE 31 March 2014	230.95	(0.43)	230.08	
	PE 31 December 2014	264.24	(0.22)	164.72	

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Name of the Subsidiary /Associate/ Joint venture	Year ended / Period ended (YE / PE)	Total Gross assets as included in consolidated financial information (Rs. millions)	Net movement in cash and cash equivalents included in consolidated financial information (Rs. millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (Rs. millions)	Name of the auditors
Magnasoft Europe Limited	YE 31 March 2010	0.25	(0.01)	0.15	BBK Partnership
	YE 31 March 2011	0.20	(0.06)	-	
	YE 31 March 2012	0.22	0.00	-	
	YE 31 March 2013	0.22	0.00	-	
	YE 31 March 2014	0.49	0.01	0.15	
	PE 31 December 2014	0.47	(0.01)		
Magnasoft Spatial Services Inc.	YE 31 March 2010	23.05	(0.95)	28.66	P&G Associates
	YE 31 March 2011	17.98	0.25	15.65	
	YE 31 March 2012	29.25	0.83	31.37	
	YE 31 March 2013	26.78	2.70	26.42	
	YE 31 March 2014	41.60	3.31	34.10	
	PE 31 December 2014	36.99	(6.48)	62.70	
Alphagrep Holding HK Ltd	PE 31 December 2014	0.76	-	-	Charles H.C. Cheung & CPA Limited
ASSOCIATES**					
Ittiam Systems Private Limited (refer note 1)	YE 31 March 2013	5.77	-	-	S. R. Batliboi & Co.LLP
	YE 31 March 2014	15.53	-	-	
	PE 31 December 2014	37.39	-	-	Pootheri & Co
Global Edge Software Private Limited (refer note 1).	YE 31 March 2010	4.20	-	-	B.K.Ramadhyani & Company
	YE 31 March 2011	4.75	-	-	
	YE 31 March 2012	12.64	-	-	
	YE 31 March 2013	25.88	-	-	
	YE 31 March 2014	13.96	-	-	
	PE 31 December 2014	3.09	-	-	
Mindtree Limited (refer note 1)	YE 31 March 2010	87.36	-	-	B S R & Associates*
Way2wealth Brokers Private Limited	YE 31 March 2010	0.90	-	-	Sundaresha & Associates

Appendix 1: The Restated Consolidated Financial Information, have been prepared by the Company's Management from the audited financial statements of the Company along with its subsidiaries, associates and joint ventures as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 which were audited by the other firm of Chartered Accountants as set out below:

Name of the Subsidiary /Associate/ Joint venture	Year ended / Period ended (YE / PE)	Total Gross assets as included in consolidated financial information (Rs. millions)	Net movement in cash and cash equivalents included in consolidated financial information (Rs. millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (Rs. millions)	Name of the auditors
JOINT VENTURES					
Alphagrep Technologies Ltd	PE 31 December 2014	-	-	-	Charles H.C. Cheung & CPA Limited
Alphagrep HK Ltd	PE 31 December 2014	4.52	0.07	-	Charles H.C. Cheung & CPA Limited
Alphagrep Trading Ltd	PE 31 December 2014	0.04	0.04	-	Charles H.C. Cheung & CPA Limited

* B S R and Co , B S R R & Co and B S R & Associates are member entities of B S R & Affiliates, a network, registered with the Institute of Chartered Accountants of India.

** Represents Company's share in movement in net assets of these associates.

Note 1: The amounts considered are taken from the consolidated financial statements of the entities.

B S R & Co. LLP

Appendix II: The financial statements of certain associates as set out below are not audited by any auditors.

Name of the Associates*	Year ended / Period ended (YE / PE)	Total Gross assets as included in consolidated financial information (Rs. millions)	Net movement in cash and cash equivalents included in consolidated financial information (Rs. millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (Rs. millions)
Ittiam Systems Europe	YE 31 March 2013	12.98	-	-
	YE 31 March 2014	(13.58)	-	-
	PE 31 December 2014	(0.45)	-	-
Ittiam Systems Pte. Ltd.	PE 31 December 2014	(6.27)	-	-
Ittiam Media Labs Pvt. Ltd.	PE 31 December 2014	(0.47)	-	-
Global Edge USA Inc	YE 31 March 2012	1.47	-	-
	PE 31 December 2014	1.92	-	-

* Represents Company's share in movement in net assets of these associates

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - I

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
EQUITY AND LIABILITIES							
A. Shareholders' funds							
Share capital	Note 1 of Annexure V	154.33	154.33	154.33	158.86	158.86	158.86
Reserves and surplus	Note 2 of Annexure V	6,692.66	6,101.34	6,023.21	6,339.13	5,401.07	4,487.46
		6,846.99	**6,255.67**	**6,177.54**	**6,497.99**	**5,559.93**	**4,646.32**
B. Minority interest		2,911.71	2,645.10	6,340.69	4,882.86	4,979.99	5,077.32
C. Non-current liabilities							
Long-term borrowings	Annexure VIIA & VIIC	16,029.60	14,525.99	23,115.89	23,905.10	33,264.84	31,879.56
Deferred tax liabilities, net	Note 3 of Annexure V	106.93	64.39	231.18	300.38	268.41	260.73
Other long-term liabilities	Note 4 of Annexure V	1,193.77	1,705.64	1,490.98	1,750.23	1,799.64	1,918.51
Long-term provisions	Note 5 of Annexure V	0.58	13.75	547.79	324.86	424.83	462.33
		17,330.88	**16,309.77**	**25,385.84**	**26,280.57**	**35,757.72**	**34,521.13**
D. Current liabilities							
Short-term borrowings	Annexure VIIB and VIIC	1,387.88	5,314.24	2,709.28	4,565.37	2,513.62	4,913.91
Trade payables	Note 6 of Annexure V	650.70	727.96	1,486.67	1,368.41	1,589.12	1,311.76
Other current liabilities	Note 7 of Annexure V	1,717.37	2,298.51	2,960.42	8,778.36	6,439.98	8,646.26
Short-term provisions	Note 8 of Annexure V	56.63	105.16	149.95	158.17	102.72	293.89
		3,812.58	**8,445.87**	**7,306.32**	**14,870.31**	**10,645.44**	**15,165.82**
E. Total (E= A + B+ C+D)		**30,902.16**	**33,656.41**	**45,210.39**	**52,531.73**	**56,943.08**	**59,410.59**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - I

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
ASSETS							
F. Non-current assets							
Goodwill on consolidation		440.36	883.64	1,309.26	4,960.52	4,917.74	5,099.12
Fixed assets							
- Tangible assets	Note 19 of Annexure V	6,717.01	9,124.65	15,913.34	18,329.96	19,422.28	19,443.62
- Intangible assets	Note 19 of Annexure V	17.97	36.46	591.42	574.84	528.45	495.70
- Capital work in progress		792.08	680.65	6,325.37	7,493.47	8,410.24	9,546.14
		7,967.42	**10,725.40**	**24,139.39**	**31,358.79**	**33,278.71**	**34,584.58**
Non-current investments	Annexure X-A	716.64	1,083.67	3,271.84	3,792.58	4,292.58	5,005.57
Deferred tax assets, net	Note 9 of Annexure V	-	0.50	11.47	11.88	15.19	25.26
Long-term loans and advances	Annexure IX - A	5,293.48	5,132.14	5,162.09	5,340.98	5,443.47	4,854.56
Other non-current assets	Note 10 of Annexure V	67.66	1,879.91	352.76	1,257.74	1,257.24	1,293.05
		6,077.78	**8,096.22**	**8,798.16**	**10,403.18**	**11,008.48**	**11,178.44**
G. Current assets							
Current investments	Annexure X- B	-	7.01	15.03	16.14	12.42	30.10
Inventories	Note 11 of Annexure V	1,275.21	1,477.95	1,588.10	1,615.08	1,754.41	1,407.32
Trade receivables	Annexure VIII	818.20	1,497.03	2,618.72	3,125.56	2,798.47	3,456.56
Cash and bank balances	Note 12 of Annexure V	13,769.18	10,119.12	5,672.43	3,464.96	5,212.14	6,758.15
Short-term loans and advances	Annexure IX - B	963.60	1,527.85	2,186.01	2,319.93	2,437.44	1,467.52
Other current assets	Note 13 of Annexure V	30.77	205.83	192.55	228.09	441.01	527.92
		16,856.96	**14,834.79**	**12,272.84**	**10,769.76**	**12,655.89**	**13,647.57**
H. Total (H = F + G)		**30,902.16**	**33,656.41**	**45,210.39**	**52,531.73**	**56,943.08**	**59,410.59**

Note:

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - II

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs. in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	For the year ended 31 March					For the period from 1 April 2014 to 31 December
		2010	2011	2012	2013	2014	2014
INCOME :							
Revenue from operations	Note 14 of Annexure V	6,700.53	10,244.04	15,628.55	20,958.48	22,819.31	17,597.59
Other income	Annexure XI	241.66	725.15	710.16	532.96	708.40	488.86
Total income		**6,942.19**	**10,969.19**	**16,338.71**	**21,491.44**	**23,527.71**	**18,086.45**
EXPENSES :							
Cost of material consumed	Note 15(a) of Annexure V	2,857.71	5,998.35	6,124.28	5,976.00	5,893.39	4,082.00
Cost of integrated logistic services	Note 15(b) of Annexure V	-	-	3,088.66	6,024.23	6,891.13	5,293.31
Cost of traded commodities sold		-	-	-	112.17	473.64	19.78
Changes in inventories of finished goods and work-in-progress	Note 15(c) of Annexure V	310.08	(194.46)	47.95	79.64	(147.30)	58.89
Employee benefits	Note 16 of Annexure V	573.35	923.75	1,602.74	2,045.05	2,263.30	1,849.84
Finance costs	Note 17 of Annexure V	1,079.14	918.21	1,234.60	2,103.74	2,777.89	2,483.25
Depreciation and amortisation expense	Note 19 of Annexure V	743.02	980.89	1,471.63	2,026.42	2,485.44	1,967.07
Other expenses	Note 18 of Annexure V	1,760.62	2,193.16	2,896.80	3,762.04	4,306.10	3,685.33
Total expenses		**7,323.92**	**10,819.90**	**16,466.66**	**22,129.29**	**24,943.59**	**19,439.47**
Net profit / (loss) before tax		**(381.73)**	**149.29**	**(127.95)**	**(637.85)**	**(1,415.88)**	**(1,353.02)**
Less: Provision for tax							
a) Current tax / Minimum Alternate Tax (MAT)		76.05	128.83	86.85	92.71	69.42	95.18
b) MAT Credit		(0.85)	(1.30)	(67.93)	(59.90)	(69.00)	(37.28)
c) Deferred tax charge/ (credit)		(99.49)	(44.59)	28.92	68.24	(35.27)	(15.80)
Total provision for tax		**(24.29)**	**82.94**	**47.84**	**101.05**	**(34.85)**	**42.10**
Net profit/(loss) after tax, as restated, before minority interest and profit from associates		**(357.44)**	**66.35**	**(175.79)**	**(738.90)**	**(1,381.03)**	**(1,395.12)**
Less: Minority share in (profit) / loss		(10.26)	29.21	(26.92)	(73.55)	(137.05)	(50.68)
Add: Share in profit / (loss) of associates		92.45	79.48	395.66	598.40	747.80	693.46
Net profit / (loss) as restated		**(275.25)**	**175.04**	**192.95**	**(214.05)**	**(770.28)**	**(752.34)**

Note :
The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

Coffee Day Enterprises Private Limited ***(formerly known as Coffee Day Resorts Private Limited)***

ANNEXURE - III

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Cash flow from operating activities						
Profit / (loss) before tax	**(381.73)**	**149.29**	**(127.95)**	**(637.85)**	**(1,415.88)**	**(1,353.02)**
Adjustments:						
Depreciation	743.02	980.89	1,471.63	2,026.42	2,485.44	1,967.07
Dividend	(1.04)	(1.26)	(12.25)	(21.54)	(11.35)	(6.61)
Interest expense	1,079.14	918.21	1,234.60	2,103.74	2,777.89	2,483.25
Interest income	(178.71)	(625.38)	(601.67)	(379.10)	(328.13)	(312.89)
(Profit)/ Loss on sale of fixed assets	15.82	6.72	27.93	28.90	18.29	41.37
Operating profit / (loss) before working capital changes	**1,276.50**	**1,428.47**	**1,992.29**	**3,120.57**	**3,526.26**	**2,819.17**
(Increase)/decrease in inventories	(151.04)	(200.47)	3.44	(26.98)	(139.33)	347.09
(Increase)/decrease in trade receivables	(139.25)	(677.03)	595.13	(506.84)	327.09	(658.09)
(Increase)/ decrease in other current/ non- current assets	29.45	818.78	(118.80)	(42.89)	(265.17)	(54.75)
(Increase) in long term / short term loans and advances	503.07	(709.39)	1,127.70	(309.91)	(358.49)	1,370.26
Increase/(decrease) in trade payables	642.68	61.10	(1,616.73)	(118.26)	220.71	(277.36)
Increase/(decrease) in other current / non current liabilities	(144.68)	849.18	467.51	487.81	205.01	(9.80)
Increase/(decrease) in long term and short term provisions	(25.54)	15.42	41.66	12.49	(14.27)	20.52
Cash generated from / (used in) operations	1,991.19	1,586.06	2,492.20	2,615.99	3,501.81	3,557.04
Income taxes paid (net)	(78.48)	(228.43)	(85.66)	(466.31)	(170.66)	(173.26)
Net cash generated from / (used in) operating activities [A]	1,912.71	1,357.63	2,406.54	2,149.68	3,331.15	3,383.78
Cash flow from investing activities						
(Purchase) of fixed assets	(1,719.50)	(2,978.79)	(4,888.67)	(5,123.28)	(3,241.19)	(2,788.04)
Proceeds from sale of fixed assets	4.60	1.43	47.25	16.18	31.09	140.91
(Investment in) / sale of subsidiaries, associates and joint ventures	(1,930.05)	(1,447.11)	(3,045.07)	(5,570.01)	119.64	(307.25)
(Investment in) / Withdrawal of fixed deposits	(2,179.80)	(7,292.19)	8,580.87	405.48	(1,127.04)	(1,577.90)
Interest received	161.77	604.40	581.18	385.80	368.22	276.24
Dividends received	3.69	9.87	22.18	43.18	150.59	153.90
Net cash generated from/(used in) investing activities [B]	(5,659.29)	(11,102.39)	1,297.74	(9,842.65)	(3,698.69)	(4,102.14)

Coffee Day Enterprises Private Limited ***(formerly known as Coffee Day Resorts Private Limited)***

ANNEXURE - III

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

PARTICULARS	**For the year ended 31 March**					**For the period from 1 April to 31 December**
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Cash flow from financing activities						
Issue of share capital	4,914.18	-	32.91	1,012.71	-	-
Proceeds from / (repayment of) long term and short term borrowings	8,090.96	1,524.33	(717.68)	7,994.70	3,623.16	3,140.45
Preference dividend paid (including dividend distribution tax)	(109.15)	(0.01)	(138.37)	(27.59)	(28.90)	-
Interest paid	(1,068.10)	(848.21)	(1,306.79)	(1,983.84)	(2,724.19)	(2,285.78)
Net cash (used in)/ provided by financing activities [C]	11,827.89	676.11	(2,129.93)	6,995.98	870.07	854.67
Net increase / (decrease) in cash and cash equivalents [A+B+C]	8,081.31	(9,068.65)	1,574.35	(696.99)	502.53	136.31
Cash and cash equivalents at the beginning of the year	1,366.53	9,770.36	706.78	2,980.27	2,283.28	2,785.81
Cash and cash equivalents acquired during the year	322.52	5.07	699.14	-	-	-
Cash and cash equivalents at the end of the year	**9,770.36**	**706.78**	**2,980.27**	**2,283.28**	**2,785.81**	**2,922.12**

Components of cash and cash equivalents

	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Cash on hand	40.39	41.48	58.56	79.35	60.59	65.43
Cheque / demand draft on hand	-	-	9.45	0.04	-	-
Balances with banks						
- in current accounts	2,221.82	389.34	1,526.72	1,436.88	1,855.48	1,973.71
- in exchange earners foreign currency account	0.05	0.05	0.05	-	-	-
- in fixed deposits	7,790.39	447.81	1,696.81	850.08	1,042.62	924.35
Less: Book overdraft	(282.29)	(171.90)	(311.32)	(83.07)	(172.88)	(41.37)
Total cash and cash equivalents	**9,770.36**	**706.78**	**2,980.27**	**2,283.28**	**2,785.81**	**2,922.12**

Note :

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

1. Background

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)* ('CDEL' or 'the Company') was incorporated as a private limited company under the Companies Act, 1956 on 20 June 2008 by conversion of erstwhile partnership firm M/s Coffee Day Holding Co. The Company was converted into a public limited company on 21 January 2015 under the Companies Act, 2013. The registered office of the Company is located in Bengaluru, India.

CDEL is the parent company of the Coffee Day Group. The Company, primarily through its subsidiaries, associates and joint venture companies (together referred to as "the Group") as detailed below and as fully set out in the table in section 3(ix) of this Annexure are primarily engaged in business in multiple sectors such as Coffee: retail and exports, Leasing of commercial office space, Financial services, Integrated Multimodal Logistics, Hospitality and Information Technology (IT) / Information Technology Enabled Services (ITeS). The significant entities within the Group are engaged in the business of:

- **Coffee Day Global Limited** ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)*** **('CDGL') and its subsidiaries** (together referred to as **"the CDGL Group"):** The CDGL Group is engaged in the retailing of coffee and other related products through its chain of outlets under the Café and Xpress kiosks formats, under the brand name 'Café Coffee Day'. The CDGL Group also derives its revenue from retail operations from the sale of coffee beans and other related products and services in respect of coffee vending machines. It is also engaged in the business of selling clean coffee to domestic and overseas customers.

- **Tanglin Developments Limited ('TDL') :** TDL is primarily engaged in the business of development and lease of office space. TDL has constructed office buildings, primarily, in a Technology Park in Bengaluru and Mangalore.

- **Way2Wealth Securities Private Limited ('WSPL') and its related entities** (together referred to as **"the Way2Wealth Group"):** The Way2Wealth Group is primarily engaged in the business of providing a range of financial intermediary services to its customers ranging from distribution of mutual funds, fixed deposits / bonds, IPOs, Insurance (Life/Non-Life), broking services in equity, derivatives, currency futures, commodities segment, portfolio management services, depository services, fund based activities, retailing of gold / silver coins and bars, realty advisory and broking.

- **Sical Logistics Limited ('Sical') and its related entities** (together referred to as **"the Sical Group"):** The Sical Group is primarily engaged in the business of rendering integrated multimodal logistics services such as port operations, container terminals, container trains, trucking and warehousing, Inland Container Depot /Container Freight Stations, integrated logistics and mining operations.

- **Coffee Day Hotels and Resorts Private Limited ('CDHRPL') and its related entities** (together referred to as **"the CDHRPL Group"):** The CDHRPL Group is primarily engaged in rendering the hospitality services by managing and operating resorts and allied activities.

- **Coffee Day Trading Limited** ***(erstwhile Global Technology Ventures Limited)*** **('CDTL') and its related entities** (together referred to as **"the CDTL Group"):** The CDTL group was set up primarily to promote start-ups in IT/ITeS space. The investee companies of CDTL are primarily engaged in the business of rendering information technology consulting, implementation, software development and related activities.

CDEL, on a standalone basis, owns and operates a resort and also renders consultancy services. Further, during the period ended 31 December 2014, the Company has also entered into the business of trading in coffee beans.

The restated consolidated financial information relates to the Group and have been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company (referred to as the "Issue"). The restated consolidated financial information consist of the restated consolidated summary statement of assets and liabilities of the Group as at 31 March 2010, 2011, 2012, 2013, 2014 and 31 December 2014, the related restated consolidated summary statement of profits and losses for the years ended 31 March 2010, 2011, 2012, 2013, 2014 and the nine months period ended 31 December 2014 and the related restated consolidated summary statement of cash flows for each of the years ended 31 March 2010, 2011, 2012, 2013, 2014 and the nine months period ended 31 December 2014 and the notes thereto (hereinafter collectively referred to as "the Restated Consolidated Financial Information").

The Restated Consolidated Financial Information have been prepared to comply in all material respects with the requirements of Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013 ('the Act'); and the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 ("the SEBI Regulations") notified by SEBI on August 26, 2009, as amended from time to time. The Act and the SEBI Regulations require the information in respect of the assets and liabilities and profits and losses of the Group for each of the five years / periods immediately preceding the issue of the Prospectus.

These Restated Consolidated Financial Information were approved by the Board of Directors of the Company in their meeting held on 12 May 2015.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

2. Basis of preparation

The Restated Consolidated Financial Information of the Group have been prepared and presented under the historical cost convention on the accrual basis of accounting except for certain financial instruments which are measured at fair values and comply with the Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply under section 133 of the Companies Act 2013 [which has superseded section 211(3C) of the Companies Act 1956 w.e.f. 12 September 2013], other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), the provisions of the Companies Act, 2013 (to the extent notified) and the Companies Act, 1956, (to the extent applicable).

These restated consolidated financial information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI Regulations:
(a) Adjustments for audit qualification requiring corrective adjustment in the financial statements;
(b) Adjustments for the material amounts in respective years / periods to which they relate;
(c) Adjustments for previous years identified and adjusted in arriving at the profits of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred;
(d) Adjustment to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years;
(e) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited consolidated financial statements of the Group as at and for the nine months period ended 31 December 2014 and the requirements of the SEBI Regulations;
(f) The resultant impact of tax due to the aforesaid adjustments.

All assets and liabilities have been classified as current or non-current as per the normal operating cycle of entities within the Group and other criteria as set out in the Schedule III to the Companies Act, 2013. Based on the nature of products / services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, entities within the Group have ascertained their operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

3. Principles of consolidation

The Restated Consolidated Financial Information has been prepared based on the consolidated financial statements which have been prepared on the following basis:

(i) The financial statements of the parent company and the subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profits / losses in full in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements" ('AS 21'). The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.

(ii) In translating the financial statements of the non-integral foreign subsidiaries for incorporation in the consolidated financial statements, the assets and liabilities, both monetary and non-monetary are translated at the closing rate, while income and expense items are translated at the date of transaction. For practical reasons, a rate that approximates the actual exchange rates i.e. average rate for the period has been used and all resulting exchange differences are reflected in foreign currency translation reserve.

(iii) The Group accounts for investments in associate companies by the equity method of accounting in accordance with AS-23 "Accounting for Investment in Associates in Consolidated Financial Statements" ('AS 23'), where it is able to exercise significant influence over the operating and financial policies of the investee. The carrying amount of investments in associates are effected using the "equity method" and includes the Associate Company's share of post-acquisition profits or losses.

(iv) The proportionate share of Group's interest in Joint Ventures is combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group transactions and resulting unrealised profits / losses, to the extent it pertains to the Group in accordance with AS 27 - "Financial Reporting of Investments in Joint Ventures" ('AS 27').

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BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(v) The excess / deficit of cost to the parent company of its investment in the subsidiaries, joint ventures and associates over its portion of equity at the respective dates on which investment in such entities were made is recognised in the financial statements as goodwill / capital reserve. The parent company's portion of equity in such entities is determined on the basis of the book values of assets and liabilities as per the financial statements of such entities as on the date of investment and if not available, the financial statements for the immediately preceding period are adjusted for the effects of significant transactions, up to the date of investment.

(vi) Minority interest in the net assets of consolidated subsidiaries consists of: (a) the amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and (b) the minorities' share of movements in equity since the date the parent subsidiary relationship came into existence. Minority interest in share of net result for the year is identified and adjusted against the profit after tax. Excess of loss, if any, attributable to the minority over and above the minority interest in the equity of the subsidiary is absorbed by the Group.

(vii) The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate standalone financial statements.

(viii) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

(ix) The subsidiaries, associates and joint ventures consolidated under the Group comprise the entities listed below:

Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %*					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
A	**DIRECT SUBSIDIARIES**							
1	Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)* ('CDGL')	a subsidiary of the Company incorporated under the laws of India	91.11%	92.78%	92.78%	94.94%	94.94%	90.53%
2	Tanglin Developments Limited ('TDL')	a subsidiary of the Company incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
3	Coffee Day Hotels and Resorts Private Limited ('CDHRPL')	a subsidiary of the Company incorporated under the laws of India	NA	100.00%	100.00%	100.00%	100.00%	100.00%
4	Coffee Day Trading Limited *(erstwhile Global Technology Ventures Limited)* ('CDTL')	a subsidiary of the Company incorporated under the laws of India	62.63%	88.77%	88.77%	88.77%	88.77%	88.77%
B	**STEP-DOWN SUBSIDIARIES**							
1	Way2Wealth Securities Private Limited ('WSPL') [Refer note (x) below]	a subsidiary of TDL and CDTL incorporated under the laws of India	36.57%	36.57%	36.57%	36.57%	36.57%	85.53%
2	Amalgamated Holdings Limited ('AHL')	a subsidiary of CDGL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
3	Ganga Coffee Curing Works Limited	a subsidiary of CDGL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
4	A.N Coffeeday International Limited ('AN CCD')	a subsidiary of CDGL incorporated under the laws of Cyprus	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
5	Coffee Day Properties (India) Private Limited	a subsidiary of CDGL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

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BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %*					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
6	Classic Coffee Curing Works	a partnership firm with CDGL as a controlling partner having a share of profit of 100%, registered under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
7	Coffeelab Limited	a subsidiary of AHL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
8	Coffee Day Gastronomie Und Kaffeehandles GmbH	a subsidiary of AN CCD incorporated under the laws of Austria	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
9	Coffee Day CZ a.s	a subsidiary of AN CCD incorporated under the laws of Czech Republic	NA	100.00%	100.00%	100.00%	100.00%	100.00%
10	Tanglin Retail Reality Developments Private Limited ('TRR')	a subsidiary of TDL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
11	Sical Logistics Limited ('SL')	a subsidiary of TRR incorporated under the laws of India	NA	NA	53.13%	52.83%	52.83%	52.83%
12	Sical Infra Assets Limited ('SIAL')	a subsidiary of SL incorporated under the laws of India	NA	NA	53.00%	53.00%	53.00%	53.00%
13	Sical Iron Ore Terminal Limited	a subsidiary of SL incorporated under the laws of India	NA	NA	63.00%	63.00%	63.00%	63.00%
14	Sical Iron Ore Terminal (Mangalore) Limited	a subsidiary of SL incorporated under the laws of India	NA	NA	100.00%	100.00%	100.00%	100.00%
15	Norsea Offshore India Limited	a subsidiary of SL incorporated under the laws of India	NA	NA	100.00%	100.00%	100.00%	100.00%
16	Bergen Offshore Logistics Pte. Limited ('BOFL')	a subsidiary of SL incorporated under the laws of Singapore	NA	NA	100.00%	100.00%	100.00%	100.00%
17	Norsea Global Offshore Pte Limited	a subsidiary of BOFL incorporated under the laws of Singapore	NA	NA	100.00%	100.00%	100.00%	100.00%
18	Nagpur Sical Gupta Logistics Limited [Refer note (xi)]	a subsidiary of SIAL incorporated under the laws of India	NA	NA	71.00%	71.00%	NA	NA
19	Nagpur Sical Gupta Road Terminal Limited [Refer note (xi)]	a subsidiary of SIAL incorporated under the laws of India	NA	NA	77.00%	77.00%	NA	NA
20	Sical Multimodal and Rail Transport Limited ('SMRTL') [Refer note (xi)]	a subsidiary of SIAL incorporated under the laws of India	NA	NA	100.00%	100.00%	100.00%	100.00%
21	Sical Adams Offshore Limited	a subsidiary of SL incorporated under the laws of India	NA	NA	NA	100.00%	100.00%	100.00%
22	Girividyuth India Limited	a subsidiary of TDL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
23	Wilderness Resorts Private Limited ('WRPL')	a subsidiary of CDHRPL incorporated under the laws of India	NA	99.92%	99.92%	99.92%	99.92%	99.92%
24	Karnataka Wildlife Resorts Private Limited	a subsidiary of WRPL incorporated under the laws of India	NA	100.00%	100.00%	100.00%	100.00%	100.00%

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Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %*					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
25	Mandi2Market Traders Private Limited *(erstwhile Way2Wealth Institutional Broking Private Limited / erstwhile Way2Wealth Insurance Broking Private Limited)*	a subsidiary of WSPL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
26	Way2Wealth Distributors Private Limited	a subsidiary of WSPL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
27	Way2Wealth Capital Private Limited	a subsidiary of WSPL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
28	Way2Wealth Realty Advisors Private Limited	a subsidiary of WSPL incorporated under the laws of India	99.96%	99.96%	94.99%	94.99%	94.99%	94.99%
29	Way2Wealth Brokers Private Limited ('WBPL')	a subsidiary of WSPL incorporated under the laws of India	NA	100.00%	100.00%	100.00%	100.00%	100.00%
30	Way2Wealth Insurance Brokers Private Limited *(erstwhile Total Insurance Brokers Private Limited)*	a subsidiary of WSPL incorporated under the laws of India	NA	NA	76.00%	76.00%	99.99%	99.99%
31	AlphaGrep Securities Private Limited *(erstwhile Way2Wealth Illuminati Securities Private Limited)*	a subsidiary of WSPL incorporated under the laws of India	NA	51.00%	51.00%	51.00%	51.00%	51.00%
32	Way2Wealth Commodities Private Limited	a subsidiary of WBPL incorporated under the laws of India	NA	99.99%	99.99%	99.99%	99.99%	99.99%
33	Techno Shares and Stocks Limited ('TSSL')	a subsidiary of WBPL incorporated under the laws of India	NA	NA	51.99%	67.99%	83.99%	99.99%
34	Way2Wealth Illuminati Pte. Limited ('W2WIP')	a subsidiary of WBPL incorporated under the laws of India	NA	NA	NA	100.00%	100.00%	100.00%
35	Techno Commodity Broking Private Limited	a subsidiary of TSSL incorporated under the laws of India	NA	NA	99.99%	99.99%	99.99%	99.99%
36	AlphaGrep Holding HK Limited ('AHHKL')	a subsidiary of W2WIP incorporated under the laws of Hong Kong	NA	NA	NA	NA	NA	99.99%
37	Magnasoft Consulting India Private Limited ('MCIPL')	a subsidiary of CDTL incorporated under the laws of India	75.21%	75.21%	75.21%	75.21%	75.21%	77.88%
38	Magnasoft Europe Limited	a subsidiary of MCIPL incorporated under the laws of United Kingdom	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

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BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %*					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
39	Magnasoft Spatial Services Inc.	a subsidiary of MCIPL incorporated under the laws of Denver	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
C	**ASSOCIATES**							
1	Ittiam Systems Private Limited	an associate of TDL incorporated under the laws of India	NA	NA	NA	21.92%	21.92%	21.92%
2	Global Edge Software Private Limited	an associate of CDTL incorporated under the laws of India	25.43%	24.60%	24.49%	24.43%	24.43%	24.43%
3	Mindtree Limited [Refer note (xii) below]	an associate of the Company and CDTL incorporated under the laws of India	6.70%	6.62%	17.79%	17.37%	16.74%	16.76%
4	Way2Wealth Brokers Private Limited ('WBPL')	a subsidiary of WSPL incorporated under the laws of India	49.00%	NA	NA	NA	NA	NA
5	Barefoot Resorts and Leisure India Private Limited	an associate of CDHRPL incorporated under the laws of India	NA	NA	NA	NA	NA	27.69%
D	**JOINT VENTURES**							
1	PSA Sical Terminals Limited	a joint venture of SL incorporated under the laws of India	NA	NA	37.50%	37.50%	37.50%	37.50%
2	Ennore Automotive Logistics Limited [Refer note (xi) below]	a joint venture of SL incorporated under the laws of India	NA	NA	40.92%	40.92%	40.92%	NA
3	Sical Sattva Rail Terminal Private Limited	a joint venture of SMRTL incorporated under the laws of India	NA	NA	50.00%	50.00%	50.00%	50.00%
4	AlphaGrep Technologies Limited [Refer note (xiii) below]	a joint venture of AHHKL incorporated under the laws of Hong Kong	NA	NA	NA	NA	NA	50.00%

*The shareholding percentage indicated above represents equity interest of CDEL in its direct subsidiaries and equity interest of direct and step-down subsidiaries in their down-stream subsidiaries, associates and joint venture

(x) Consolidation of Way2Wealth Securities Private Limited ('WSPL') and its subsidiaries in accordance with AS 21: As at 31 March 2010, 2011, 2012 , 2013 and 2014, the Group has 37%, 37%, 37%, 37% and 37% equity stake in WSPL respectively. Further, the Group had entered into an agreement with Sivan Securities Private Limited ('SSPL'), a related party, and the Promoter for purchase of additional equity stake of 42% held by them in WSPL for a consideration of Rs 620 million. Upon purchase of such shares from SSPL and the Promoter, the effective shareholding of the Group in Way2Wealth shall be at 79%. Pending transfer of such shares, the shareholders had entered into a shareholders agreement which granted control to the Group over the composition of the board of directors of WSPL. Accordingly, the Group has consolidated the financial statements of Way2Wealth Group notwithstanding less than one-half of the voting power. Additionally, the Company had subscribed to 1,554,596 (31 March 2010, 2011, 2012, 2013 and 2014 : Nil, 1,554,596, 1,554,596, 1,554,596 and 1,554,596) convertible preference shares of Rs 100 each in WSPL.

On 26 December 2014, the Group has completed the transfer of aforementioned shares held by SSPL and the Promoter in favor of the Group. Further, the Company has converted the preference shares held by it in WSPL into equity shares. Consequently, the equity stake of the Group in WSPL as at 31 December 2014 stands at 85.53%.

(xi) Two entities in the Group namely Sical Distriparks Limited and Sical Hambuja Logistics Private Limited have been merged with Sical Multimodal and Rail Transport Limited w.e.f 1 April 2011. Additionally, during the nine months period ended 31 December 2014, Sical Logistics Limited ('SL') has sold its entire stake in Ennore Automotive Logistics Limited ('EALL'). Resultantly, EALL ceased to be a joint venture as at 31 December 2014.

Due to non-viability of the Road and Rail Terminal Projects at Nagpur, SL had opted to withdraw from the same. Subsequent to this, SL has divested its investment in these entities effective 25 March 2014.

(xii) **Accounting for investment in Mindtree Limited under equity method in accordance with AS 23:** The Group holds 16.76% of equity in Mindtree Limited as at 31 December 2014 (31 March 2010, 2011, 2012, 2013 and 2014 : 6.70%, 6.62%, 17.79%, 17.37% and 16.74%). The Promoter of the Group additionally holds 3% of equity interest in Mindtree Limited as at 31 December 2014 (31 March 2013 and 2014: 4% and 3%). Additionally, the Group has appointed a nominee on the board of directors and certain committees of Mindtree Limited. Based on the above facts, the Company has concluded Mindtree Limited to be an associate and accounted its interests under the equity method as prescribed under AS 23.

(xiii) AlphaGrep Technologies Limited has two wholly owned subsidiaries namely AlphaGrep HK Limited and AlphaGrep Trading Limited, which are incorporated under the laws of Hong Kong.

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

4. Significant accounting policies

a) Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles (‘GAAP’) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

b) Fixed assets and capital work in progress

i) Tangible fixed assets

Tangible fixed assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any, except in case of freehold land, which is stated at cost. The cost of fixed assets includes freight, duties, taxes and other incidental expenses relating to the acquisition and installation of the respective assets. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. The Group capitalises all costs relating to the acquisition, installation and construction of fixed assets, up to the date when the assets are ready for commercial use.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are shown separately in the financial statements. Any expected loss is recognised in the statement of profit and loss. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the statement of profit and loss.

Advance paid towards the acquisition of fixed assets outstanding at each balance sheet are shown under capital advances. The cost of fixed assets not ready for their intended use before such date, are disclosed as capital work in progress under long-term advances.

ii) Intangible fixed assets

Acquired intangible fixed assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on straight-line basis over a period of 5 years, based on management estimate. The amortization period and the amortization method are reviewed at the end of each financial year.

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

c) Depreciation

(i) Significant entities within the Group except Sical Group, assets held by Coffee Day Hotels And Resorts Private Limited, building held by Tanglin Developments Limited and web portal and membership rights held by Way2Wealth group

Depreciation is provided on a Straight Line Method (‘SLM’) or a Written Down Value method ('WDV') over estimated useful life of the fixed assets estimated by the Management. The Management believes that the useful lives as given below best represent the period over which management expects to use these assets based on an internal assessment and technical evaluation where necessary. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. If the Management’s estimate of the useful life of the fixed assets at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid Schedule, depreciation is provided at a higher rate based on the Management’s estimate of the useful life or remaining useful life. Depreciation for assets purchased/ sold during a period is proportionately charged.

The Management estimates the useful lives for fixed assets as follows:

Category of assets	Estimated useful life (in years)	Method of Depreciation
Buildings	10 to 60	SLM
Leasehold improvements	Lease term or estimated useful life, whichever is lower	SLM
Plant and machinery	6 to 20	SLM
Office equipment	5 to 10	SLM
Furniture and fittings	6 to 10	SLM
Coffee vending machines	9	SLM
Vehicles	5 to 10	SLM
Computers	2 to 6	SLM

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(ii) Sical Group

The method of depreciation adopted consistently and estimated useful life of fixed assets is enumerated below :

Category of assets	**Estimated useful life (in years)**	**Method of Depreciation**
Tangible assets - Owned		
Buildings	58 to 61	SLM and WDV
Plant and machinery	7 to 21	SLM
Office equipment	5 to 21	SLM and WDV
Furniture and fixtures	15 to 16	SLM and WDV
Ships	20 to 30	SLM
Vehicles	8	WDV
Port handling equipment	Refer note 1 below	SLM and WDV
Intangible assets		
License fees	20	SLM
Computer software	4	SLM
Dredger dry docks	20 to 30	SLM

Note 1: Port handling equipment acquired in respect of Build Operate and Transfer ('BOT') contracts are depreciated over the period of such contracts on a straight-line method. Other port handling equipment are depreciated under WDV method over estimated useful life of 20 years.

Depreciation on certain premises are provided on composite cost where it is not possible to segregate the land cost.

Leasehold improvements are depreciated over the period of the lease or their useful life whichever is shorter.

Assets individually costing less than Rs. 5,000 are depreciated at the rate of 100% in the year of purchase.

WDV of aforesaid assets held by Sical Group as at 31 December 2014 amounted to Rs 5,628.72 million (31 March 2012, 2013 and 2014 : Rs 5,068.18 million, Rs 5,382.90 million and Rs 5,340.82 million).

(iii) Coffee Day Hotels And Resorts Private Limited

Category of assets	Estimated useful life (in years)	Method of Depreciation
Buildings	30	WDV
Furniture and fittings	10	WDV
Plant and machinery	20	WDV
Computers	20	WDV
Vehicles	10	WDV

WDV of aforesaid assets held by CDHRPL as at 31 December 2014 amounted to Rs 258.08 million (31 March 2011, 2012, 2013 and 2014 : Rs 302.39 million, Rs 291.88 million, Rs 283.17 million and Rs 266.67 million).

(iv) Building held by Tanglin Developments Limited

The buildings held by Tanglin Developments Limited are depreciated on a WDV method with an estimated useful life of 30 years.

Refer note 19.a of Annexure V in respect of details of WDV of buildings held by Tanglin Developments Limited as at reporting dates.

(iv) Web portal and membership rights held by Way2Wealth group

The web portal and membership rights held by Way2wealth group are depreciated on a SLM method with an estimated useful life of 6.19 years and 10 years, respectively.

d) Impairment of assets

The Group at each balance sheet date assesses whether there is any indication that an asset or a group of assets (including goodwill arising on consolidation) comprising a cash-generating unit may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognised.

e) Borrowing cost

Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized. Other borrowing costs are accounted as an expense in the period in which they are incurred. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the tenure of borrowing.

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

f) Inventories

Inventories are valued at the lower of cost and net realizable value. 'Cost' comprises purchase cost and all expenses incurred in bringing the inventory to its present location and condition. Cost has been determined as follows:

Nature of Inventory	**Method of Valuation**
Stock-in-trade	At cost on a FIFO basis
Raw coffee	Cost of purchase of raw coffee determined under First In First Out ('FIFO') basis.
Perishables, consumables and merchandise	At cost on a FIFO basis
Packing materials	At cost on a FIFO basis
Work in progress	Cost of materials including costs of conversion, where cost of material is determined under FIFO basis. Cost of conversion is considered at actuals up to the stage of conversion.
Finished goods of clean and roasted coffee	Cost of materials including costs of conversion, where cost of material is determined under FIFO. Cost of conversion is considered at actuals.
Stock of traded securities	The securities, including from error trades, held as stock-in-trade are valued at lower of weighted average cost or market value.
Loose tools, stores and spares	Stores and Spares are valued at cost, computed on first in first out basis. Loose Tools are valued after writing down a predetermined certain percentage on cost.
Stock of commodities	At cost on a FIFO basis

The comparison of cost and net realizable value is made on an item by item basis. The Group periodically assesses the inventory for obsolescence and slow moving stocks.

g) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Nature of Revenue	**Revenue recognition**
Sale of products	
Sale of coffee beans	Revenue from sale of clean coffee is recognised on transfer of all significant risks and rewards of ownership to the buyer.
Sale of food, beverages, merchandise and other items	Revenue from retailing of coffee products and other related products (such as food, beverages, merchandise and other items) is recognised on transfer of all significant risks and rewards of ownership to the buyer.
Sale of commodities	Revenue from sale of commodities are from fixed price contract and/ or confirmed price contracts. -In fixed price contracts the revenue is recognised at the time of transfer of ownership in the goods to the buyer at prevailing market prices, along with transfer of significant risks and rewards and no significant uncertainty exists regarding the realisability of the amount. -In unfixed price contracts, the price is fixed on a future date. Following the general trade practice in the industry, in respect of unfixed price contracts, revenue is recognised, after transfer of ownership in the goods to the buyer, when the 'price is fixed through raising invoice/bill, on future date, and no uncertainty exists regarding the amount of consideration.
Sale of services	
Income from integrated logistics services	Income from integrated logistics services are recognised when the related services are rendered unless significant future uncertainties exist.
Facility rental income	Facility rental income from investment property leased under operating lease is recognized in the statement of profit and loss on a straight-line basis over the term of the lease.
Service income from coffee vending machines	Services income from coffee vending machine is recognized when the related services are rendered unless significant future uncertainties exist.
Income from software development and related services	Revenue from software development on time-and-material basis is recognised as the related services are rendered. Revenue from fixed price contracts is recognised using the proportionate completion method, which is determined by relating the actual project cost of work performed to date to the estimated total project cost for each contract. Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates. Maintenance revenue is recognised ratably over the period of the maintenance contract.

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Revenue	**Revenue recognition**
Income from operations of resort	Income from operations of resort primarily comprises revenue from room rentals and sale of food and beverage charges. Such service income is recognized when the related services are rendered unless significant future contingencies exist.
Consultancy services	Income from consultancy services is accounted for on the basis of actual progress/technical assessment of work executed, in line with the terms of respective consultancy contracts.
Maintenance income	Maintenance income is ratably recognized over the term of the contract as per the rates agreed with the lessees.
Income from financial services	
Trading income - securities	Trading income is recognised when a legally binding contract is executed.
Brokerage income	Brokerage income are recognised on the trade date of the transaction upon confirmation of the transaction by the exchanges. Brokerage income from mutual funds, Initial Public Offer, fixed deposits of Companies and Post Office are accounted on accrual basis as per the statement of accounts received from the respective organizations.
Transaction charges	Transaction charges are recognised on the trade date of the transaction upon confirmation of the transactions by the exchanges.
Interest income	Interest income is recognised on a time proportion basis considering the transactional interest rates.
Depository charges	Depository transaction charges are recognized on completion of respective transaction. Annual maintenance charges for depository accounts are accounted as and when the services are rendered.
Portfolio management fees	Income from portfolio management fees are recognised on the basis of agreements entered into with clients and when the right to receive income is established.
Futures and options trading income / (loss)	Futures and options trading income comprises of profit/ loss on derivative instruments. On the final settlement or squaring - up of contracts for commodity index/ stock futures, the profit or loss is calculated as difference between settlement/ squaring-up price and contract price. Equity indexed\ futures are marked to market. On prudent basis unrealised loss is recognised in respect of open position in profit and loss account, however, unrealised gain is not recognised.
Other operating revenue	
Sale of import entitlements	Sale of import entitlements on account of foreign currency earnings is recognised on an accrual basis in the year of export unless there exists significant uncertainty in the ultimate collection of amount of consideration.
Advertisement income	Income from advertising is recognized ratably over the period of the contract, based on the terms of the contract and is billable in accordance with the specific terms of the contracts with the customer.
Gain / loss from commodity futures	Gain/ loss from commodity future transactions is settled on a net basis and recognized on accrual basis in the statement of profit and loss.
Other income	
Interest income	Interest on the deployment of funds is recognised using the time-proportion method, based on underlying interest rates.
Dividend income	Dividend income is recognised when the Group's right to receive dividend is established.
Sales are disclosed both gross and net of government levies (such as sales tax, services tax, etc.), trade discount and quality claims.	

h) Foreign currency transactions

Foreign exchange transactions are recorded at the rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year except for exchange difference arising on settlement of long-term foreign currency monetary items (i.e. an asset or liability which is expressed in a foreign currency and has a term of 12 months or more at the date of the origination of the asset or liability) relating to acquisition of depreciable capital asset at rates different from those at which they were initially recorded during the year, or reported in previous financial statements are added or deducted from the cost of the asset and are depreciated over the remaining life of the asset.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the closing exchange rates on that date. The resultant exchange differences are recognised in the statement profit and loss except that:
a) Exchange differences pertaining to long term foreign currency monetary items that are related to acquisition of depreciable assets are adjusted in the carrying amount of the related fixed assets;
b) Exchange difference arising on other long-term foreign currency monetary items are accumulated in 'Foreign Currency Monetary Item Translation Difference Account' ('FCMITDA'), and are amortised over the balance period of the relevant foreign currency item.
Exchange differences arising on a monetary item that, in substance, forms part of the Group's net investment in a non-integral foreign operation are accumulated in a foreign currency translation reserve until the disposal of the net investment, at which time the accumulated amount is recognised as income or as expense.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency are translated at the exchange rate prevalent at the date of transaction.

Forward exchange contracts and other similar instruments that are not in respect of forecasted transactions are accounted for using the guidance in Accounting Standard ('AS') 11, 'The effects of changes in foreign exchange rates'. For such forward exchange contracts and other similar instruments covered by AS 11, based on the nature and purpose of the contract, either the contracts are recorded based on the forward rate/ fair value at the reporting date, or based on the spot exchange rate on the reporting date. For contracts recorded at the spot exchange rates, the premium or discount at the inception is amortized as income or expense over the life of the contract.

i) Derivative instruments and hedge accounting

i) Equity index / stock futures

The Group accounts for equity index / stock futures and options in accordance with ICAI "Guidance Note on Accounting for Equity Index and Equity Stock Futures and Options".

Initial and additional margin paid over and above the initial margin, for entering into a contract for equity index / stock futures which are released on final settlement or squaring-up of the underlying contract are disclosed under "Other current assets".

Equity index / stock futures are marked-to-market representing the net amount paid or received on the basis of movement in the prices of equity index/ stock futures till the balance sheet date. As on the balance sheet date, profit/loss on open position in equity index / stock futures is accounted as follows: Credit balance in the "Mark to Market Margin Account" being the unrealised gain is not considered and no credit for the same is recognised in the statement of profit and loss. Debit balance in the "Mark to Market Margin Account" being the unrealised loss is recognised in the statement of profit and loss.

On final settlement or squaring up of contracts for equity index / stock futures, the profit or loss is calculated as the difference between the settlement/ squaring -up prices and the contract price. Debit or credit balance pertaining to the settled/ squared-up contract in "Mark to Market Margin Account" after adjustment of the provision for unrealised losses is recognized in the statement of profit and loss. When more than one contract in respect of series of equity index / stock futures contract to which the squared- up contract pertains is outstanding at the time of squaring-up of the contract, the contract price of the contract so squared-up is determined using the weighted average cost method for calculating the profit/loss on squaring up.

Equity index / stock options

Initial and additional margin paid over and above the initial margin, for entering into a contract for equity index / stock options are disclosed under "Other current assets".

As on the balance sheet date, in the case of long positions, provision is made for the amount by which the premium paid for those options exceeds the premium prevailing on the balance sheet date, and in the case of short position, for the amount by which the premium prevailing on the balance sheet date exceeds the premium received for those options.

When the option contracts are squared-up for before the expiry of the options, the premium prevailing on that date is recognised in the statement of profit and loss. If more than one option contract in respect of the same index / option with the same strike price and expiry date to which the squared up contract pertains is outstanding at the time of squaring up of the contract, the weighted average method is followed for determining the profit or loss. On expiry of the contracts and on exercising the options, the difference between the final settlement date and the strike price is transferred to the statement of profit and loss. In both the cases, the premium paid or received for buying or selling the option, as the case may be, is recognised in the statement of profit and loss for all squared up / settled contracts.

ii) Other derivative instruments

The Group is exposed to foreign currency and interest rate fluctuations on foreign currency assets, liabilities and forecasted cash flows denominated in foreign currency. The Group limits the effects of foreign exchange and interest rate fluctuations by following established risk management policies including the use of derivatives. The Group enters into derivative financial instruments, where the counterparty is a bank.

The Group has adopted the principles of AS 30 issued by ICAI except to the extent the adoption of AS 30 does not conflict with existing accounting standards prescribed by Companies (Accounting Standard) Rules, 2006 and other authoritative pronouncements.

In accordance with the recognition and measurement principles set out in AS 30, changes in fair value of derivative financial instruments designated as cash flow hedges are recognised directly in shareholders' funds and reclassified into the statement of profit and loss upon the occurrence of the hedged transaction.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the statement of profit and loss.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

j) Employee Benefits

(i) Defined benefit plans

The Group's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined benefit plans is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the statement of profit and loss.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

In case of certain entities within the Group gratuity scheme is administered through a trust with the Life Insurance Corporation of India and the provision for the same is determined on the basis of actuarial valuation carried out by an independent actuary. Provision is made for the shortfall, if any, between the amounts required to be contributed to meet the accrued liability for gratuity as determined by actuarial valuation and the available corpus of the funds.

(ii) Other long term benefit

Cost of long term benefits by way of accumulating compensated absences arising during the tenure of service is calculated taking into account the pattern of a ailment of leave. Further, in respect of encashment of leave the defined benefit is calculated taking into account all types of increments and qualifying salary projected up to assumed date of encashment. The present value of obligations towards a ailment and encashment under such long term benefit is determined based on actuarial valuation carried out by an independent actuary using Projected Unit Credit Method as at the year end. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the statement of profit and loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

(iii) Defined contribution plan

Contributions to the recognized provident fund and approved superannuation schemes, which are defined contribution schemes, are charged to the statement of profit and loss on an accrual basis.

(iv) Other employee benefits

Compensated absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at reporting date.

k) Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the relevant tax regulations applicable to respective entities within the Group) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future, however, where there is a unabsorbed depreciation or carry-forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at the balance sheet date and written down or written-up to reflect the amount that is reasonably/ virtually certain as the case may be to be realised.

Minimum alternate tax (‘MAT’) paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as ‘MAT Credit Entitlement’. The Group reviews the ‘MAT credit entitlement’ asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

The entities within the Group offset, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

l) Leases

Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalised at the fair value of the asset or the present value of the minimum lease payments at the inception of the lease, whichever is lower.

Lease payments under operating lease are recognised as an expense in the statement of profit and loss on a straight line basis over the lease term. Lease term is the non-cancellable period for which the Group has agreed to lease the asset together with any further periods for which the Group has the option to continue the lease and at the inception of the lease it is reasonably certain that the Group will exercise such an option.

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

m) Employees' stock option scheme

The Group accounts for stock based compensation based on intrinsic value method as required by the Guidance Note on "Accounting for Employee Share-based Payments" issued by Institute of Chartered Accountants of India ('ICAI'). Accordingly, intrinsic value of each option on the grant date is amortised over the vesting period. As the employee stock options are issued by the promoter of the Group, the stock based compensation cost has been recognised with a corresponding credit to capital reserves, in accordance with the said Guidance Note. In accordance with the said Guidance Note, the necessary disclosures including pro-forma disclosures for fair value of stock options have been made for grants made on or after 1 April 2005, being the date from which the guidance note is effective.

n) Provisions and contingent liabilities

Provision is recognised when, as a result of an obligating event, there is a present obligation that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

The disclosure of contingent liability is made when, as a result of an obligating event, there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

No provision or disclosure is made when, as a result of an obligating event, there is a possible obligation or a present obligation where the likelihood of an outflow of resources is remote.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

o) Cash and cash equivalents

Cash and cash equivalents comprise cash and balances with banks. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

p) Cash flow statement

Cash flows are reported using the indirect method, whereby consolidated net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

q) Segment reporting

The Group's operating businesses are organized and managed separately according to the nature of business and services provided, with each segment representing a strategic business unit that offers different products / services and serves different markets. The analysis of secondary segments is based on the geographical location of the customers.

The accounting policies adopted for segment reporting are in conformity with the accounting policies followed for the Group. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under 'Unallocable'.

r) Earnings per share

The basic earnings/ (loss) per share is computed by dividing the net profit/ (loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/ (loss) per share comprises the weighted average shares considered for deriving basic earnings/ (loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

s) Investments

Investments are either classified as current or long term based on management's intention at the time of purchase. Current investments are valued at the lower of cost and fair value as at the balance sheet date determined individually for each investment. Long-term investments are valued at cost less provision for diminution, other than temporary, to recognise any decline in the value of such investments. Such an assessment is carried out individually for each investment. Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

t) Government grants

Grants from the Government are recognised when there is reasonable assurance that:

(i) the Group will comply with the conditions attached to them; and

(ii) the grant will be received.

The grants received in advances from the Government are reported as liabilities until all above conditions are met. Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. Where the Group receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognised at a nominal value.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Authorised						
20,000,000 (Previous years: March 2010: 20,000,000, March 2011: 20,000,000, March 2012: 20,000,000, March 2013: 20,000,000, March 2014: 20,000,000) equity shares of Rs.10 each	200.00	200.00	200.00	200.00	200.00	200.00
3,500,000 (Previous years: March 2010: 3,500,000, March 2011: 3,500,000, March 2012: 3,500,000, March 2013: 3,500,000, March 2014: 3,500,000) Compulsorily convertible preference shares of Rs.10 each	35.00	35.00	35.00	35.00	35.00	35.00
238,000 (Previous years: March 2010: NIL, March 2011: NIL, March 2012: NIL, March 2013: 238,000, March 2014: 238,000) Series A non-convertible redeemable preference shares of Rs. 10 each	-	-	-	2.38	2.38	2.38
346,000 (Previous years: March 2010: NIL, March 2011: NIL, March 2012: NIL, March 2013: 346,000, March 2014: 346,000) Series B non-convertible redeemable preference shares of Rs. 10 each	-	-	-	3.46	3.46	3.46
	235.00	**235.00**	**235.00**	**240.84**	**240.84**	**240.84**
Issued, subscribed and fully paid up						
14,246,727 (Previous years: March 2010: 14,075,689, March 2011: 14,075,689, March 2012: 14,075,689, March 2013: 14,246,727, March 2014: 14,246,727) equity shares of Rs.10 each	140.76	140.76	140.76	142.47	142.47	142.47
1,357,410 (Previous years March 2010: 1,357,410, March 2011: 1,357,410, March 2012: 1,357,410, March 2013: 1,357,410, March 2014: 1,357,410) Compulsorily convertible preference shares of Rs.10 each	13.57	13.57	13.57	13.57	13.57	13.57
115,402 (Previous years: March 2010: NIL, March 2011: NIL, March 2012: NIL, March 2013: 115,402, March 2014: 115,402) Series A non-convertible redeemable preference shares of Rs. 10 each	-	-	-	1.15	1.15	1.15
167,404 (Previous years: March 2010: NIL, March 2011: NIL, March 2012: NIL, March 2013: 167,404, March 2014: 167,404) Series B non-convertible redeemable preference shares of Rs. 10 each	-	-	-	1.67	1.67	1.67
	154.33	**154.33**	**154.33**	**158.86**	**158.86**	**158.86**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(a) Reconciliation of the number of equity and preference shares outstanding at the beginning and at the end of the reporting year/period is as given below:

(i) Equity shares of Rs.10 each:

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	12,653,806	126.54	14,075,689	140.76	14,075,689	140.76	14,075,689	140.76	14,246,727	142.47	14,246,727	142.47
Add: Shares issued during the year/period	1,421,883	14.22	-	-	-	-	171,038	1.71	-	-	-	-
Number of shares outstanding at the end of the year/period	**14,075,689**	**140.76**	**14,075,689**	**140.76**	**14,075,689**	**140.76**	**14,246,727**	**142.47**	**14,246,727**	**142.47**	**14,246,727**	**142.47**

(ii) Preference shares:

(iia) Compulsorily convertible preference shares of Rs.10 each :

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	-	-	1,357,410	13.57	1,357,410	13.57	1,357,410	13.57	1,357,410	13.57	1,357,410	13.57
Add: Shares issued during the year/period	1,357,410	13.57	-	-	-	-	-	-	-	-	-	-
Number of shares outstanding at the end of the year/period	**1,357,410**	**13.57**	**1,357,410**	**13.57**	**1,357,410**	**13.57**	**1,357,410**	**13.57**	**1,357,410**	**13.57**	**1,357,410**	**13.57**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(iib) Series A non-convertible redeemable preference shares of Rs.10 each :

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	-	-	-	-	-	-	-	-	115,402	1.15	115,402	1.15
Add: Shares issued during the year/period	-	-	-	-	-	-	115,402	1.15	-	-	-	-
Number of shares outstanding at the end of the year/period	**-**	**-**	**-**	**-**	**-**	**-**	**115,402**	**1.15**	**115,402**	**1.15**	**115,402**	**1.15**

(iic) Series B non-convertible redeemable preference shares of Rs.10 each :

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	-	-	-	-	-	-	-	-	167,404	1.67	167,404	1.67
Add: Shares issued during the year/period	-	-	-	-	-	-	167,404	1.67	-	-	-	-
Number of shares outstanding at the end of the year/period	**-**	**-**	**-**	**-**	**-**	**-**	**167,404**	**1.67**	**167,404**	**1.67**	**167,404**	**1.67**

1. SHARE CAPITAL

(b) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

(i) Equity shares of Rs. 10 each:

(ia) The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ib) During the year ended 31 March 2013, the Company had issued 171,038 equity shares to Bennett Coleman & Co Limited ('BCCL'). The Share Subscription Agreement ('SSA') carries a put option to the investor that in the event that the Initial Public Offer ('IPO') of the Company and listing of the subscription shares on a recognized stock exchange is not completed for any reason whatsoever by 31 December 2016 within a period of 365 days thereafter, BCCL shall have the right, by written notice signed by BCCL to require the promoters jointly and severally purchase all or some of the shares held by BCCL as indicated by BCCL in the put option notice, at a price per share not less than the sale price. Sale price shall mean an amount equal to the Subscription price and a return of 10% per annum on the subscription price compounded annually on the basis of a 365 days per year, net of dividends per share by the Company from the closing date till IPO deadline. The Promoter's shall complete the purchase of shares held by BCCL within 90 days from the date of the put option notice.

(ii) Compulsorily convertible preference shares of Rs.10 each:

During the year ended 31 March 2010, the Company had issued 1,357,410 non-cumulative compulsorily convertible preference shares ('CCPS') of Rs.10 each at a premium of Rs. 1,758.07 per share to Standard Chartered Private Equity (Mauritius) II Limited. These CCPS carry a dividend rate of 0.001% p.a. In case of Company declaring any dividend on its equity shares, shareholder of CCPS will also be eligible for economic equivalent of preference dividend on a fully dilutive basis.

Conversion – The investor can at any time post seventh anniversary (extendable up to ten years) of the issue of the CCPS convert the same into equity shares such that post conversion the total number of equity shares at the minimum is determined to result in 7.08% of the equity capital of the Company on a fully diluted basis. The equity shares allotted on conversion of the CCPS rank pari passu in all respect with the equity shares of the Company.

The CCPS shall be convertible into such number of equity shares such that, the CCPS would comprise on a fully diluted basis at conversion, the higher of the Floor Stake and the Resulting Investor Stake where Resulting Investor Stake will be computed as follows - Security Value at IPO / Company FMV Valuation. Floor Stake, Security Value at IPO and Company FMV Valuation should be computed as defined in the Shareholders' Agreement.

Refer note f(iii) for subsequent events.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(iii) Series A and Series B Non-convertible redeemable preference shares of Rs 10 each:

During the year ended 31 March 2013, the Company had issued 115,402 Series A non-cumulative redeemable preference shares ('NCRPS') of Rs. 10 each and 167,404 Series B NCRPS of Rs.10 each, at a premium of Rs.1,758 per share to Aten Portfolio Managers Private Limited. The holders of Series A and Series B NCRPS shall be entitled to a non-cumulative preferred dividend calculated at the rate of 0.001% on the NCRPS amounts on a quarterly basis, which shall be payable, if declared by the Company.

Redemption - All NCRPS shall be redeemed on the redemption date, being 36 months from first closing date or the trigger date whichever is earlier. All NCRPS shall be redeemed on the redemption date at an amount calculated by multiplying the Series A investment amount with the amounts provided in Part A of Schedule II of shareholders agreement which amounts to Rs. 217.4 million. Series B NCRPS shall be redeemed on the redemption date at an amount equivalent to investment amount being Rs. 500 million. In the event redemption of the Series A NCRPS occurs at anytime prior to the redemption date, then the aggregate redemption amount for the Series A NCRPS and Series B NCRPS shall be equivalent to sum of the investment amount and the charges calculated at the rate of 14.5% per annum on the investment amount from the previous Series A put option date on which the put option has been exercised by the investor till the date of redemption.

NCRPS carry a call option on the earlier of the date of expiry of 18 months from the first closing date and thereafter on the date falling on expiry of every six months from the call option trigger date or the date on which the investors issues the notice for indemnification. The Promoter shall have the right but not an obligation to call upon the investor to transfer the investor securities to the Promoter, subject to the conditions as defined in the SSSA. The investor at any time after expiry of period of 24 months from the investment date or the occurrence of the trigger event as defined in the put option agreement whichever is earlier, shall have the right but not the obligation to issue a notice to the purchaser pursuant to which the investor shall require the purchaser to purchase, at the investor's put option price, all of the investor securities held by the investor in the Company on such date and as indicated in the investor put option notice on the put option settlement date.

Liquidation preference - The investor shall have a right to receive the entire Series A and Series B redemption amount and shall rank pari passu with the right of the other holders of securities in the Company upon the occurrence of a liquidation event.

(c) Equity and preference shareholders holding more than 5% of equity and preference shares along with the number of equity and preference shares held at the beginning and at the end of the year is as given below:

Name of shareholder	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares
Equity shares of Rs.10 each												
Mr. V G Siddhartha	66.21%	9,319,303	42.88%	6,035,415	66.21%	9,319,303	56.40%	8,035,415	56.40%	8,035,415	56.40%	8,035,415
Coffeeday Consolidations Private Limited	10.90%	1,533,552	10.90%	1,533,552	10.90%	1,533,552	10.76%	1,533,552	10.76%	1,533,552	10.76%	1,533,552
Devadarshini Info Technologies Private Limited	10.54%	1,483,055	10.54%	1,483,055	10.54%	1,483,055	10.89%	1,551,055	10.89%	1,551,055	10.89%	1,551,055
Sivan Securities Private Limited	-	-	15.09%	2,123,504	1.59%	223,504	-	-	-	-	-	-
Gonibedu Coffee Estates Private Limited *(erstwhile Sivan Securities (Mangalore) Private Limited)*	-	-	9.83%	1,383,888	-	-	9.71%	1,383,888	9.71%	1,383,888	9.71%	1,383,888

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

Name of shareholder	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares
Compulsorily convertible preference shares of Rs. 10 each												
Standard Chartered Private Equity (Mauritius) II Limited	100%	1,357,410	100%	1,357,410	100%	1,357,410	100%	1,357,410	100%	1,357,410	100%	1,357,410
Series A non-convertible redeemable preference shares of Rs. 10 each												
Aten Portfolio Managers Private Limited	-	-	-	-	-	-	100%	115,402	100%	115,402	100%	115,402
Series B non-convertible redeemable preference shares of Rs. 10 each												
Aten Portfolio Managers Private Limited	-	-	-	-	-	-	100%	167,404	100%	167,404	100%	167,404

(d) Securities convertible into equity or redeemable (in the descending order):

Particulars	Manner of conversion/ redemption	Convertible into	Earliest date of conversion/redemption	Remarks
Compulsorily convertible preference shares of Rs. 10 each	Compulsory	Equity	12 March 2017	Refer 1(b)(ii) above.
Series A non-convertible redeemable preference shares of Rs. 10 each	Redemption	NA	27 September 2013**	Refer 1(b)(iii) above.
Series B non-convertible redeemable preference shares of Rs. 10 each	Redemption	NA	27 September 2013**	Refer 1(b)(iii) above.

**Neither the promoter nor the investor have exercised call/put option, respectively, as at 31 December 2014. The mandatory redemption date for these securities is 26 April 2015.

(e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

1. SHARE CAPITAL

f) Subsequent events

i) Pursuant to the approval of the Board of Directors at its meeting held on 2 March 2015, the Company has issued 344,824 fresh equity shares of Rs 10 each, at a premium of Rs 2,890 per share.

ii) Pursuant to the approval of the shareholders granted at its extraordinary general meeting held on 8 May 2015, 102,140,857 equity shares were allotted as fully paid-up to the existing shareholders of the Company in the ratio of seven equity shares for every one equity share held on 7 May 2015. As on 7 May 2015, 14,591,551 equity shares were outstanding. The bonus equity shares were issued by capitalisation of the reserves lying to the credit of the securities premium account of the Company.

iii) Subsequent to the balance sheet date, on 8 May 2015, the promoter shareholder group of the Company has entered into an addendum agreement with Standard Chartered Private Equity (Mauritius) II Limited (the Investor) whereby the 1,357,410 compulsorily convertible preference shares ('CCPS') of Rs. 10 each held by the Investor shall be converted into 13,969,232 equity shares of Rs. 10 each, representing 8.17% of the total equity share capital of the Company on a fully diluted basis, prior to the filing of the Red Herring Prospectus with the Registrar of Companies.

iv) Subsequent to the balance sheet date, on 8 May 2015, the promoter shareholder group of the Company has entered into an addendum agreement with KKR Mauritius PE Investments II, Ltd (the Investor) whereby the 27,160,000 compulsory convertible debentures ('CCD') of Rs. 100 each held by the Investor shall mandatorily and automatically be converted into 17,826,912 equity shares of Rs. 10 each, representing 10.43% of the total equity share capital of the Company on a fully diluted basis, immediately prior to the filing of the Red Herring Prospectus with the Registrar of Companies.

v) Subsequent to the balance sheet date, on 8 May 2015, the promoter shareholder group of the Company has entered into an addendum agreement with Arduino Holdings Limited and NLS Mauritius LLC (the Investor) whereby the 35,998,232 compulsory convertible debentures ('CCD') of Rs. 100 each held by the Investor shall mandatorily and automatically be converted into 22,412,192 equity shares of Rs. 10 each, representing 13.11% of the total equity share capital of the Company on a fully diluted basis, immediately prior to the filing of the Red Herring Prospectus with the Registrar of Companies.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

2. RESERVES AND SURPLUS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Securities premium account						
Balance at the beginning of the year/period	722.54	5,608.92	5,608.92	5,450.20	6,391.04	6,254.84
Add: Additions during the year/period	4,886.38	-	32.91	1,008.18	-	-
Less: Premium on redemption of debenture	-	-	(191.63)	-	-	-
Less: Accrual for redemption premium on preference shares	-	-	-	(67.34)	(72.50)	(54.62)
Less: Accrual for redemption premium on debentures	-	-	-	-	(63.70)	(159.91)
Balance at the end of the year/period	**5,608.92**	**5,608.92**	**5,450.20**	**6,391.04**	**6,254.84**	**6,040.31**
Capital reserve						
Balance at the beginning of the year/period	1,612.81	1,581.41	853.97	848.35	407.87	409.93
Add: During the year/period	(31.40)	(727.44)	(5.62)	(440.48)	2.06	(85.49)
Balance at the end of the year/period	**1,581.41**	**853.97**	**848.35**	**407.87**	**409.93**	**324.44**
General reserve						
Balance at the beginning of the year/period	-	-	-	0.01	0.01	0.61
Add: During the year/period	-	-	-	-	0.60	-
Balance at the end of the year/period	**-**	**-**	**-**	**0.01**	**0.61**	**0.61**
Hedge reserve						
Balance at the beginning of the year/period	-	-	40.53	(77.12)	(74.47)	(42.77)
Add: During the year/period	-	40.53	(117.65)	2.65	31.70	18.09
Balance at the end of the year/period	**-**	**40.53**	**(77.12)**	**(74.47)**	**(42.77)**	**(24.68)**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

2. RESERVES AND SURPLUS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Foreign currency monetary item translation difference account						
Balance at the beginning of the year/period	-	-	-	24.80	54.51	(42.24)
Add: During the year/period	-	-	24.80	29.71	(96.75)	0.46
Balance at the end of the year/period	**-**	**-**	**24.80**	**54.51**	**(42.24)**	**(41.78)**
Foreign currency translation reserve						
Balance at the beginning of the year/period	(3.77)	(2.66)	(0.59)	69.96	97.89	128.06
Add: During the year/period	1.11	2.07	70.55	27.93	30.17	22.08
Balance at the end of the year/period	**(2.66)**	**(0.59)**	**69.96**	**97.89**	**128.06**	**150.14**
Capital redemption reserve						
Balance at the beginning of the year/period	-	-	-	-	-	5.00
Add : Transfer from statement of profit and loss account during the year/period	-	-	-	-	5.00	-
Balance at the end of the year/period	**-**	**-**	**-**	**-**	**5.00**	**5.00**
Debenture redemption reserve						
Balance at the beginning of the year/period	-	-	-	-	-	91.70
Add : Transfer from statement of profit and loss account during the year/period	-	-	-	-	91.70	31.25
Balance at the end of the year/period	**-**	**-**	**-**	**-**	**91.70**	**122.95**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

2. RESERVES AND SURPLUS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Deficit (Balance in the statement of profit and loss)						
Balance at the beginning of the year/period	(132.90)	(495.01)	(401.49)	(292.98)	(537.72)	(1,404.06)
Add: Profit / (Loss) for the year/period	(275.25)	175.04	192.95	(214.05)	(770.28)	(752.34)
Adjustment towards goodwill	-	-	-	(1.79)	0.64	98.12
Balance at the end of the year/period	**(408.15)**	**(319.97)**	**(208.54)**	**(508.82)**	**(1,307.36)**	**(2,058.27)**
Less: Appropriations						
Preference dividend declared by subsidiary company	(74.12)	(69.91)	(72.41)	(24.90)	-	-
Tax on preference dividend declared by subsidiary company	(12.74)	(11.61)	(12.03)	(4.00)	-	-
Transferred to capital redemption reserve	-	-	-	-	(5.00)	-
Transferred to debenture redemption reserve	-	-	-	-	(91.70)	(31.25)
	(86.86)	**(81.52)**	**(84.44)**	**(28.90)**	**(96.70)**	**(31.25)**
Balance at the end of the year/period	**(495.01)**	**(401.49)**	**(292.98)**	**(537.72)**	**(1,404.06)**	**(2,089.52)**
	6,692.66	**6,101.34**	**6,023.21**	**6,339.13**	**5,401.07**	**4,487.46**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

3. DEFERRED TAX LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Deferred tax liability						
Excess of depreciation/ amortisation on fixed assets under income-tax law over depreciation/ amortisation provided in accounts	179.71	198.40	478.09	765.83	883.11	898.72
	179.71	198.40	478.09	765.83	883.11	898.72
Deferred tax asset						
Excess of depreciation provided in the books over depreciation allowable under income tax laws	-	35.11	-	-	34.31	55.08
Disallowance under income tax laws	0.14	3.21	3.19	10.40	8.10	-
Employee Benefits	0.39	1.70	3.84	9.20	2.20	3.50
Rent accrual in accordance with AS 19-Leases	33.18	40.86	54.40	62.10	72.10	104.49
Unabsorbed losses	39.07	53.13	185.48	383.75	497.99	474.92
	72.78	134.01	246.91	465.45	614.70	637.99
Net deferred tax liabilities	**106.93**	**64.39**	**231.18**	**300.38**	**268.41**	**260.73**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

4. OTHER LONG-TERM LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Dues to Promoters / group companies / related parties						
Other long-term liabilities						
- Coffeeday Resorts (MSM) Private Limited	75.47	75.47	75.47	75.47	75.47	-
- Sivan Securities Private Limited	-	360.26	-	33.04	-	-
Rental deposits						
- MindTree Limited	466.75	590.20	612.84	825.90	931.11	741.48
- Global Edge Software Private Limited	-	-	-	-	19.20	21.82
Dues to others						
Deposits from vending customers	246.63	206.87	137.11	177.30	228.04	227.77
Rental deposits	307.38	353.60	401.58	278.60	125.43	291.22
Payables for purchase of fixed assets	-	1.10	1.00	0.90	-	-
Interest accrued but not due on borrowings	-	-	38.64	90.84	141.62	218.64
Derivative liability	-	-	66.80	74.40	42.70	26.07
Creditors for expenses	97.54	118.14	157.54	193.78	236.07	252.74
Trade payables	-	-	-	-	-	138.77
	1,193.77	**1,705.64**	**1,490.98**	**1,750.23**	**1,799.64**	**1,918.51**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

5. LONG-TERM PROVISIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Provision for employee benefits						
- Gratuity (refer note 21 of Annexure V)	0.58	13.57	21.02	49.43	44.10	54.08
- Compensated absence	-	0.18	0.32	0.47	0.56	0.45
Accrual of redemption premium on debentures	-	-	-	-	63.70	223.61
Accrual of redemption premium on preference shares	-	-	-	67.34	139.84	-
Provision for settlement of tax disputes	-	-	521.35	207.20	175.68	175.77
Provision for others	-	-	5.10	0.42	0.95	8.42
	0.58	**13.75**	**547.79**	**324.86**	**424.83**	**462.33**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

6. TRADE PAYABLES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Trade payables						
- Dues to micro and small enterprises	4.82	3.76	-	-	-	-
- Dues to other creditors	645.88	724.20	1,486.67	1,368.41	1,589.12	1,311.76
	650.70	**727.96**	**1,486.67**	**1,368.41**	**1,589.12**	**1,311.76**

Note: The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2010, 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014 and 31 December 2014 has been made in the financial statements based on information received and available with the Group. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Group has not received any claim for interest from any supplier as at the balance sheet date.

(Rs. in Million, unless otherwise stated)

	For the year ended					For the period ended
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	4.82	3.76	-	-	-	-
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;	1.59	-	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting period; and	-	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise;	0.10	-	-	-	-	-

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

7. OTHER CURRENT LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Current maturities of long-term debt **(Refer annexure VII-C)**						
From banks						
- Vijaya Bank	-	-	-	-	-	250.00
- State Bank of India	-	200.00	100.00	-	-	-
- Yes Bank	500.00	-	22.20	61.53	40.87	51.09
- Canara Bank	100.00	120.00	99.99	40.00	6.10	93.75
- ICICI Bank	-	-	3.81	3.79	1.67	-
- Indian Overseas Bank	40.00	48.00	39.99	16.00	5.10	-
- Punjab National Bank	20.00	24.00	20.00	8.00	0.90	-
- Axis Bank Limited	60.00	60.00	39.36	-	100.00	-
- Rabo Bank, Singapore	9.07	40.43	89.69	136.50	355.00	238.73
- HDFC Bank	-	0.85	1.00	1.00	-	-
- ABN Amro Bank	0.86	0.77	-	-	-	-
- Standard Chartered Bank	-	-	-	240.90	196.10	374.47
- Indusind Bank	-	-	-	-	20.87	22.87
- Ratnakar Bank	-	-	-	-	281.25	375.00
- Karur Vysya Bank	-	-	-	-	62.50	125.00
- Kotak Mahindra Bank	25.36	-	-	-	-	-
- Bank of Baroda	-	-	83.33	175.29	-	-
- ING Vysya Bank	-	-	-	50.00	66.67	66.67
- UCO Bank	-	-	21.40	99.98	144.49	180.59
- United Bank of India	-	-	6.60	50.08	70.18	90.47
- IDBI Bank	-	-	73.31	71.38	112.40	130.05
- Vehicle loans from banks	0.12	0.83	0.97	0.50	0.60	0.60

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

7. OTHER CURRENT LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at**					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
From financial institutions and others						
- Daimler Financial Services	-	-	-	-	-	29.86
- Reliance CAPITAL Limited	0.60	0.22	-	-	-	-
- Deutsche Investitions-Und Entwicklungsgesellschaft MBH	64.35	64.33	119.52	146.00	181.10	214.85
- TATA Capital Limited	112.50	638.10	140.93	280.00	560.00	630.00
- TATA Finance Limited	-	-	-	-	-	9.34
- International Finance Corporation	82.45	81.67	93.18	99.30	109.70	57.87
- Housing Development Finance Corporation Limited	19.50	19.50	153.87	270.69	283.97	315.43
- Barclays Investment & Loans India Private Limited	-	1.08	1.10	1.25	-	-
- India Bulls Financial Services Limited	-	1.19	1.41	-	-	-
- L & T Finance Limited	-	-	-	250.00	250.00	750.00
- India Infrastructure Finance Company Limited	-	-	-	30.68	32.38	40.47
- Infrastructure Development Finance Company	-	-	43.55	1,544.61	-	-
- SREI Infrastructure Finance Limited	-	-	33.89	39.65	16.48	1.35
- Sundaram Finance Limited	-	-	15.38	14.17	11.12	9.10
- Nomura Capital India Private Limited	-	-	-	500.00	-	500.00
- Kotak Mahindra Investments Limited	-	-	-	-	-	200.00
- Kotak Mahindra Prime Limited	-	-	-	-	-	500.00
Current maturities of long term debentures						
- 13.25% non-convertible debentures of Rs.1,000,000 each issued to Reliance Capital Asset Management Company	-	-	-	500.00	-	-
- 13.75% non-convertible debentures of Rs.1,000,000 each issued to Birla Sunlife Dynamic Bond Fund, Birla Sunlife Short Term Opportunities Fund & Birla Sunlife Medium Term Plan	-	-	-	1,000.00	-	-
- 14.75% p.a. secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to Aditya Birla Finance Limited	-	-	-	600.00	600.00	600.00
- 14.5% p.a. secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to ICICI Prudential Asset Management Company	-	-	-	-	750.00	750.00
- 12.75% non-convertible debentures of Rs.1,000,000 each issued to Reliance Mutual Fund	-	-	-	750.00	-	-
Current maturities of finance lease obligations - Hewlett Packard Financial Services (India) Private Limited	2.87	2.16	3.26	5.44	5.04	2.85

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

7. OTHER CURRENT LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Dues to the promoters/ group companies/ related parties						
- Sivan Securities Private Limited	-	-	-	33.52	7.23	5.86
Dues to other than promoter group						
Book overdraft	282.29	171.90	311.32	83.07	172.88	41.37
Advance from customers	4.91	31.84	15.55	153.38	474.00	302.67
Deposits from customers	47.25	132.26	265.27	409.36	328.96	287.22
Advance payments towards unexpired gift vouchers	13.88	5.23	4.95	6.70	12.60	8.17
Unearned revenue	1.19	-	17.70	-	-	-
Interest accrued and not due on borrowings	128.83	177.61	86.40	155.70	158.62	250.82
Interest accrued and due on borrowings	-	21.22	1.60	-	-	28.25
Mark to market margin- commodities futures	-	-	-	2.40	7.22	48.65
Deposits taken from sub brokers	-	-	4.93	5.09	4.15	4.56
Unpaid dividend	-	-	1.13	1.12	1.12	-
Other payables						
- Statutory dues	59.77	85.59	224.20	263.48	190.84	201.72
- Creditors for capital goods	54.29	67.81	48.18	27.30	76.89	36.24
- Accrued salaries and benefits	30.79	76.68	85.66	107.89	109.54	162.39
- Creditors for expenses	55.79	224.17	643.57	523.02	459.68	619.01
- Outstanding commission	-	-	14.96	11.17	11.83	25.38
- Derivative liability	-	-	10.31	-	-	0.28
- Others	0.70	1.07	16.95	8.42	159.93	13.26
	1,717.37	**2,298.51**	**2,960.42**	**8,778.36**	**6,439.98**	**8,646.26**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

8. SHORT-TERM PROVISIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Provision for employee benefits						
- Gratuity (refer note 21 of Annexure V)	6.82	10.11	13.67	13.29	4.89	13.70
- Compensated absence	4.31	4.18	28.19	19.42	19.02	13.68
Provision for preference dividend	0.01	69.91	23.66	24.90	-	-
Provision for corporate dividend tax	-	11.61	3.93	4.00	-	-
Provision for fringe benefit tax, net of advance for fringe benefit tax	-	1.52	-	-	-	-
Provision for taxation, net of advance tax and tax deducted at source	45.49	7.83	77.22	95.52	78.53	72.05
Provision for redemption premium on preference shares	-	-	-	-	-	194.46
Provision for others	-	-	3.28	1.04	0.28	-
	56.63	**105.16**	**149.95**	**158.17**	**102.72**	**293.89**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

9. DEFERRED TAX ASSETS, NET

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Deferred tax assets						
Excess of depreciation provided in the books over depreciation allowable under Income Tax Act, 1961	-	0.50	2.82	3.47	5.89	9.45
On disallowance under Income Tax Act, 1961	-	-	3.39	3.50	6.80	12.31
On unabsorbed business loss	-	-	5.47	5.10	6.59	3.63
Deferred tax liability						
Excess of depreciation allowed under Income Tax Act, 1961 over depreciation as per books	-	-	0.21	0.19	4.09	0.13
Net deferred tax assets	**-**	**0.50**	**11.47**	**11.88**	**15.19**	**25.26**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

10. OTHER NON-CURRENT ASSETS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Unsecured, considered good						
Long-term trade receivables	-	-	153.00	153.00	153.00	153.00
Fixed deposit accounts with banks	39.62	1,809.14	97.04	209.80	294.40	296.24
Margin money deposits with banks	15.52	14.28	5.11	769.10	656.70	691.55
Minimum alternate tax credit entitlement	12.52	15.96	75.41	121.10	135.46	132.08
Derivative asset	-	40.53	-	-	-	-
Balance with government authorities	-	-	8.51	2.38	11.22	11.22
Security deposit	-	-	0.87	0.87	-	-
Prepaid expenses	-	-	-	-	6.46	8.96
Interest accrued	-	-	12.82	1.49	-	-
	67.66	**1,879.91**	**352.76**	**1,257.74**	**1,257.24**	**1,293.05**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

11. INVENTORIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Stock of traded goods	-	2.27	1.95	3.34	1.85	0.45
Stock of raw coffee and packing materials	638.59	571.49	420.96	356.00	334.41	66.14
Stock of perishables, consumables and merchandise	417.98	484.58	638.34	778.10	814.90	809.37
Work in progress	9.32	7.92	105.00	77.90	32.60	-
Finished goods of clean and roasted coffee	209.21	405.07	260.04	207.50	400.10	373.81
Stock of traded securities	0.11	-	-	10.18	0.20	0.20
Stores and spares	-	-	137.54	151.88	159.55	155.98
Loose tools	-	-	1.56	1.45	1.56	1.37
Commodities	-	6.62	22.71	28.73	9.24	-
	1,275.21	**1,477.95**	**1,588.10**	**1,615.08**	**1,754.41**	**1,407.32**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

12. CASH AND BANK BALANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Cash and cash equivalents						
Cash on hand	40.39	41.48	58.56	79.35	60.59	65.43
Cheque / demand draft on hand	-	-	9.45	0.04	-	-
Balance with scheduled banks:						
- In current accounts	2,221.82	389.34	1,526.72	1,436.88	1,855.48	1,973.71
- In exchange earners foreign currency account	0.05	0.05	0.05	-	-	-
- In fixed deposits	7,790.39	447.81	1,696.81	850.08	1,042.62	924.35
Other bank balances						
- In margin money accounts	-	2.25	363.96	279.82	168.00	121.80
- In fixed deposits	3,716.53	9,238.19	2,016.88	818.79	2,085.45	3,672.86
	13,769.18	**10,119.12**	**5,672.43**	**3,464.96**	**5,212.14**	**6,758.15**

Note: Fixed deposits with a original maturity period of less than 3 months are classified as "Cash and cash equivalents" and fixed deposits with a original maturity period of greater than 3 months, but with a maturity date of less than 12 months from balance sheet date are classified as "Other bank balances".

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

13. OTHER CURRENT ASSETS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Security and Margin Money with stock exchange/Clearing Member	-	136.75	32.17	49.01	115.38	132.20
Claims receivable	6.37	9.95	6.77	2.27	2.00	2.84
Interest accrued but not due	18.84	39.82	47.49	52.12	13.52	50.18
Unbilled revenue	4.70	-	50.20	59.80	88.95	168.63
Receivable from exchanges	-	-	-	9.04	78.53	85.37
Minimum alternate tax credit entitlement	-	-	20.42	2.31	3.09	1.10
Other receivables	0.86	19.31	35.50	53.54	139.54	87.60
	30.77	**205.83**	**192.55**	**228.09**	**441.01**	**527.92**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

14. REVENUE FROM OPERATIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period from 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Revenue from operations						
Sale of products						
Sale of coffee beans	2,464.35	4,651.07	4,590.35	4,431.26	3,697.42	2,151.77
Sale of food, beverages and other items	3,527.05	4,596.95	5,657.99	6,598.34	8,013.23	6,888.91
Sale of merchandise items	224.00	327.31	363.71	407.10	416.20	349.77
Sale of commodities	-	-	-	115.84	493.51	18.51
Sale of services						
Income from integrated logistics services	-	-	3,948.70	8,130.21	9,130.65	6,853.75
Facility rental income (refer note 20.a of Annexure V)	394.22	423.17	548.75	678.62	705.62	600.12
Service income from coffee vending machines	117.75	177.29	222.83	359.00	428.89	399.62
Income from software development and related services	135.32	140.89	199.15	241.75	266.40	232.58
Income from operations of resort	4.35	58.11	176.10	213.86	276.69	219.96
Consultancy services	1.87	2.06	-	-	-	-
Maintenance income	-	31.17	52.80	61.42	74.57	86.62

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

14. REVENUE FROM OPERATIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period from 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Income from financial services						
Trading income - securities	-	-	34.54	408.32	620.62	706.29
Brokerage income	46.32	54.26	446.59	501.94	425.30	432.00
Transaction charges	-	-	13.17	49.40	133.92	212.71
Interest income	-	-	22.85	24.43	18.63	15.80
Depository charges	-	-	20.52	23.38	17.76	19.32
Portfolio management fees	-	-	24.28	17.03	5.80	4.13
Futures and Options trading income / (loss)	-	-	-	(1.62)	20.40	0.35
Other financial income	-	19.14	77.47	69.18	46.63	17.46
Other operating revenue						
Sale of import entitlements	82.45	226.33	207.67	210.20	126.10	89.17
Advertisement income	108.47	158.83	161.28	125.40	144.12	124.22
Gain / (loss) from commodity futures	13.42	26.98	36.30	(32.20)	32.60	(18.44)
Others	108.23	19.24	13.81	5.78	4.68	20.35
	7,227.80	**10,912.80**	**16,818.86**	**22,638.64**	**25,099.74**	**19,424.97**
Less: Quality claims	(16.23)	(26.65)	(30.19)	(36.90)	(18.90)	(20.23)
Less: Sales tax and luxury tax	(452.26)	(519.08)	(686.77)	(793.66)	(926.86)	(744.59)
Less: Service tax	(46.26)	(56.33)	(294.48)	(689.00)	(1,102.82)	(843.62)
Less: Trade discounts	(12.52)	(66.70)	(178.87)	(160.60)	(231.85)	(218.94)
	6,700.53	**10,244.04**	**15,628.55**	**20,958.48**	**22,819.31**	**17,597.59**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

15. COST OF INVENTORIES SOLD AND COST OF INTEGRATED LOGITICS SERVICES

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period from 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
15. (a) Cost of materials consumed						
Opening stock of raw materials and packing materials	677.77	1,056.57	1,056.07	1,059.30	1,134.10	1,149.31
Purchase of raw materials and packing materials						
- Purchase of coffee beans	2,051.16	4,257.26	4,208.15	3,869.40	3,287.06	1,540.87
- Purchase of food, consumables and packing materials	1,146.31	1,595.53	1,736.67	1,993.20	2,434.04	2,108.41
- Purchase of merchandise items	39.04	145.06	182.69	188.20	187.50	158.91
Closing stock of raw materials and packing materials	1,056.57	1,056.07	1,059.30	1,134.10	1,149.31	875.50
	2,857.71	**5,998.35**	**6,124.28**	**5,976.00**	**5,893.39**	**4,082.00**
15. (b) Cost of integrated logistics services						
Freight	-	-	590.06	1,602.81	1,479.45	1,229.33
Handling and transportation	-	-	1,886.56	3,557.56	4,600.86	3,255.79
Other cost of integrated logistics services	-	-	612.04	863.86	810.82	808.19
	-	**-**	**3,088.66**	**6,024.23**	**6,891.13**	**5,293.31**
15. (c) Changes in inventories of finished goods and work-in-progress						
Opening stock						
Finished goods	517.11	209.21	405.07	260.04	207.50	400.10
Work-in-progress	11.50	9.32	7.92	105.00	77.90	32.60
	528.61	218.53	412.99	365.04	285.40	432.70
Closing stock						
Finished goods	209.21	405.07	260.04	207.50	400.10	373.81
Work-in-progress	9.32	7.92	105.00	77.90	32.60	-
	218.53	412.99	365.04	285.40	432.70	373.81
	310.08	**(194.46)**	**47.95**	**79.64**	**(147.30)**	**58.89**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

16. EMPLOYEE BENEFITS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period from 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Salaries and wages	493.15	805.63	1,421.48	1,802.63	2,022.45	1,646.79
Contribution to provident and other funds	53.49	85.79	134.51	174.03	172.14	150.84
Stock compensation expense (refer note 22 of Annexure V)	3.83	1.77	(5.62)	3.30	2.10	0.11
Staff welfare expenses	22.88	30.56	52.37	65.09	66.61	52.10
	573.35	**923.75**	**1,602.74**	**2,045.05**	**2,263.30**	**1,849.84**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

17. FINANCE COSTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period from 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Interest expenses	897.34	819.86	1,173.08	1,975.62	2,533.53	2,314.03
Other borrowing costs	181.80	98.35	61.52	128.12	244.36	169.22
	1,079.14	**918.21**	**1,234.60**	**2,103.74**	**2,777.89**	**2,483.25**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

18. OTHER EXPENSES

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period from 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Rent (Refer note 20.b of Annexure V)	621.72	782.60	1,004.50	1,114.22	1,250.22	1,110.43
Power and fuel	171.50	248.59	289.36	334.13	357.64	276.58
Advertising and business promotion expenses	71.18	91.71	89.24	184.61	297.39	71.92
Transaction charges	-	-	-	101.43	208.45	184.17
Travelling and conveyance	101.79	106.84	131.18	168.47	204.06	133.61
Securities transaction tax	-	-	-	165.22	180.08	289.64
Café housekeeping and maintenance	90.84	149.35	164.82	144.00	160.70	129.03
Legal, professional and consultancy	195.17	86.19	147.63	154.77	164.69	139.53
Sub brokerage	-	5.83	73.84	86.72	109.00	225.42
Rates and taxes	58.06	71.36	105.70	110.32	97.03	99.40
Subcontracting charges	9.49	14.55	15.24	62.00	95.11	86.83
Freight and handling charges	53.18	108.06	127.03	104.36	88.53	46.99
Communication expenses	31.26	51.87	84.55	83.66	84.94	92.10
Brokerage and commission	78.63	109.96	103.87	106.80	84.16	109.16
Grinding and curing charges	24.52	28.50	31.09	35.10	51.27	44.59
Procurement expenses	-	-	-	61.52	48.74	-
Office maintenance and utilities	40.32	54.91	47.38	37.80	39.28	34.56
Insurance	9.44	11.41	20.93	23.14	29.14	49.86
Loss on sale of assets, net	15.82	6.72	33.05	29.88	18.29	42.76
Repairs and maintenance						
- plant and machinery	60.29	84.42	96.08	99.02	117.85	122.47
- buildings	3.39	6.14	8.54	21.30	18.45	11.71
- others	22.67	29.22	60.20	105.33	108.47	75.89
Foreign exchange loss, net	24.58	-	17.61	-	0.16	0.05
Exchange charges	-	-	-	25.36	58.24	68.11
Miscellaneous expenses	76.77	144.93	244.96	402.88	434.21	240.52
	1,760.62	**2,193.16**	**2,896.80**	**3,762.04**	**4,306.10**	**3,685.33**

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

19. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

a. For the year ended 31 March 2010 :

(Rs. in Million)

Description	Gross block					Accumulated depreciation					Net block	
	As at 1 April 2009	Acquisitions during the year (refer note a)	Additions during the year	Deletions during the year	As at 31 March 2010	As at 1 April 2009	Acquisitions during the year	Charge for the year	Deletions during the year	As at 31 March 2010	As at 31 March 2010	As at 31 March 2009
Tangible fixed assets - Owned												
Freehold land	414.68	-	33.63	-	448.31	-	-	-	-	-	448.31	414.68
Buildings	1,364.37	-	567.00	6.49	1,924.88	207.99	-	115.30	4.08	319.21	1,605.67	1,156.38
Plant and machinery	1,508.22	-	256.80	1.42	1,763.60	480.19	-	126.02	0.31	605.90	1,157.70	1,028.03
Furniture and fittings	690.49	0.01	109.96	7.97	792.49	239.10	0.01	74.16	4.47	308.80	483.69	451.39
Vehicles	71.97	-	1.30	-	73.27	41.47	-	8.62	-	50.09	23.18	30.50
Office equipment	125.51	-	12.53	6.14	131.90	100.30	-	5.45	2.39	103.36	28.54	25.21
Leasehold improvements	2,048.43	-	616.06	20.67	2,643.82	327.08	-	274.96	11.02	591.02	2,052.80	1,721.35
Computers	111.44	-	16.00	2.20	125.24	71.71	-	27.55	2.20	97.06	28.18	39.73
Coffee vending machine	894.52	-	299.23	26.63	1,167.12	228.39	-	105.93	26.63	307.69	859.43	666.13
Tangible fixed assets- Leased												
Leasehold land	28.78	-	-	-	28.78	1.18	-	0.78	-	1.96	26.82	27.60
Computers	1.73		2.44		4.17	0.16		1.32	-	1.48	2.69	1.57
	7,260.14	**0.01**	**1,914.95**	**71.52**	**9,103.58**	**1,697.57**	**0.01**	**740.09**	**51.10**	**2,386.57**	**6,717.01**	**5,562.57**
Intangible fixed assets - Owned												
Software	66.45	-	3.59	-	70.04	49.14	-	2.93	-	52.07	17.97	17.31
Web portal	26.10	-	-	-	26.10	26.10	-	-	-	26.10	-	-
	92.55	**-**	**3.59**	**-**	**96.14**	**75.24**	**-**	**2.93**	**-**	**78.17**	**17.97**	**17.31**
Total	**7,352.69**	**0.01**	**1,918.54**	**71.52**	**9,199.72**	**1,772.81**	**0.01**	**743.02**	**51.10**	**2,464.74**	**6,734.98**	**5,579.88**

Notes:

a) Represents assets acquired on account of acquisition of Giri Vidyuth Private Limited.

b) Additions / adjustments include foreign exchange gain (net) amounting to Rs 126.63 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates capitalised to fixed assets / capital work-in-progress.

c) Additions include interest capitalised to fixed assets / capital work-in-progress in respect of qualifying assets in accordance with AS 16, Borrowing costs amounting to Rs 215.11 million

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

19. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

b. For the year ended 31 March 2011 :

(Rs. in Million)

Description	Gross block					Accumulated depreciation					Net block	
	As at 1 April 2010	Acquisitions during the year (refer note a)	Additions during the year	Deletions during the year	As at 31 March 2011	As at 1 April 2010	Acquisitions during the year	Charge for the year	Deletions during the year	As at 31 March 2011	As at 31 March 2011	As at 31 March 2010
Tangible fixed assets - Owned												
Freehold land	448.31	64.09	13.42	-	525.82	-	-	-	-	-	525.82	448.31
Buildings	1,924.88	368.08	794.97	-	3,087.93	319.21	87.84	139.52	-	546.57	2,541.36	1,605.67
Plant and machinery	1,763.60	61.18	559.90	1.21	2,383.47	605.90	29.38	165.22	0.11	800.39	1,583.08	1,157.70
Furniture and fittings	792.49	37.52	168.96	0.40	998.57	308.80	21.68	93.11	0.31	423.28	575.29	483.69
Vehicles	73.27	12.30	3.02	-	88.59	50.09	10.76	7.95	-	68.80	19.79	23.18
Office equipment	131.90	36.69	1.71	0.31	169.99	103.36	13.17	5.22	0.14	121.61	48.38	28.54
Leasehold improvements	2,643.82	39.02	958.93	13.35	3,628.42	591.02	8.43	384.75	6.56	977.64	2,650.78	2,052.80
Computers	125.24	52.62	7.90	-	185.76	97.06	30.47	27.82	-	155.35	30.41	28.18
Coffee vending machine	1,167.12	-	399.11	38.06	1,528.17	307.69	-	152.49	38.06	422.12	1,106.05	859.43
Electrical fitting	-	20.32	-	-	20.32	-	6.92	-	-	6.92	13.40	-
Tangible fixed assets- Leased												
Leasehold land	28.78	-	-	-	28.78	1.96	-	0.78	-	2.74	26.04	26.82
Computers	4.17		3.39		7.56	1.48		1.83		3.31	4.25	2.69
	9,103.58	**691.82**	**2,911.31**	**53.33**	**12,653.38**	**2,386.57**	**208.65**	**978.69**	**45.18**	**3,528.73**	**9,124.65**	**6,717.01**
Intangible fixed assets - Owned												
Software	70.04	32.60	2.73	-	105.37	52.07	14.64	2.20	-	68.91	36.46	17.97
Web portal	26.10	-	-	-	26.10	26.10	-	-	-	26.10	-	-
	96.14	**32.60**	**2.73**	**-**	**131.47**	**78.17**	**14.64**	**2.20**	**-**	**95.01**	**36.46**	**17.97**
Total	**9,199.72**	**724.42**	**2,914.04**	**53.33**	**12,784.85**	**2,464.74**	**223.29**	**980.89**	**45.18**	**3,623.74**	**9,161.11**	**6,734.98**

Notes:

a) Represents assets acquired on account of acquisition of Way2wealth Brokers Private Limited, Way2wealth Illuminati Securities Private Limited (erstwhile Way2Wealth Enterprises Private Limited), Way2wealth Commodities Private Limited, Coffee Day Hotels And Resorts Private Limited, Wilderness Resorts Private Limited and Karnataka Wildlife Resorts Private Limited.

b) Additions / adjustments include foreign exchange gain (net) amounting to Rs 61.63 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates capitalised to fixed assets / capital work-in-progress.

c) Additions include interest capitalised to fixed assets / capital work-in-progress in respect of qualifying assets in accordance with AS 16, Borrowing costs amounting to Rs 185.72 million.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

19. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

c. For the year ended 31 March 2012 :

(Rs. in Million)

Description	Gross block					Accumulated depreciation					Net block	
	As at 1 April 2011	Acquisitions during the year (refer note a)	Additions during the year	Deletions during the year	As at 31 March 2012	As at 1 April 2011	Acquisitions during the year	Charge for the year	Deletions during the year	As at 31 March 2012	As at 31 March 2012	As at 31 March 2011
Tangible fixed assets - Owned												
Freehold land	525.82	650.47	56.42	-	1,232.71	-	-	-	-	-	1,232.71	525.82
Buildings	3,087.93	912.02	855.68	0.13	4,855.50	546.57	112.51	244.72	-	903.80	3,951.70	2,541.36
Plant and machinery	2,383.47	1,445.76	1,044.77	47.02	4,826.98	800.39	522.21	275.93	30.57	1,567.96	3,259.02	1,583.08
Furniture and fittings	998.57	83.07	259.76	7.55	1,333.85	423.28	55.84	131.66	5.24	605.54	728.31	575.29
Vehicles	88.59	446.01	29.74	11.18	553.16	68.80	298.97	37.85	10.84	394.78	158.38	19.79
Office equipment	169.99	107.16	349.62	4.74	622.03	121.61	102.63	5.59	1.39	228.44	393.59	48.38
Leasehold improvements	3,628.42	0.23	874.92	25.83	4,477.74	977.64	0.15	464.20	12.57	1,429.42	3,048.32	2,650.78
Computers	185.76	13.05	12.57	4.54	206.84	155.35	9.65	12.72	4.31	173.41	33.43	30.41
Coffee vending machine	1,528.17	-	460.86	27.45	1,961.58	422.12	-	183.10	27.45	577.77	1,383.81	1,106.05
Electrical fitting	20.32	-	0.20	-	20.52	6.92	-	1.87	-	8.79	11.73	13.40
Ships	-	911.87	244.09	27.54	1,128.42	-	28.34	42.83	4.88	66.29	1,062.13	-
Port Handling Equipment	-	1,190.92	0.18	-	1,191.10	-	527.30	43.95	-	571.25	619.85	-
Tangible fixed assets - Leased												
Leasehold land	28.78	-	-	-	28.78	2.74	-	0.78	-	3.52	25.26	26.04
Computers	7.56	-	3.52	-	11.08	3.31	-	2.67	-	5.98	5.10	4.25
	12,653.38	**5,760.56**	**4,192.33**	**155.98**	**22,450.29**	**3,528.73**	**1,657.60**	**1,447.87**	**97.25**	**6,536.95**	**15,913.34**	**9,124.65**
Intangible fixed assets - Owned												
License Fee	-	500.00	-	-	500.00	-	76.74	-	-	76.74	423.26	-
Software	105.37	19.55	32.33	-	157.25	68.91	9.06	18.84	-	96.81	60.44	36.46
Web portal	26.10	-	-	-	26.10	26.10	-	-	-	26.10	-	-
Bombay Stock Exchange membership rights	-	9.45	-	-	9.45	-	9.45	-	-	9.45	-	-
Dredger -Dry -Docks	-	52.87	-	-	52.87	-	0.37	4.92	-	5.29	47.58	-
Leasehold rights	-	76.59	-	16.45	60.14	-	-	-	-	-	60.14	-
	131.47	**658.46**	**32.33**	**16.45**	**805.81**	**95.01**	**95.62**	**23.76**	**-**	**214.39**	**591.42**	**36.46**
Total	**12,784.85**	**6,419.02**	**4,224.66**	**172.43**	**23,256.10**	**3,623.74**	**1,753.22**	**1,471.63**	**97.25**	**6,751.34**	**16,504.76**	**9,161.11**

Notes:

a) Represents assets acquired on account of acquisition of SICAL Logistics Limited and its subsidiaries, Techno Shares & Stocks Limited , Techno Commodity Broking Private Limited, Way2Wealth Insurance Brokers Private Limited (erstwhile Total Insurance Brokers Private Limited).

b) Additions / adjustments include foreign exchange loss (net) amounting to Rs 950.04 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates capitalised to fixed assets / capital work-in-progress.

c) Additions include interest capitalised to fixed assets / capital work-in-progress in respect of qualifying assets in accordance with AS 16, Borrowing costs amounting to Rs 169.50 million.

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

19. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

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d. For the year ended 31 March 2013 :

(Rs. in Million)

Description	Gross block					Accumulated depreciation					Net block	
	As at 1 April 2012	Acquisitions during the year (refer note a)	Additions / adjustments during the year	Deletions during the year	As at 31 March 2013	As at 1 April 2012	Acquisitions during the year	Charge for the year	Deletions during the year	As at 31 March 2013	As at 31 March 2013	As at 31 March 2012
Tangible fixed assets - Owned												
Freehold land	1,232.71	-	184.36	-	1,417.07	-	-	-	-	-	1,417.07	1,232.71
Buildings	4,855.50	-	1,052.77	-	5,908.27	903.80	-	315.98	-	1,219.78	4,688.49	3,951.70
Plant and machinery	4,826.98	-	1,328.14	122.44	6,032.68	1,567.96	-	393.23	100.75	1,860.44	4,172.24	3,259.02
Furniture and fittings	1,333.85	-	349.75	38.92	1,644.68	605.54	-	161.68	37.25	729.97	914.71	728.31
Vehicles	553.16	-	18.00	11.44	559.72	394.78	-	49.09	11.20	432.67	127.05	158.38
Office equipment	622.03	-	71.53	(0.32)	693.88	228.44	-	15.93	(1.57)	245.94	447.94	393.59
Leasehold improvements	4,477.74	-	670.89	322.34	4,826.29	1,429.42	-	604.34	302.65	1,731.11	3,095.18	3,048.32
Computers	206.84	3.96	12.48	7.51	215.77	173.41	0.41	13.73	6.97	180.58	35.19	33.43
Coffee vending machine	1,961.58	-	649.10	166.60	2,444.08	577.77	-	245.56	166.60	656.73	1,787.35	1,383.81
Electrical fitting	20.52	-	0.22	-	20.74	8.79	-	1.64	-	10.43	10.31	11.73
Ships	1,128.42	-	65.23	-	1,193.65	66.29	-	74.35	-	140.64	1,053.01	1,062.13
Port Handling Equipment	1,191.10	-	2.42	-	1,193.52	571.25	-	76.76	-	648.01	545.51	619.85
Tangible fixed assets- Leased												
Leasehold land	28.78	-	-	1.40	27.38	3.52	-	0.78	1.40	2.90	24.48	25.26
Computers	11.08	-	11.83	-	22.91	5.98	-	5.50	-	11.48	11.43	5.10
	22,450.29	**3.96**	**4,416.72**	**670.33**	**26,200.64**	**6,536.95**	**0.41**	**1,958.57**	**625.25**	**7,870.68**	**18,329.96**	**15,913.34**
Intangible fixed assets - Owned												
License Fee	500.00	-	36.24	-	536.24	76.74	-	24.99	-	101.73	434.51	423.26
Software	157.25	-	15.03	-	172.28	96.81	-	21.71	-	118.52	53.76	60.44
Web portal	26.10	-	-	-	26.10	26.10	-	-	-	26.10	-	-
Bombay Stock Exchange membership rights	9.45	-	-	-	9.45	9.45	-	-	-	9.45	-	-
Dredger -Dry -Docks	52.87	-	-	-	52.87	5.29	-	21.15	-	26.44	26.43	47.58
Leasehold rights	60.14	-	-	-	60.14	-	-	-	-	-	60.14	60.14
	805.81	**-**	**51.27**	**-**	**857.08**	**214.39**	**-**	**67.85**	**-**	**282.24**	**574.84**	**591.42**
Total	**23,256.10**	**3.96**	**4,467.99**	**670.33**	**27,057.72**	**6,751.34**	**0.41**	**2,026.42**	**625.25**	**8,152.92**	**18,904.80**	**16,504.76**

Notes:
a) Represents assets acquired on account of acquisition of Way2Wealth Illuminati Pte. Ltd.
b) Additions / adjustments include foreign exchange loss (net) amounting to Rs 429.59 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates capitalised to fixed assets / capital work-in-progress.
c) Additions include interest capitalised to fixed assets / capital work-in-progress in respect of qualifying assets in accordance with AS 16, Borrowing costs amounting to Rs 251.27 million.

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

19. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

e. For the year ended 31 March 2014:

(Rs. in Million)

Description	Gross block				Accumulated depreciation				Net block	
	As at 1 April 2013	Additions during the year	Deletions / adjustments during the year	As at 31 March 2014	As at 1 April 2013	Charge for the year	Deletions / adjustments during the year	As at 31 March 2014	As at 31 March 2014	As at 31 March 2013
Tangible fixed assets - Owned										
Freehold land	1,417.07	151.47	-	1,568.54	-	-	-	-	1,568.54	1,417.07
Buildings	5,908.27	970.91	-	6,879.18	1,219.78	377.15	-	1,596.93	5,282.25	4,688.49
Plant and machinery	6,032.68	545.03	694.64	5,883.07	1,860.44	534.50	243.20	2,151.74	3,731.33	4,172.24
Furniture and fittings	1,644.68	269.58	16.86	1,897.40	729.97	186.26	11.39	904.84	992.56	914.71
Vehicles	559.72	8.33	16.98	551.07	432.67	33.06	15.71	450.02	101.05	127.05
Office equipment	693.88	12.66	488.64	217.90	245.94	29.78	91.19	184.53	33.37	447.94
Leasehold improvements	4,826.29	792.82	(847.23)	6,466.34	1,731.11	714.32	(41.70)	2,487.13	3,979.21	3,095.18
Computers	215.77	16.22	10.20	221.79	180.58	14.58	10.04	185.12	36.67	35.19
Coffee vending machine	2,444.08	662.70	-	3,106.78	656.73	354.29	-	1,011.02	2,095.76	1,787.35
Electrical fitting	20.74	0.10	-	20.84	10.43	1.43	-	11.86	8.98	10.31
Ships	1,193.65	114.77	-	1,308.42	140.64	84.54	-	225.18	1,083.24	1,053.01
Port handling equipment	1,193.52	6.02	-	1,199.54	648.01	73.39	0.88	720.52	479.02	545.51
Tangible fixed assets- Leased										
Leasehold land	27.38	-	-	27.38	2.90	0.78	-	3.68	23.70	24.48
Computers	22.91	0.58	-	23.49	11.48	5.41	-	16.89	6.60	11.43
	26,200.64	**3,551.19**	**380.09**	**29,371.74**	**7,870.68**	**2,409.49**	**330.71**	**9,949.46**	**19,422.28**	**18,329.96**
Intangible fixed assets - Owned										
License fee	536.24	-	-	536.24	101.73	25.00	-	126.73	409.51	434.51
Software	172.28	29.56	-	201.84	118.52	29.80	-	148.32	53.52	53.76
Web portal	26.10	-	-	26.10	26.10	-	-	26.10	-	-
Bombay Stock Exchange membership rights	9.45	-	-	9.45	9.45	-	-	9.45	-	-
Dredger -Dry -Docks	52.87	-	-	52.87	26.44	21.15	-	47.59	5.28	26.43
Leasehold rights	60.14	-	-	60.14	-	-	-	-	60.14	60.14
	857.08	**29.56**	**-**	**886.64**	**282.24**	**75.95**	**-**	**358.19**	**528.45**	**574.84**
Total	**27,057.72**	**3,580.75**	**380.09**	**30,258.38**	**8,152.92**	**2,485.44**	**330.71**	**10,307.65**	**19,950.73**	**18,904.80**

Notes:

a) Additions / adjustments include foreign exchange loss (net) amounting to Rs 962.58 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates capitalised to fixed assets / capital work-in-progress.

b) Additions include interest capitalised to fixed assets / capital work-in-progress in respect of qualifying assets in accordance with AS 16, Borrowing costs amounting to Rs 255.61 million.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

19. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

f. For the nine month period ended 31 December 2014:

(Rs. in Million)

Description	Gross block					Accumulated depreciation				Net block	
	As at 1 April 2014	Acquisitions during the year	Additions during the year	Deletions / adjustments during the year	As at 31 December 2014	As at 1 April 2014	Charge for the year	Deletions / adjustment during the year	As at 31 December 2014	As at 31 December 2014	As at 31 March 2014
Tangible fixed assets - Owned											
Freehold land	1,568.54	-	2.33	1.10	1,569.77	-	-	-	-	1,569.77	1,568.54
Buildings	6,879.18	-	250.41	16.68	7,112.91	1,596.93	332.04	3.28	1,925.69	5,187.22	5,282.25
Plant and machinery	5,883.07	-	510.16	66.92	6,326.31	2,151.74	472.94	58.91	2,565.77	3,760.54	3,731.33
Furniture and fittings	1,897.40	-	126.57	25.12	1,998.85	904.84	143.76	23.36	1,025.24	973.61	992.56
Vehicles	551.07	-	289.64	49.22	791.49	450.02	33.66	45.03	438.65	352.84	101.05
Office equipment	217.90	2.56	9.55	2.48	227.53	184.53	28.54	2.97	210.10	17.43	33.37
Leasehold improvements	6,466.34	-	405.14	454.01	6,417.47	2,487.13	537.87	301.72	2,723.28	3,694.19	3,979.21
Computers	221.79	0.19	22.74	0.56	244.16	185.12	19.78	0.20	204.70	39.46	36.67
Coffee vending machine	3,106.78	-	504.95	-	3,611.73	1,011.02	290.37	-	1,301.39	2,310.34	2,095.76
Electrical fitting	20.84	-	0.57	-	21.41	11.86	0.66	-	12.52	8.89	8.98
Ships	1,308.42	-	1.57	0.00	1,309.99	225.18	8.53	-	233.71	1,076.28	1,083.24
Port handling equipment	1,199.54	-	2.76	2.99	1,199.31	720.52	53.70	1.32	772.90	426.41	479.02
Tangible fixed assets- Leased											
Leasehold land	27.38	-	-	-	27.38	3.68	0.59	-	4.27	23.11	23.70
Computers	23.49	-	0.52	-	24.01	16.89	3.59	-	20.48	3.53	6.60
	29,371.74	**2.75**	**2,126.91**	**619.07**	**30,882.32**	**9,949.46**	**1,926.03**	**436.79**	**11,438.70**	**19,443.62**	**19,422.28**
Intangible fixed assets - Owned											
License fee	536.24	-	-	-	536.24	126.73	18.84	-	145.57	390.67	409.51
Software	201.84	-	8.28	-	210.12	148.32	16.94	-	165.26	44.86	53.52
Web portal	26.10	-	-	-	26.10	26.10	-	-	26.10	-	-
Bombay Stock Exchange membership rights	9.45	-	-	-	9.45	9.45	-	-	9.45	-	-
Dredger -Dry -Docks	52.87	-	-	-	52.87	47.59	5.25	-	52.84	0.03	5.28
Leasehold rights	60.14	-	-	-	60.14	-	-	-	-	60.14	60.14
	886.64	**-**	**8.28**	**-**	**894.92**	**358.19**	**41.03**	**-**	**399.22**	**495.70**	**528.45**
Total	**30,258.38**	**2.75**	**2,135.19**	**619.07**	**31,777.24**	**10,307.65**	**1,967.07**	**436.79**	**11,837.92**	**19,939.32**	**19,950.73**

Notes:

a) Represents assets acquired on account of acquisition of Alphagrep Holding HK Limited and Alphagrep HK Limited.

b) Additions / adjustments include foreign exchange loss (net) amounting to Rs 465.26 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates capitalised to fixed assets / capital work-in-progress.

c) Additions include interest capitalised to fixed assets / capital work-in-progress in respect of qualifying assets in accordance with AS 16, Borrowing costs amounting to Rs 149.06 million.

20. LEASES

Operating lease

a) Assets given on non-cancellable operating lease

The Group earns its facility rental income from investment property leased under operating lease which is recognized in the statement of profit and loss on a straight-line basis over the term of the lease.

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Lease rental income	330.70	372.08	426.04	387.41	249.08	205.95

Future minimum lease payments under non cancellable operating lease are as follows:

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Not later than one year	331.60	356.66	312.67	210.99	222.74	193.08
Later than one year and not later than five years	409.55	408.29	255.81	255.42	537.02	237.70
Later than five years	236.52	235.64	243.46	235.63	232.99	-
Total	**977.67**	**1,000.59**	**811.94**	**702.04**	**992.75**	**430.78**

Assets given on cancellable operating lease

Total lease rental income recognised in the statement of profit and loss with respect of the above is as below:

PARTICULARS	For the year ended					For the period 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Lease rental income	63.52	51.09	122.71	291.21	456.54	394.17

b) Assets taken on operating lease

The Group leases office premises, residential facilities and shop spaces under operating lease agreements. The Group intends to renew such leases in the normal course of its business. Total lease rental expenses recognised in the statement of profit and loss for the year are as follows:

PARTICULARS	For the year ended					For the period 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Lease rental expense	621.72	782.60	1,004.50	1,114.22	1,250.22	1,110.43

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. LEASES

Future minimum lease payments under operating lease are as follows:

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Not later than one year	412.74	448.68	586.92	698.52	913.93	1,039.30
Later than one year and not later than five years	1,077.20	1,320.69	1,998.90	2,468.51	3,203.68	3,896.16
Later than five years	446.25	939.28	1,079.20	1,085.20	1,544.43	2,703.17
Total	**1,936.19**	**2,708.65**	**3,665.02**	**4,252.23**	**5,662.04**	**7,638.63**

c) The following assets have been held for leasing out to lessees under operating lease arrangements:

As at 31 March 2010

Asset category	Gross block	Accumulated depreciation	Net block	Depreciation for the year
Freehold land	420.70	-	420.70	-
Building	1,622.15	273.73	1,348.42	101.78
Plant and machinery	143.32	45.11	98.21	19.54
Furniture and fixtures	86.58	43.16	43.42	8.99
Total	**2,272.74**	**362.00**	**1,910.74**	**130.32**

As at 31 March 2011

Asset category	Gross block	Accumulated depreciation	Net block	Depreciation for the year
Freehold land	434.11	-	434.11	-
Building	2,367.47	400.81	1,966.66	127.08
Plant and machinery	281.81	75.64	206.17	30.53
Furniture and fixtures	92.39	54.62	37.77	11.46
Total	**3,175.78**	**531.07**	**2,644.71**	**169.08**

As at 31 March 2012

Asset category	Gross block	Accumulated depreciation	Net block	Depreciation for the year
Freehold land	451.47	-	451.47	-
Building	3,098.47	595.77	2,502.70	194.96
Plant and machinery	370.25	123.87	246.38	48.23
Furniture and fixtures	143.00	83.38	59.62	28.76
Total	**4,063.19**	**803.02**	**3,260.17**	**271.95**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. LEASES

As at 31 March 2013

Asset category	Gross block	Accumulated depreciation	Net block	Depreciation for the year
Freehold land	482.94	-	482.94	-
Building	3,885.76	853.48	3,032.28	257.71
Plant and machinery	620.42	189.27	431.15	65.40
Furniture and fixtures	154.84	110.04	44.80	26.66
Total	**5,143.96**	**1,152.79**	**3,991.17**	**349.77**

As at 31 March 2014

Asset category	Gross block	Accumulated depreciation	Net block	Depreciation for the year
Freehold land	482.94	-	482.94	-
Building	4,829.27	1,164.58	3,664.69	311.10
Plant and machinery	760.53	293.57	466.96	104.30
Furniture and fixtures	174.76	137.72	37.04	27.68
Total	**6,247.50**	**1,595.87**	**4,651.63**	**443.08**

As at 31 December 2014

Asset category	Gross block	Accumulated depreciation	Net block	Depreciation for the year
Freehold land	481.84	-	481.84	-
Building	5,057.28	1,451.76	3,605.52	290.24
Plant and machinery	796.83	382.73	414.10	89.16
Furniture and fixtures	182.50	150.13	32.37	12.41
Total	**6,518.45**	**1,984.62**	**4,533.83**	**391.81**

20. LEASES

d) Finance lease

The Group has entered into finance lease arrangements for certain equipments, which provide the Group an option to purchase the assets at the end of the lease period

(Rs. in Million, unless otherwise stated)

Particulars	As at 31 March 2010		As at 31 March 2011		As at 31 March 2012		As at 31 March 2013		As at 31 March 2014		As at 31 December 2014	
	Minimum Lease Payments	Net present value	Minimum Lease Payments	Net present value	Minimum Lease Payments	Net present value	Minimum Lease Payments	Net present value	Minimum Lease Payments	Net present value	Minimum Lease Payments	Net present value
Not later than 1 year	1.66	2.87	2.20	2.16	3.37	3.26	6.64	5.44	5.40	5.04	3.23	2.85
Later than 1 year and not later than 5	1.58	-	2.59	2.19	3.16	2.92	6.79	6.25	1.75	1.49	1.26	1.12
More than 5 years	-	-	-	-	-	-	-	-	-	-	-	-
Total	**3.24**	**2.87**	**4.79**	**4.35**	**6.53**	**6.18**	**13.43**	**11.69**	**7.15**	**6.53**	**4.49**	**3.97**

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

21. GRATUITY

The Group's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined benefit plans is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the profit and loss account. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Obligations at beginning of the year	28.26	28.68	49.71	90.75	123.28	139.75
Obligation acquired on acquisition during the year	-	7.14	29.42	-	-	-
Service cost	5.33	10.36	16.82	18.58	21.01	24.29
Interest on defined benefit obligation	2.35	2.79	6.23	7.76	11.04	7.13
Benefits settled	(2.32)	(2.05)	(10.79)	(9.59)	(9.64)	(7.70)
Actuarial (gain)/loss	(4.94)	2.32	(0.65)	15.79	(5.96)	4.46
Past service cost	-	0.47	-	-	-	
Obligations at year end	**28.68**	**49.71**	**90.75**	**123.28**	**139.75**	**167.93**
Plan assets at year beginning, at fair value	8.73	21.28	26.04	56.07	60.58	90.75
Plan assets acquired on acquisition during the year	-	-	20.58	-	-	-
Expected return on plan assets (estimated)	1.38	2.05	3.89	4.50	6.45	5.13
Actuarial gain / (loss)	(0.02)	-	0.24	0.29	(2.43)	(8.18)
Contributions	13.08	4.48	12.40	9.96	32.34	19.58
Benefits settled	(1.89)	(1.77)	(7.08)	(10.24)	(6.19)	(7.16)
Plan assets at year end, at fair value	**21.28**	**26.04**	**56.07**	**60.58**	**90.75**	**100.12**
Reconciliation of present value of the obligation and the fair value of the plan assets:						
Closing obligations	28.68	49.71	90.75	123.28	139.75	167.93
Closing fair value of plan assets	21.28	26.04	56.07	60.58	90.75	100.12
Asset / (liability) recognised in the balance sheet	**7.40**	**23.67**	**34.68**	**62.70**	**49.00**	**67.81**

21. GRATUITY

PARTICULARS	For the year ended					For the period ended
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Gratuity cost for the year						
Service cost	5.33	10.36	16.82	18.58	21.01	24.29
Interest cost	2.35	2.79	6.23	7.76	11.04	7.13
Expected return on plan assets	(1.38)	(2.05)	(3.89)	(4.50)	(6.45)	(5.13)
Actuarial (gain)/loss	(4.92)	2.32	(0.89)	15.50	(3.53)	12.64
Past service cost	-	0.47	-	-	-	-
Net gratuity cost	**1.38**	**13.89**	**18.27**	**37.34**	**22.07**	**38.93**
Assumptions						
Interest rate	7.5%-8%	7.89% - 8.05%	7.5% - 8.80%	8% - 8.80%	8.05%- 9.35%	7.90%- 8.95%
Estimated rate of return on plan assets	7.5%-8%	7.89% - 8.00%	8.25%- 9.25%	9% - 9.25%	9% - 9.25%	6.75% - 9.00%
Salary increase	6%-7%	6% - 8%	4% - 9%	4% - 8%	4%-8%	4%-10%
Attrition rate	5%- 8%	2% - 15%	2% - 30%	2% - 30%	2%-30%	2%-25%
Mortality table	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)	LIC (1994-96) and Indian Assured lives (2006-2008) ultimate	Indian Assured lives (2006-08)	Indian Assured lives (2006-08)

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

22. EMPLOYEE STOCK OPTION PLAN

The chairman of the Group, V G Siddhartha has reserved 62 lakh equity shares of Coffee Day Global Limited ('CDGL') (erstwhile Amalgamated Bean Coffee Trading Company Limited), a subsidiary of the group, held by the Chairman with ABC Employees' Welfare Trust ('the Trust') for issuance to eligible employees of the Company and its subsidiaries, under the plan. These shares have been transferred solely by V G Siddhartha and CDGL has not transferred or reserved any shares for issuance of Employee Stock Options ('ESOP').

The Plan is administered by an ESOP Advisory Committee ('the Committee') constituted by the Board of CDGL. Under the plan, the options will be issued to employees at an exercise price, which would be decided by the committee from time to time. The equity shares covered under these options vest over a period of thirty six months from the date of grant. The options vest on a graded basis - 25% on completion of Year 1 from the date of entitlement, 25% on completion of Year 2 from the date of entitlement and 50% on completion of Year 3 from the date of entitlement.

The Group applies the intrinsic value-based method of accounting, as specified in the guidance note, to account for stock options. Under this method, compensation expense is recorded over the vesting period of the underlying stock based on the intrinsic value, as estimated by an independent valuer, in excess of the exercise price on the date of grant.

The movements in the options under the plan is set out below:

(Rs. in Million, except per share data)

Particulars	**For the year ended 31 March 2010**		**For the year ended 31 March 2011**		**For the year ended 31 March 2012**		**For the year ended 31 March 2013**		**For the year ended 31 March 2014**		**For the period 1 April 2014 to 31 December 2014**	
	Shares arising out of options	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**
Outstanding at the beginning of the year	1,128,812	0.10	953,812	0.10	915,062	0.10	545,000	28.49	531,875	29.16	463,250	26.77
Granted during the year	-	-	30,000	0.10	522,500	30.00	125,000	30.00	108,250	19.91	-	-
Forfeitures during the year	(105,000)	0.10	(7,500)	0.10	(601,625)	0.10	-	0.00	-	-		
											-	-
Exercised during the year	(70,000)	0.10	(61,250)	0.10	(290,937)	0.10	(138,125)	28.38	(176,875)	26.77	(81,250)	11.60
Outstanding at the end of the year	953,812	0.10	915,062	0.10	545,000	28.49	531,875	29.16	463,250	26.77	382,000	30.00
Exercisable at the end of the year	-	-	-	-	-	-	-	-	-	-	-	-

22. EMPLOYEE STOCK OPTION PLAN

Had compensation cost for the stock options been determined in a manner consistent with the fair value approach described in the guidance note, the Group's net profit/ (loss) and basic earnings/ (loss) per share as reported would have reduced to the proforma amounts indicated below.

(Rs. in Million, except per share data)

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period 1 April 2014 to 31 December 2014
Net profit/ (loss) as reported	(275.25)	175.04	192.95	(214.05)	(770.28)	(752.34)
Add: Stock based employee compensation expense determined under the intrinsic value method	3.83	1.77	(5.62)	3.30	2.10	0.11
Less: Stock based employee compensation expense determined under the fair value method	(4.46)	(1.84)	(4.08)	(4.40)	(2.90)	(1.71)
Pro-forma net profit/ (loss) for pro-forma basic EPS	**(275.88)**	**174.97**	**183.25**	**(215.15)**	**(771.08)**	**(753.93)**
Add: Adjustment for the purpose of diluted earnings per share	0.01	0.01	-	-	-	-
Pro-forma net profit/ (loss) for pro-forma diluted EPS	**(275.87)**	**174.98**	**183.25**	**(215.15)**	**(771.08)**	**(753.93)**

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22. EMPLOYEE STOCK OPTION PLAN

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period 1 April 2014 to 31 December 2014
Profit/ (Loss) per share: Basic and Diluted						
Basic						
As reported	(21.39)	12.44	13.71	(15.02)	(54.07)	(52.81)
Pro-forma	(21.44)	12.43	13.02	(15.10)	(54.12)	(52.92)
Diluted						
As reported	(21.39)	9.21	10.15	(15.02)	(54.07)	(52.81)
Pro-forma	(21.44)	9.21	9.64	(15.10)	(54.12)	(52.92)

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

23. UNHEDGED FOREIGN CURRENCY EXPOSURE

Particulars of un-hedged foreign currency exposure as at the balance sheet date

(Rs. in Million, unless otherwise stated)

PARTICULARS	Currency	As at											
		31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
		Foreign currency	Rs.	Foreign currency	Rs.	Foreign currency	Rs.	Foreign currency	Rs.	Foreign currency	Rs.	Foreign currency	Rs.
Secured loans	USD	42.60	1,931.82	69.12	3,104.78	155.77	7,972.34	164.18	8,941.56	167.85	10,193.07	159.03	10,128.67
Trade receivables	USD	10.09	453.45	17.93	798.82	13.68	701.62	12.94	701.75	7.42	443.93	4.30	271.58
	EURO	0.56	33.81	0.51	32.29	0.37	25.76	0.25	17.13	0.18	14.62	0.26	20.18
	AUD	0.05	2.25	0.05	2.31	0.11	5.99	0.17	9.59	0.02	1.05	0.03	1.67
	CAD	0.04	1.83	0.05	2.33	0.03	1.70	0.14	7.63	0.02	1.33	0.03	1.80
	GBP	0.01	0.40	0.03	2.19	0.05	4.22	0.03	2.65	0.04	4.15	0.04	4.16
	CHF	-	-	-	-	-	-	-	-	0.00	0.03	-	-
	BRL	-	-	-	-	-	-	-	-	-	-	0.24	5.59
	NZD	-	-	-	-	-	-	-	-	-	-	0.00	0.15
	ZAR	-	-	-	-	-	-	-	-	-	-	0.32	1.75
Advances refundable	USD	-	-	-	-	(0.59)	(30.29)	(0.14)	(7.75)	(0.49)	(29.20)	(1.04)	(65.74)
Other long-term liability	EURO	-	-	-	-	-	-	-	-	-	-	2.27	174.88
Advances recoverable in cash or in kind	USD	0.25	11.44	0.32	14.05	0.05	2.42	0.20	9.00	1.76	105.36	(0.03)	(1.96)
	EURO	-	-	-	-	0.01	0.38	-	-	-	-	-	-
Cash in bank	USD	0.00	0.05	0.00	0.05	0.04	2.22	0.04	2.31	0.06	3.46	0.04	2.69
	EURO	-	-	-	-	-	-	-	-	0.01	0.82	-	-
	CZK	-	-	-	-	-	-	-	-	1.00	3.01	-	-
Net assets/ (liabilities) of foreign entities	EURO	-	-	0.30	19.22	0.18	12.54	0.08	5.24	(0.03)	(2.70)	0.06	5.40
	CZK	-	-	2.91	7.57	(40.66)	(111.38)	(82.82)	(224.00)	(112.93)	(340.46)	(61.28)	(177.50)
	USD	-	-	(0.03)	(1.54)	9.24	472.66	9.21	501.15	0.26	15.42	11.42	551.94

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS -AS PER ACCOUNTING STANDARD 18 - RELATED PARTY DISCLOSURES

24A. Details of the list of related parties and nature of relationships

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014
Key management personnel and their relatives	VG Siddhartha	VG Siddhartha	VG Siddhartha	VG Siddhartha	VG Siddhartha	VG Siddhartha
	Malavika Hegde	Malavika Hegde	Malavika Hegde	Malavika Hegde	Malavika Hegde	Malavika Hegde
	K.P Balraj	K.P Balraj	K.P Balraj	K.P Balraj	K.P Balraj	K.P Balraj
	-	-	Jayraj Hubli, appointed with effect from July 6, 2011	Jayraj Hubli	Jayraj Hubli	Jayraj Hubli
	M.S Krishna Bhat	M.S Krishna Bhat	M.S Krishna Bhat	M.S Krishna Bhat	M.S Krishna Bhat	M. S. Krishna Bhat, resigned with effect from 16th October, 2014
	-	Sanjay Nayar, appointed with effect from June 7, 2010	Sanjay Nayar	Sanjay Nayar	Sanjay Nayar	Sanjay Nayar
	-	Nainesh Jaisingh, appointed with effect from June 7, 2010	Nainesh Jaisingh	Nainesh Jaisingh	Nainesh Jaisingh	Nainesh Jaisingh
	-	Parag Saxena, appointed with effect from June 7, 2010	Parag Saxena	Parag Saxena	Parag Saxena	Parag Saxena
	-	H.V Santhrupth, appointed with effect from June 7, 2010	H.V Santhrupth	H.V Santhrupth resigned with effect from 14 August 2012	-	-
	-	Niveditha K.H, appointed with effect from June 7, 2010	Niveditha K.H	Niveditha K.H resigned with effect from 11 January 2013	-	-
	Nithin Bagamane	Nithin Bagamane	Nithin Bagamane	Nithin Bagamane	Nithin Bagamane	Nithin Bagamane
	Shankar V	Shankar V	Shankar V	Shankar V	Shankar V	Shankar V
	Balraj Shetty	Balraj Shetty	Balraj Shetty	Balraj Shetty	Balraj Shetty	Balraj Shetty
	Sukumar M R	Sukumar M R	Sukumar M R	Sukumar M R	Sukumar M R (upto October 28, 2013)	-
	M R Shashi Bhushan	M R Shashi Bhushan	M R Shashi Bhushan	M R Shashi Bhushan	M R Shashi Bhushan	M R Shashi Bhushan
	C.K Nithyanand	C.K Nithyanand	C.K Nithyanand	C.K Nithyanand	C.K Nithyanand (upto March 13, 2014)	-
	Naveen Nath	Naveen Nath	Naveen Nath	Naveen Nath	Naveen Nath	Naveen Nath
	Ketan Seth	Ketan Seth	Ketan Seth	Ketan Seth	Ketan Seth	Ketan Seth
	-	-	R Ram Mohan	R Ram Mohan	R Ram Mohan	R Ram Mohan
	Gaurav Pradhan	Gaurav Pradhan	Gaurav Pradhan	-	-	-

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS -AS PER ACCOUNTING STANDARD 18 - RELATED PARTY DISCLOSURES

24A. Details of the list of related parties and nature of relationships

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014
Key management personnel and their relatives	-	-	-	Venu Madhav appointed with effect from 11 January 2013	Venu Madhav	Venu Madhav
	-	-	-	Lakshmiah Naidu appointed with effect from 12 December 2012	Lakshmiah Naidu	Lakshmiah Naidu
	Alok Gupta	Alok Gupta	Alok Gupta, resigned with effect from July 6, 2011	-	-	-
	-	-	LR Sridhar (Upto September 26, 2011)	-	-	-

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS -AS PER ACCOUNTING STANDARD 18 - RELATED PARTY DISCLOSURES
24A. Details of the list of related parties and nature of relationships

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014
Enterprises where control exists	**Refer note 3(ix) of the accounting policy for the name of the enterprises where control exists.**					
Companies in which KMP and their relatives exercise significant influence/control and with whom transactions have taken place during the year/period	Sivan Securities Private Limited	Sivan Securities Private Limited	Sivan Securities Private Limited	Sivan Securities Private Limited	Sivan Securities Private Limited	Sivan Securities Private Limited
	Sivan Securities (Mangalore) Private Limited	-	-	-	-	-
	Coffee Day Hotels and Resorts Private Limited	Coffee Day Hotels and Resorts Private Limited	-	-	-	-
	Wilderness Resorts Private Limited	Wilderness Resorts Private Limited	-	-	-	-
	Karnataka Wildlife Resorts Private Limited	Karnataka Wildlife Resorts Private Limited	-	-	-	-
	Way2wealth Commodities Private Limited	-	-	-	-	-
	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited
	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited
	Chetan Wood Processing Private Limited	Chetan Wood Processing Private Limited	Chetan Wood Processing Private Limited	-	-	Chetan Wood Processing Private Limited
	Terra Firma Bio Technologies Private Limited	Terra Firma Bio Technologies Private Limited	Terra Firma Bio Technologies Private Limited	Terra Firma Bio Technologies Private Limited	Terra Firma Bio Technologies Private Limited	-
	Terra Firma (Solid Waste Management) Chennai Private Limited	Terra Firma (Solid Waste Management) Chennai Private Limited	Terra Firma (Solid Waste Management) Chennai Private Limited	Terra Firma (Solid Waste Management) Chennai Private Limited	Terra Firma (Solid Waste Management) Chennai Private Limited	Terra Firma (Solid Waste Management) Chennai Private Limited
	Coffee Day Resorts (MSM) Private Limited	Coffee Day Resorts (MSM) Private Limited	Coffee Day Resorts (MSM) Private Limited	Coffee Day Resorts (MSM) Private Limited	Coffee Day Resorts (MSM) Private Limited	Coffee Day Resorts (MSM) Private Limited

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS -AS PER ACCOUNTING STANDARD 18 - RELATED PARTY DISCLOSURES

24A. Details of the list of related parties and nature of relationships

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014
Companies in which KMP and their relatives exercise significant influence/control and with whom transactions have taken place during the year/period	Liqwid Krystal Private Limited	Liqwid Krystal Private Limited	Liqwid Krystal Private Limited	Liqwid Krystal Private Limited	Liqwid Krystal Private Limited	Liqwid Krystal Private Limited
	Way2Wealth Brokers Private Limited	-	-	-	-	-
	Tanglin Property Developments (Mumbai) Private Limited	Tanglin Property Developments (Mumbai) Private Limited	Tanglin Property Developments (Mumbai) Private Limited	Tanglin Property Developments (Mumbai) Private Limited	Tanglin Property Developments (Mumbai) Private Limited	Tanglin Property Developments (Mumbai) Private Limited
	Vakrathunda Holding Company	-	-	-	-	-
	Way2Wealth Advisors Private Limited	-	-	-	-	-
	-	Coffee Day Bare Foot Resorts Private. Limited	Coffee Day Bare Foot Resorts Private. Limited	Coffee Day Bare Foot Resorts Private. Limited	Coffee Day Bare Foot Resorts Private. Limited	Coffee Day Bare Foot Resorts Private. Limited
	-	-	PSA SICAL Terminals Limited	PSA SICAL Terminals Limited	PSA SICAL Terminals Limited	PSA SICAL Terminals Limited
	-	-	Ennore Automotive Logistics Limited	Ennore Automotive Logistics Limited	Ennore Automotive Logistics Limited	-
	-	-	Dark Forest Furniture Company Private Limited	Dark Forest Furniture Company Private Limited	Dark Forest Furniture Company Private Limited	Dark Forest Furniture Company Private Limited
	Mindtree limited	Mindtree limited	Mindtree limited	Mindtree limited	Mindtree limited	Mindtree limited
	-	-	-	-	Coffeeday Consolidations Private Limited	-
	-	-	-	-	Global Edge software Private Limited	Global Edge software Private Limited

Note 1:
The figures disclosed above are based on the restated financial information of Coffee Day Enterprises Private Limited (formerly known as Coffee Day Resorts Private Limited)

Note 2:
Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

Note 3:
The disclosure in respect of KMPs relate to the KMPs of the Company and significant operating entities within the Group i.e. Amalgamated Bean Coffee Trading Company Limited, Sical Logistics Limited, Way2Wealth Securities Private Limited and Tanglin Developments Limited.

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
24B. Related party disclosures - Transactions during the year

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY/ INDIVIDUAL	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014
Income from hospitality services	Coffee Day Hotels and Resorts Private Limited	2.15	2.01	-	-	-	-
	Wilderness Resorts Private Limited	0.65	0.19	-	-	-	-
	Karnataka Wildlife Resorts Private Limited	1.54	7.57	-	-	-	-
	Total	**4.34**	**9.77**	**-**	**-**	**-**	**-**
Income from consultancy services	Way2Wealth Commodities Private Limited	7.45	-	-	-	-	-
	Total	**7.45**	**-**	**-**	**-**	**-**	**-**
					-	-	
Services provided	Mysore Amalgamated Coffee Estates Limited	-	-	-	0.23	0.13	0.33
	PSA SICAL Terminals Limited	-	-	24.59	34.14	37.63	25.28
	Ennore Automotive Logistics Limited	-	-	-	1.05	1.01	-
	Total	**-**	**-**	**24.59**	**35.42**	**38.77**	**25.61**
Investment (Purchase of shares from)	Sivan Securities Private Limited	453.90	-	-	-	-	-
	Sivan Securities (Mangalore) Private Limited	7.75	-	-	-	-	-
	Sivan Securities Private Limited, VG Siddhartha and Global Technology Ventures Limited	-	-	-	-	-	620.57
	Total	**461.65**	**-**	**-**	**-**	**-**	**620.57**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

24B. Related party disclosures - Transactions during the year

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY/ INDIVIDUAL	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014
Loan / advance given	Terra Firma (Solid Waste Management) Chennai Private Limited	13.01	1.46	0.62	1.42	0.39	0.46
	Tanglin Property Developments (Mumbai) Private Limited	1.44	3.56	4.26	38.96	937.97	31.24
	Coffee Day Resorts (MSM) Private Limited	5.61	120.42	2.24	63.01	299.51	-
	Liqwid Krystal Private Limited	60.06	12.00	14.00	10.50	-	-
	Coffee Day Hotels and Resorts Private Limited	4.68	-	-	-	-	-
	Terra Firma Bio Technologies Private Limited	2.82	10.35	0.50	-	-	-
	Mysore Amalgamated Coffee Estates Limited	1,951.93	3,930.48	4,956.44	2,471.80	2,919.57	7,841.56
	Way2Wealth Brokers Private Limited	25.00	-	-	-	-	-
	Chetan Wood Processing Private Limited	-	11.05	47.84	-	-	-
	Sivan Securities Private Limited	-	384.87	1,942.88	2,198.82	3,416.22	-
	Coffee Day Barefoot Resorts Private Limited	-	1.22	129.30	-	20.35	0.40
	Dark Forest Furniture Company Private Limited	-	-	-	35.30	-	-
	Kesar Marbles and Granites Limited	-	-	0.02	-	-	-
	Ennore Automotive Logistics Limited	-	-	0.00	-	-	-
	AlphaGrep HK Limited	-	-	-	-	-	25.40
	AlphaGrep Technologies Limited	-	-	-	-	-	0.03
	Total	**2,064.55**	**4,475.41**	**7,098.10**	**4,819.81**	**7,594.01**	**7,899.09**
Loan received	Sivan Securities Private Limited	1,842.97	4,975.44	7,166.97	2,910.39	4,131.49	6.56
	Mysore Amalgamated Coffee Estates Limited	345.89	-	320.00	-	689.56	2,529.24
	Total	**2,188.86**	**4,975.44**	**7,486.97**	**2,910.39**	**4,821.05**	**2,535.80**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
24B. Related party disclosures - Transactions during the year

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY/ INDIVIDUAL	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014
Repayment of loan/ advances	Mysore Amalgamated Coffee Estates Limited	2,314.66	-	-	1,741.80	2,075.15	2,850.63
	Kesar Marbles and Granites Limited	10.41	-	-	-	-	-
	Sivan Securities Private Limited	1,562.13	4,865.67	6,199.17	2,721.41	4,229.81	7.93
	Coffee Day Resorts (MSM) Private Limited	-	-	-	-	-	75.47
	Total	**3,887.20**	**4,865.67**	**6,199.17**	**4,463.21**	**6,304.96**	**2,934.03**
Loans / advance recovered	Sivan Securities Private Limited	-	80.13	715.54	2,354.99	3,322.68	359.74
	Mysore Amalgamated Coffee Estates Limited	-	3,640.30	4,317.04	417.50	-	5,060.24
	Kesar Marbles and Granites Limited	-	-	0.02	-	-	-
	Terra Firma (Solid Waste Management) Chennai Private Limited	-	-	2.00	-	15.43	0.46
	Coffee Day Bare Foot Resorts Private Limited	-	-	-	2.97	-	-
	Coffee Day Resorts (MSM) Private Limited	-	-	-	63.00	299.50	67.72
	Liqwid Krystal Private Limited	-	-	-	-	3.00	93.56
	Terra Firma Bio Technologies Private Limited	-	-	-	0.50	15.22	-
	Tanglin Property Developments (Mumbai) Private Limited	-	-	-	-	900.00	166.51
	Coffeeday Consolidations Private Limited	-	-	-	-	-	55.87
	Total	**-**	**3,720.43**	**5,034.60**	**2,838.96**	**4,555.83**	**5,804.10**
Interest received	Way2Wealth Brokers Private Limited	0.49	-	-	-	-	-
	Mysore Amalgamated Coffee Estates Limited	10.84	11.68	52.76	53.88	81.94	94.24
	Sivan Securities Private Limited	-	-	1.62	-	0.75	-
	Total	**11.32**	**11.68**	**54.38**	**53.88**	**82.69**	**94.24**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

24B. Related party disclosures - Transactions during the year

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY/ INDIVIDUAL	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014
Reimbursement of expenses paid	Chetan Wood Processing Private Limited	0.38	0.41	0.39	-	-	-
	Kesar Marbles and Granites Limited	1.52	1.52	1.58	1.80	1.80	0.90
	Way2Wealth Brokers Private Limited	24.42	-	-	-	-	-
	Ennore Automotive Logistics Limited	-	-	0.80	-	0.08	-
	Total	**26.32**	**1.93**	**2.77**	**1.80**	**1.88**	**0.90**
Reimbursement of expenses received	Way2Wealth Brokers Private Limited	11.36	-	-	-	-	-
	Total	**11.36**	-	-	-	-	-
Purchase of fixed assets	Chetan Wood Processing Private Limited	12.54	80.10	58.89	-	-	-
	Dark Forest Furniture Company Private Limited	-	-	18.65	110.50	144.30	126.93
	Total	**12.54**	**80.10**	**77.54**	**110.50**	**144.30**	**126.93**
Purchase of clean and raw coffee	Mysore Amalgamated Coffee Estates Limited	162.48	297.34	338.35	321.80	393.26	1.53
	Total	**162.48**	**297.34**	**338.35**	**321.80**	**393.26**	**1.53**
Sale of coffee and service income	Mindtree Limited	-	-	-	15.30	18.30	14.39
	Total	**-**	**-**	**-**	**15.30**	**18.30**	**14.39**
Remuneration to directors	Jayraj Hubli and Venu Madhav	-	-	11.37	12.59	11.20	9.12
	Total	**-**	**-**	**11.37**	**12.59**	**11.20**	**9.12**
Rent/electricity charges received	Global Edge Software Private Limited	-	-	-	-	2.55	27.62
	Coffee Day Resorts (MSM) Private Limited	-	-	-	0.01	-	-
	Mindtree Limited	118.40	145.56	156.09	220.85	208.21	146.31
	Total	**118.40**	**145.56**	**156.09**	**220.86**	**210.76**	**173.93**
Refundable Deposit received	Global Edge Software Private Limited	-	-	-	-	19.20	2.62
	Mindtree Limited		131.40	33.24	224.53	217.26	-
	Total	**-**	**131.40**	**33.24**	**224.53**	**236.46**	**2.62**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
24B. Related party disclosures - Transactions during the year

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY/ INDIVIDUAL	For the year ended 31 March 2010	For the year ended 31 March 2011	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014
Deposits refunded	Mindtree Limited	-	7.94	10.59	11.47	112.04	189.63
	Total	**-**	**7.94**	**10.59**	**11.47**	**112.04**	**189.63**
Shares allotted to	Sivan Securities Private Limited	1,630.00	-	-	-	-	-
	Total	**1,630.00**	**-**	**-**	**-**	**-**	**-**
Advance paid for purchase of shares	Vakrathunda Holding Company	250.00	-	-	-	-	-
	Total	**250.00**	**-**	**-**	**-**	**-**	**-**
Advance made for purchase of Properties and Resorts	Sivan Securities Private Limited	160.80	80.13	-	-	-	-
	Total	**160.80**	**80.13**	**-**	**-**	**-**	**-**
Sale of shares of Devadarshini Info Technologies Private Limited to	V.G Siddhartha	175.00	-	-	-	-	-
	Total	**175.00**	**-**	**-**	**-**	**-**	**-**
Referral income	Way2Wealth Advisors Private Limited	0.06	-	-	-	-	-
	Total	**0.06**	**-**	**-**	**-**	**-**	**-**
Sale of shares	Coffeeday Consolidations Private Limited	-	-	-	-	24.72	-
	Total	**-**	**-**	**-**	**-**	**24.72**	**-**
Advances transferred	Coffeeday Consolidations Private Limited	-	-	-	-	31.15	-
	Total	**-**	**-**	**-**	**-**	**31.15**	**-**

Note 1:
The figures disclosed above are based on the restated consolidated financial information of Coffee Day Enterprises Private Limited (formerly known as Coffee Day Resorts Private Limited)

Note 2:
Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

24C. Related party disclosures - Outstanding balances as at balance sheet date

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY	As at					
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Long-term borrowings	Sivan Securities Private Limited	187.30	-	-	-	-	-
	Coffee Day Hotels and Resorts Private Limited	1.50	-	-	-	-	-
	Mysore Amalgamated Coffee Estates Limited	-	32.44	-	-	-	16.43
	Total	**188.80**	**32.44**	**-**	**-**	**-**	**16.43**
Short-term borrowings	Sivan Securities Private Limited	111.04	47.85	-	122.42	-	-
	Mysore Amalgamated Coffee Estates Limited	-	-	-	-	15.66	5.08
	AlphaGrep HK Limited	-	-	-	-	-	3.26
	Total	**111.04**	**47.85**	**-**	**122.42**	**15.66**	**8.34**
Other current liabilities	Sivan Securities Private Limited	-	-	-	33.52	7.23	5.89
	Total	**-**	**-**	**-**	**33.52**	**7.23**	**5.89**
Other long-term liabilities	**Other long term liabilities**						
	Sivan Securities Private Limited	-	360.26	-	33.04	-	-
	Coffee Day Resorts (MSM) Private Limited	75.47	75.47	75.47	75.47	75.47	-
	Rental deposit						
	Mindtree Limited	466.75	590.20	612.84	825.90	931.11	741.48
	Global Edge Software Private Limited	-	-	-	-	19.20	21.82
	Total	**542.22**	**1,025.93**	**688.30**	**934.41**	**1,025.78**	**763.29**
Trade payable	Chetan Wood Processing Private Limited	1.17	0.41	0.39	-	-	0.38
	Mysore Amalgamated Coffee Estates Limited	4.52	-	-	0.45	0.60	0.16
	Total	**5.69**	**0.41**	**0.39**	**0.45**	**0.60**	**0.54**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

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24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
24C. Related party disclosures - Outstanding balances as at balance sheet date

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY	As at					
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Short-term loans and advances	Coffee Day Hotels and Resorts Private Limited	4.68	-	-	-	-	-
	Liqwid Krystal India Private Limited	60.06	72.06	86.06	96.56	93.56	-
	Tanglin Property Development (Mumbai) Private Limited	50.52	54.08	58.34	97.30	135.27	-
	Terra Firma Bio Technologies Private Limited	4.87	15.22	15.72	15.22	-	-
	Terra Firma (Solid Waste Management) Chennai Private Limited	13.55	15.01	13.63	15.05	-	-
	Way2Wealth Brokers Private Limited	30.63	-	-	-	-	-
	Coffee Day Resorts (MSM) Private Limited	8.34	65.78	68.02	68.02	68.02	-
	Sivan Securities Private Limited	-	304.74	156.16	-	10.11	-
	Coffee Day Barefoot Resorts Private Limited	-	1.17	1.17	-	-	-
	Mysore Amalgamated Coffee Estates Limited	-	-	21.33	-	-	-
	Coffeeday Consolidations Private Limited	-	-	-	-	55.87	-
	AlphaGrep Technologies Limited	-	-	-	-	-	0.03
	Total	**172.65**	**528.06**	**420.43**	**292.15**	**362.83**	**0.03**
Advances for supply of goods and rendering of services(Short term loans and advances)	Chetan Wood Processing Private Limited	-	11.05	-	-	-	-
	Kesar Marbles and Granites Limited	-	-	0.46	-	-	0.28
	Total	**-**	**11.05**	**0.46**	**-**	**-**	**0.28**

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24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

24C. Related party disclosures - Outstanding balances as at balance sheet date

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY	As at					
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Advance for purchase of shares (Short term loans and advances)	V.G Siddhartha	96.90	-	-	-	-	-
	Total	**96.90**	**-**	**-**	**-**	**-**	**-**
Advance for purchase of land (Long term loans and advances)	Sivan Securities Private Limited	1,669.50	1,749.63	1,749.63	1,749.63	1,749.63	1,400.00
	Total	**1,669.50**	**1,749.63**	**1,749.63**	**1,749.63**	**1,749.63**	**1,400.00**
Advance for purchase of shares (Long term loans and advances)	Sivan Securities Private Limited	620.57	620.57	620.57	620.57	620.57	-
	Total	**620.57**	**620.57**	**620.57**	**620.57**	**620.57**	**-**
Shares purchased pending transfer (Long term loans and advances)	Coffee Day Hotels and Resorts Private Limited	250.00	-	-	-	-	-
	Global Technology Ventures Limited	974.03	-	-	-	-	-
	Ittiam Systems Limited	40.00	-	-	-	-	-
		1,264.03	**-**	**-**	**-**	**-**	**-**
Share application money pending allotment (Long term loans and advances)	Coffee Day Hotels and Resorts Private Limited	500.00	-	-	-	-	-
	Total	**500.00**	**-**	**-**	**-**	**-**	**-**
Long-term loans and advances	Coffee Day Barefoot Resorts Private Limited	-	0.05	129.35	127.28	147.90	148.30
	Coffee Day Resorts (MSM) Private Limited	-	62.98	63.00	63.01	63.02	63.32
	AlphaGrep HK Limited	-	-	-	-	-	28.66
	Mysore Amalgamated Coffee Estates Limited	-	-	-	-	21.11	-
	Barefoot Resorts & Leisure India Private Limited	-	-	7.70	-	-	-
	Ganga Coffee Curing Works Limited	-	-	-	-	-	-
	PSA Sical Logistics Limited	-	-	-	-	-	-
	Total	**-**	**63.03**	**200.05**	**190.29**	**232.03**	**240.28**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
24. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
24C. Related party disclosures - Outstanding balances as at balance sheet date

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY	As at					
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Trade receivable	Coffee Day Hotels and Resorts Private Limited	2.00	-	-	-	-	-
	Wilderness Resorts Private Limited	0.13	-	-	-	-	-
	Karnataka Wildlife Resorts Private Limited	0.49	-	-	-	-	-
	Way2wealth Commodities Private Limited	7.39	-	-	-	-	-
	Mysore Amalgamated Coffee Estates Limited	-	-	0.23	-	-	-
	Way2wealth Advisors Private Limited	0.05	-	-	-	-	-
	Mindtree Limited	-	-	-	2.00	2.70	11.01
	Ennore Automotive Logistics Limited	-	-	2.72	-	-	-
	PSA SICAL Logistics Limited	-	-	-	3.93	8.08	2.97
	Mysore Amalgamated Coffee Estates Limited	-	-	-	-	0.02	0.25
	Global Edge software Private Limited	-	-	-	-	-	-
	Coffee Day Barefoot Resorts Private Limited	-	-	-	-	-	-
	Coffee Day Resorts (MSM) Private Limited	-	-	-	-	-	-
		10.06	**-**	**2.95**	**5.93**	**10.80**	**14.23**

Note 1:
The figures disclosed above are based on the restated financial information of Coffee Day Enterprises Private Limited (formerly known as Coffee Day Resorts Private Limited)

Note 2:
Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

25. RESTATED CONSOLIDATED STATEMENT OF OPEN POSITION DETAILS FOR EQUITY INDEX AND FUTURES

i) Open interest position in equity index/ stock futures/ commodity futures and currency futures:

a) Open interest in equity index/ stock futures:

		As at 31 March										As at 31 December 2014	
		2010		2011		2012		2013		2014			
Sr no	Name of the future	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units
1	Long position	-	-	-	-	115	131,250	-	-	149	206,375	1,907	882,575
2	Short position	-	-	26	34,500	105	188,750	-	-	570	191,250	1,018	858,450

b) Open interest in commodity futures:

		As at 31 March										As at 31 December 2014	
		2010		2011		2012		2013		2014			
Sr no	Name of the future	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units
1	Long position	-	-	93	1,170	-	-	39,000	39,000	28,127	37,550	96,244	117,660
2	Short position	-	-	1,855	2,485	2	132	65,455	90,350	129,875	162,920	136,340	137,300

c) Open interest in currency futures:

		As at 31 March										As at 31 December 2014	
		2010		2011		2012		2013		2014			
Sr no	Name of the future	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units	No. of Contracts	No. of Units
1	Long position	-	-	-	-	-	-	-	-	50	50,000	-	-
2	Short position	-	-	-	-	-	-	-	-	350	350,000	-	-

ii) Option contract outstanding are as below:

(Rs. in Million)

	As at 31 March					As at 31 December 2014
	2010	2011	2012	2013	2014	
Total premium carried forward (net of provisions made)	-	5.38	39.08	7.6	38.11	-

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

26. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

The Group has disclosed business segment as primary segment. Segments have been identified and reported taking into account, the different risks and returns, the organization structure and the internal reporting systems.

Segment	Principal activities
Coffee and related business	Engaged in the retailing of coffee and other related products through its chain of outlets under the Café and Xpress kiosks formats, under the brand name 'Café Coffee Day'. The CDGL Group also derives its revenue from retail operations from the sale of coffee beans and other related products and services in respect of coffee vending machines. It is also engaged in the business of selling clean coffee to domestic and overseas customers.
Leasing of commercial office space	Development and lease of office space, construction of office buildings, primarily, in a Technology Park in Bangalore and Mangalore.
Hospitality services	Rendering the hospitality services by managing and operating resorts and allied activities.
Financial services	Providing a wide range of products and services to its customers such as trade execution facilities, structured products and wealth management services in respect of equity, derivatives, currency futures, commodities trading, IPO's, Insurance (Life/Non-Life), mutual funds, portfolio management services, fund based activities (Margin Trade Finance - MTF, Loan Against Shares - LAS, IPO financing and mutual funds financing), trading, fixed deposits and bonds, retailing of gold / silver coins and bars, realty advisory and broking and depository services.
Integrated multimodal logistics	Rendering integrated multimodal logistics services such as port operations, container terminals, container trains, trucking and warehousing, Inland Container Depot /Container Freight Stations, integrated logistics and mining operations.
Others	Promote start-ups in IT/ITeS space, rendering of information technology consulting, implementation, software development and related activities.

The Company considers the business segment as the primary segment and geographical segment based on the location of customers as the secondary segment. Accounting policies consistently used in the preparation of the financial statements are also applied to record revenue and expenditure in individual segments.

Assets, liabilities, revenues and direct expenses in relation to segments are categorized based on items that are individually identifiable to that segment, while other items, wherever allocable, are apportioned to the segments on an appropriate basis. Certain items are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company, therefore, believes that it is not practicable to provide segment disclosures relating to such items, and accordingly such items are separately disclosed as unallocated.
Unallocable expenses comprises of finance cost and certain other corporate costs. Unallocable income comprises of interest income and other income.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***
ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

26. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

Primary segment information: *(Rs. in Million, unless otherwise stated)*

PARTICULARS	For the year ended					For the period 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Segment revenue						
Coffee and related business						
External revenue	6,136.46	9,538.11	10,326.14	11,075.60	11,435.02	8,787.68
Inter-segment revenue	2.94	-	-	-	-	0.88
Total	**6,139.40**	**9,538.11**	**10,326.14**	**11,075.60**	**11,435.02**	**8,788.56**
Leasing of commercial office space						
External revenue	369.16	447.89	586.74	706.83	752.48	669.11
Inter-segment revenue	-	-	3.75	-	9.88	10.85
Total	**369.16**	**447.89**	**590.49**	**706.83**	**762.36**	**679.96**
Hospitality services						
External revenue	4.55	46.21	147.80	192.45	230.24	193.73
Inter-segment revenue	16.55	87.99	78.55	12.44	160.00	14.12
Total	**21.10**	**134.20**	**226.35**	**204.89**	**390.24**	**207.85**
Financial services						
External revenue	56.00	71.44	585.43	1,137.67	1,717.60	1,403.89
Inter-segment revenue	0.48	0.47	0.23	-	-	-
Total	**56.48**	**71.91**	**585.66**	**1,137.67**	**1,717.60**	**1,403.89**
Integrated multimodal logistics						
External revenue	-	-	3,783.90	7,604.81	8,419.65	6,315.74
Inter-segment revenue	-	-	-	-	-	59.23
Total	**-**	**-**	**3,783.90**	**7,604.81**	**8,419.65**	**6,374.97**
Others	134.36	140.39	198.54	241.12	264.32	227.44
Inter-segment revenue	-	-	-	-	-	-
Total	**134.36**	**140.39**	**198.54**	**241.12**	**264.32**	**227.44**
Total	**6,720.50**	**10,332.50**	**15,711.08**	**20,970.92**	**22,989.19**	**17,682.67**
Less: Elimination of inter-segment revenue	(19.97)	(88.46)	(82.53)	(12.44)	(169.88)	(85.08)
Total segment revenue	**6,700.53**	**10,244.04**	**15,628.55**	**20,958.48**	**22,819.31**	**17,597.59**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***
ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

26. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

PARTICULARS	For the year ended					For the period 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Segment result						
Coffee and related business	441.76	258.24	164.79	306.23	247.09	298.09
Leasing of commercial office space	150.58	206.57	158.11	(76.39)	172.62	121.58
Hospitality services	(156.16)	(17.62)	(57.66)	(40.84)	(38.59)	(17.74)
Financial services	10.44	(110.35)	(75.16)	(46.80)	(7.03)	(6.31)
Integrated multimodal logistics	-	-	196.89	848.15	457.53	221.59
Others	9.15	6.57	10.60	12.36	18.48	40.94
	455.77	**343.41**	**397.57**	**1,002.71**	**850.10**	**658.15**
Other unallocable expenditure, net of unallocable income	(837.50)	(194.12)	(525.52)	(1,640.56)	(2,265.98)	(2,011.17)
Profit/(loss) before tax before minority interest and profit from associates	(381.73)	149.29	(127.95)	(637.85)	(1,415.88)	(1,353.02)
Less: Income taxes	(24.29)	82.94	47.84	101.05	(34.85)	42.10
Profit/(loss) after tax before minority interest and profit from associates	**(357.44)**	**66.35**	**(175.79)**	**(738.90)**	**(1,381.03)**	**(1,395.12)**

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

26. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

PARTICULARS	For the year ended					For the period 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Depreciation						
Coffee and related business	595.87	792.45	935.70	1,208.54	1,540.71	1,190.51
Leasing of commercial office space	136.36	174.67	274.59	351.57	444.73	389.55
Hospitality services	-	2.67	44.43	46.82	47.29	24.56
Financial services	5.91	5.27	20.59	23.82	24.39	40.13
Integrated multimodal logistics	-	-	184.24	378.25	404.26	301.50
Others	4.88	5.83	12.08	17.42	24.06	20.82
	743.02	**980.89**	**1,471.63**	**2,026.42**	**2,485.44**	**1,967.07**
Capital expenditure (including capital work in progress)						
Coffee and related business	1,121.05	1,934.55	2,652.85	2,454.30	2,026.71	1,284.95
Leasing of commercial office space	504.82	605.64	1,786.67	1,325.83	1,612.75	731.46
Hospitality services	-	743.88	135.91	169.47	(13.72)	4.80
Financial services	4.52	175.13	78.77	12.94	13.15	13.83
Integrated multimodal logistics	-	-	458.94	1,579.22	980.16	1,235.87
Others	27.87	23.16	21.21	33.49	19.35	38.58
	1,658.26	**3,482.36**	**5,134.35**	**5,575.25**	**4,638.40**	**3,309.49**

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Segment assets						
Coffee and related business	11,890.06	14,974.92	14,900.26	14,535.76	14,917.71	14,811.65
Leasing of commercial office space	6,314.88	13,040.76	8,250.90	9,186.17	10,915.93	10,448.08
Hospitality services	11,031.62	1,956.52	1,709.43	2,101.95	3,228.15	3,844.70
Financial services	212.04	1,335.61	1,878.00	1,786.77	1,910.36	2,116.07
Integrated multimodal logistics	-	-	12,850.32	14,984.95	15,431.84	16,612.22
Others	206.32	210.94	255.25	279.63	293.39	323.55
Unallocated segment assets	1,247.24	2,137.66	5,366.23	9,656.50	10,245.70	11,254.32
	30,902.16	**33,656.41**	**45,210.39**	**52,531.73**	**56,943.08**	**59,410.59**
Segment liabilities						
Coffee and related business	1,301.90	1,320.36	1,426.20	1,338.70	1,550.19	1,366.66
Leasing of commercial office space	838.60	1,451.04	1,245.20	1,416.96	1,657.68	1,374.97
Hospitality services	156.40	42.59	124.91	262.49	409.11	711.27
Financial services	4.93	499.03	691.76	531.33	754.00	915.56
Integrated multimodal logistics	-	-	1,724.65	1,584.78	1,436.23	1,328.32
Others	32.63	28.18	50.29	33.85	47.43	46.48
Unallocated segment liabilities	18,809.00	21,414.44	27,429.15	35,982.77	40,548.52	43,943.69
	21,143.46	**24,755.64**	**32,692.16**	**41,150.88**	**46,403.16**	**49,686.95**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*
ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

26. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

Secondary segment information:

PARTICULARS	For the year ended					For the period 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Segment revenues						
- India	5,276.50	5,999.51	11,302.09	17,100.91	20,365.45	15,951.36
- Outside India	1,424.03	4,244.53	4,326.46	3,857.57	2,453.86	1,646.23
Capital expenditure						
- India	1,640.36	3,482.36	5,134.35	5,575.25	4,628.61	3,296.92
- Outside India	17.90	-	-	-	9.79	12.57
Segment assets						
- India	30,227.19	32,802.83	44,471.62	51,766.88	56,203.37	58,346.55
- Outside India	674.97	853.58	738.77	764.85	739.71	1,064.05

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***
ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

27. Disclosure of provisions movement as required under Accounting Standard – 29 'Provisions, Contingent Liabilities and Contingent Assets' is as follows:

a) Accrual of redemption premium on preference shares:

(Amount Rs. in millions)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Balance as at beginning of the year/period	-	-	-	-	67.34	139.84
Provisions made during the year/period	-	-	-	67.34	72.50	54.62
Utilisations during the year/period	-	-	-	-	-	-
Released during the year/period	-	-	-	-	-	-
Total	**-**	**-**	**-**	**67.34**	**139.84**	**194.46**

b) Accrual of redemption premium on debentures:

(Amount Rs. in millions)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Balance as at beginning of the year/period	-	-	-	-	-	63.70
Provisions made during the year/period	-	-	-	-	63.70	159.91
Utilisations during the year/period	-	-	-	-	-	-
Released during the year/period	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**63.70**	**223.61**

Refer note 1(b)(iii) of Annexure V and Annexure VII C for details on expected timing of resulting outflow of economic benefits related to preference shares and debentures, respectively.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Summarised below are the restatement adjustments made to the Consolidated Audited Financial Statements for the years ended 31 March 2010 , 2011 , 2012 , 2013, and 2014 and for the nine months period ended 31 December 2014 and their impact on the profit / (loss) of the Group :

A) IMPACT ON CONSOLIDATED PROFIT / LOSSES DUE TO RESTATEMENT

(Rs. in millions)

PARTICULARS	For the year ended 31 March					For the period 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Net (loss)/ profit after tax as per audited financial statements, after minority interest	(177.10)	183.84	142.38	(204.27)	(751.68)	(700.55)
Adjustments to net (loss)/ profit as per audited consolidated financial statements						
A) Prior period items (refer note A):	-	-	(31.76)	(62.56)	35.13	(15.99)
B) Change in accounting policies (refer note B)						
(i) Change in depreciation policy from Written Down Value Method (WDV) to Straight Line Method (SLM)	(2.76)	(6.01)	3.70	3.48	(1.56)	(1.97)
(ii) Adjustment of foreign exchange gain / loss and consequent impact to depreciation charge on account of the capitalisation of foreign exchange difference pursuant to the adoption of Para 46A of AS 11: The Effects of Changes in Foreign Exchange Rates	(100.21)	(36.03)	21.03	20.20	20.20	13.57
C) Material adjustments pertaining to previous years (refer note C)						
(i) Excess provision written back	5.40	(5.40)	-	-	-	-
(ii) Recognition of service tax input credit	12.36	-	(12.36)	-	-	-
(iii) Advances written-off	-	-	5.62	7.43	-	-
(iv) Bad debts written-back	-	-	21.63	-	-	-
(v) Impact on depreciation on account of revision in estimated useful life of fixed assets	(13.17)	75.16	72.21	60.39	(118.88)	(68.99)
(vi) Reversal of Minimum Alternate Tax (MAT) credit entitlement	-	(7.38)	(2.24)	-	9.62	-
(vii) (Loss) / Profit on sale of fixed assets	-	-	-	(1.55)	4.27	3.06
Total impact of the adjustments	**(98.38)**	**20.34**	**77.83**	**27.39**	**(51.22)**	**(70.32)**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

PARTICULARS	For the year ended 31 March					For the period 1 April to 31 December
	2010	2011	2012	2013	2014	2014
(viii) Tax impact on re-stated adjustments						
Deferred tax impact on restated adjustments	0.23	(29.14)	(30.26)	(37.17)	32.62	18.54
Provision for tax impact on material adjustments	-	-	3.00	-	-	-
Total impact of the adjustments	**(98.15)**	**(8.80)**	**50.57**	**(9.78)**	**(18.60)**	**(51.78)**
Net (loss) / profit after tax, as restated	**(275.25)**	**175.04**	**192.95**	**(214.05)**	**(770.28)**	**(752.34)**

Note :
The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, restated consolidated summary statement of profit and loss and restated consolidated summary cash flows as appearing in Annexure IV and Annexure V.

Notes on adjustments for Restated Summary Statements

A) Prior period items
In the audited financial statements for the years ended 31 March 2010, 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014 and for the nine months period ended 31 December 2014, the Group had accounted for certain transactions as prior period items. Accordingly, in the preparation of the Restated Consolidated Financial Information, the effect of these prior period items has been appropriately adjusted to the results of the respective year / period to which these items pertain to.

B) Change in accounting policies

i) Change in Depreciation policy from Written Down Value Method (WDV) to Straight Line Method (SLM)
During the year ended 31 March 2014, Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) and Amalgamated Holdings Limited had changed the method of depreciation from Written down value method (WDV) to Straight line method (SLM). The depreciation figures appearing in the audited consolidated financial statements for the years ended 31 March 2010, 2011, 2012, 2013 and 2014 and nine months period ended 31 December 2014 has been restated to reflect consistent accounting policy across all years/period presented. The net block of fixed assets has been accordingly changed in each of the financial years ending 31 March 2010, 2011, 2012, 2013 and 2014 and nine months period ended 31 December 2014.

ii) Adjustment of foreign exchange gain / loss and consequent impact to depreciation charge on account of the capitalisation of foreign exchange difference pursuant to the adoption of Para 46A of AS 11: The Effects of Changes in Foreign Exchange Rates
The Group had opted to avail the option available under paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates inserted vide Notification dated December 29, 2011 with effect from 1 April 2011. Consequently, the exchange differences on long term foreign currency monetary items, which were until then being recognised in the statement of profit and loss were adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset. On restatement of consolidated financial statements, the exchange difference on long term foreign currency items recognised in the statement of profit and loss during the financial year ended 31 March 2010 and 31 March 2011 have been adjusted to the cost of the respective depreciable asset and the revised cost has been depreciated over the balance life of the asset.

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

C) Material adjustments pertaining to previous years

(i) Excess provision written back
During the year ended 31 March 2011, the Group had written-back excess provision created in the earlier years. For the purpose of the Restated Consolidated Financial Information, the above amount has been adjusted to the statement of profit and loss of the years in which these provisions were created.

ii) Recognition of service tax input credit
During the years ended 31 March 2012, the Group had recognised service tax input credit pertaining to earlier years. For the purpose of the Restated Consolidated Financial Information, the amount has been adjusted to the statement of profit and loss of the relevant years to which the input credit pertains to. Corresponding adjustment of respective assets / liabilities have also been made in the Restated Consolidated Financial Information in the respective years.

iii) Advances received written-off
During the year ended 31 March 2012 and 2013, the Group had written-off advances received by it in the earlier years. For the purpose of the Restated Consolidated Financial Information, these amounts have been adjusted to the opening reserves as at 1 April 2009.

iv) Bad debts written-back
During the year ended 31 March 2012, the Group has written-back bad debts created in the earlier years. For the purpose of the Restated Consolidated Financial Information, these amounts have been adjusted to the pre-acquisition reserves as at 1 April 2011.

v) Impact on depreciation on account of revision in estimated useful life
During the year ended 31 March 2014, the Group had revised the estimated useful life for certain assets. For the purpose of the Restated Consolidated Financial Information, the surplus in depreciation recognised during the year ended 31 March 2014 has been adjusted to the statement of profit and loss of those years to which depreciation was pertaining to and reserves as at 1 April 2009 have been restated for the depreciation pertaining to periods prior to the same.

vi) Reversal of MAT credit entitlement
During the years ended 31 March 2011 and 2012 the Group had recognised MAT credit entitlement which was reversed subsequently during year ended 31 March 2014 in the absence of convincing evidence that the Company will pay normal income tax during the specified period. Accordingly, such reversal of MAT credit entitlement have been adjusted in the respective years. Corresponding adjustment of respective assets / liabilities have also been made in the Restated Consolidated Financial Information in the respective years to which they relate.

(vii) (Loss) / profit on sale of fixed assets
The profit and loss on fixed assets sold in each of the financial years have been recomputed in line with the revised accounting policy / estimated useful life as explained in Note B(i), B(ii) and C(v).

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

(viii) Tax impact of the adjustments

Tax impact (including deferred tax related) on adjustments relating to the adjustments made in respect of restatement of the Consolidated financial statements have been adjusted in the respective years. The current taxes provided in the years ended 31 March 2010, 2011, 2012, 2013, 2014 and for the period ended 31 December 2014 are on an estimated basis.

E) Material regroupings

Appropriate adjustments have been made in the restated consolidated summary statements of assets and liabilities, restated consolidated summary statement of profit and loss and restated consolidated summary cash flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the Company as at and for the nine months period ended 31December 2014, prepared in accordance with Revised Schedule VI and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

F) Application of Revised Schedule VI

During the year ended 31 March 2012, the revised Schedule VI to the Companies Act, 1956, became applicable to the Group for the preparation and presentation of its consolidated financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosure made in the standalone financial statements of the Company and entities within the Group. Accordingly, the reclassifications have been made in the consolidated financial statements for the year ended 31 March 2010 and 2011 to comply with the requirements of the revised Schedule VI. Since it does not have any impact on the recognition and measurement of the figures, these have not been included as a part of differences above.

G) Non-adjusting items :

(i) Certain qualifications in the Auditor's report in the financial statements for the years ended 31 March 2010, 2011, 2012, 2013 and 2014 and for the nine months period ended 31 December 2014 which do not require any quantitative adjustment in the restated consolidated financial information are as follows :

Financial Year : 2009-10

Audit Qualification in respect of financial statements of Way2Wealth Securities Private Limited

In our opinion and to the best of our information and according to the explanations given to us the said financial statement read together with the notes thereon give the information as required by the Companies Act 1956,in the manner so required and give a true and fair view, in conformity with the Accounting Principles Generally Accepted in India, except AS-1 in preparation of financial statements on going concern concept despite erosion of net worth.

Management comments

The qualification has been subsequently removed in the subsequent financial year FY 2010-11 as the going concern issue was resolved.

Audit Qualification in respect of financial statements of Way2Wealth Illuminati Securities Private Limited

In our opinion and to the best of our knowledge and according to the information and explanations given to us the accounts together with the notes thereon give the information as required by the Companies Act. 1956, in the manner so required, give a true and fair view in conformity with the Accounting Principles Generally Accepted in India, except the Preparation of Financial Statements on a going concern basis despite erosion of net worth.

Management comments

The qualification has been subsequently removed in the subsequent financial year FY 2010-11 as the going concern issue was resolved.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Audit Qualification in respect of financial statements of Global Technology Ventures Limited

In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with the notes thereon give the information as required by the Companies Act, 1956, in the manner so required, in conformity with the accounting principles generally accepted in India and give a true and fair view, subject to Grant of Certificate of Registration by Reserve Bank of India, in terms of Section 45-I/A of the RBI Act, 1934 to carry on business of Non-banking Financial Companies, if applicable.

Management comments

The Management believes that the Company is not in the business of Non-banking Financial Companies and hence have not obtained any Certificate of Registration by Reserve Bank of India.

Audit Qualification in respect of financial statements of Magnasoft Consulting India Private Limited

In our opinion and to the best of our information and according to the explanations given to us the said financial statements read together with the notes thereon give the information as required by the Companies Act, 1956, in the manner so required and give a true and fair view, subject to Non compliance with Accounting Standard 13 regarding provision for erosion in value of investment in foreign subsidiary companies.

Management comments

The Qualification has been removed in the subsequent financial year i.e. FY 2013-14, on resolution/conclusion of this issues. The Company has not recorded any provision for diminution in value in any subsequent years as well.

<u>Financial Year : 2010-11</u>

Audit Qualification in respect of financial statements of Global Technology Ventures Limited

In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with the notes thereon give the information as required by the Companies Act, 1956, in the manner so required, in conformity with the accounting principles generally accepted in India and give a true and fair view, subject to Grant of Certificate of Registration by Reserve Bank of India, in terms of Section 45-I/A of the RBI Act, 1934 to carry on business of Non-banking Financial Companies, if applicable.

Management comments

The Management believes that the Company is not in the business of Non-banking Financial Companies and hence have not obtained any Certificate of Registration by Reserve Bank of India.

Audit Qualification in respect of financial statements of Magnasoft Consulting India Private Limited

In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with the notes thereon give the information as required by the companies Act, 1956, in the manner so required and give a true and fair view, subject to Non compliance with Accounting Standard 13 regarding provision for erosion in value of investment in foreign subsidiary companies.

Management comments

The Qualification has been removed in a subsequent financial year i.e. FY 2013-14, on resolution/conclusion of this issues. The Company has not recorded any provision for diminution in value in any subsequent years as well.

<u>Financial Year : 2011-12</u>

Audit Qualification in respect of financial statements of a joint venture entity PSA Sical Terminals Ltd

As more fully described in note 22 (ii) to the financial statements, the lease term in relation to the assets acquired under the lease agreement from Dacca Pte Limited have expired on June 8, 2010. We were informed that the Company is in the process of discussions with Dacca Pte Ltd towards renewal of the agreement including revisions to the rentals, if any. Pending such discussions, adjustments if any, have not been recorded in the books for lease rentals in respect of the usage of the assets subsequent to June 8, 2010. This has been qualified in the previous year also.

Management comments

No rentals have been paid post expiry of the lease agreement i.e., 18 June 2010. Accordingly, the qualification has been removed in the subsequent financial year i.e.FY 2012-13 by the auditors of the respective company.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

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Audit Qualification in respect of financial statements of Global Technology Ventures Limited

In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with the notes thereon give the information as required by the Companies Act, 1956, in the manner so required, in conformity with the accounting principles generally accepted in India and give a true and fair view, subject to Grant of Certificate of Registration by Reserve Bank of India, in terms of Section 45-I/A of the RBI Act, 1934 to carry on business of Non-banking Financial Companies, if applicable.

Management comments

The Management believes that the Company is not in the business of Non-banking Financial Companies and hence have not obtained any Certificate of Registration by Reserve Bank of India.

Audit Qualification in respect of financial statements of Global Edge Software Private Limited (consol financials)

We have not audited the financial statements of the subsidiary, whose financial statements reflect total assets of Rs 22,203,683 and total revenues of Rs 68,147,131 (excluding transactions with the Company). These financial statements are unaudited. The accounting policies used by it have not been harmonised with that used by the Company.

Management comments

As the profit / (loss) accounted from these associate companies to the Group aggregated Rs 14,117,230, which is not material to the Group, no independent audit has been performed subsequently as well.

Audit Qualification in respect of financial statements of Global Edge Software Private Limited (consol financials)

Attention is invited to the following :

a) In respect of the stock options granted by the Company to its employees in certain prior years, the Company had not adopted the accounting and reporting principles set out in the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India.

b) The Company has not implemented Accounting Standard 15 (revised) for accounting and disclosure of employee benefits in respect of defined benefit plans on account of compensated absence. It has followed the accounting policy set out in note 1(iv) (xiii) for accounting leave encashment to its employees. The Company has not furnished requisite disclosures in respect of defined benefit plan on account of gratuity in terms of AS-15 (Revised) for the year 2010-11.

c) Effect on revenue, assets and liabilities of the Company as a result of our comments in paragraphs (a) and (b) above is not ascertained.

Management comments

The impact of the above qualifications has no material impact on the Group and hence not adjusted. The total profit/(loss) accounted by the Group based on a equity method from the unaudited financial statements of Global Edge Software USA, Inc. and Dearborn Electronics Private Limited aggregates Rs. 14,117,230, which is immaterial to the Consolidated financial statements of the Group and hence the above qualification has no material impact. Further, the impact due to non-compliance with the requirement of Guidance Note on Accounting for Employee Share-based Payment, issued by the Institute of Chartered Accountants of India, is not material to the Consolidated financial statements of the Group and hence no adjustment has been recorded in the restated consolidated financial information of the Group. The qualification in relation to substantial losses incurred by Dearborn Electronics Private Limited has no impact to the Consolidated financial statement of the Group as all the losses of Dearborn Electronics Private Limited have already been accounted in the consolidated financial statement of Global Edge Software Private Limited.

Audit Qualification in respect of financial statements of Magnasoft Consulting India Private Limited

In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with the notes thereon give the information as required by the companies Act, 1956, in the manner so required and give a true and fair view, subject to Non compliance with Accounting Standard 13 regarding provision for erosion in value of investment in foreign subsidiary companies.

Management comments

The Qualification has been removed in the subsequent financial year i.e. FY 2013-14, on resolution/conclusion of this issues. The Company has not recorded any provision for diminution in value in any subsequent years as well.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

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STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Financial Year : 2012-13

Audit Qualification in respect of financial statements of Ittiam Systems Pte Ltd, Singapore

As at 31 March 2013, the total liabilities of the company of S$553,642 have exceeded the total assets of S$457,046 resulting in net liabilities of S$96,595. However, the financial statements have been prepared on a going concern basis as the holding company has given its undertaking to provide continuing financial support to the company to meet its obligation as and when they fall due at least for the next twelve months.

Management comments

The Qualification has been subsequently removed in the subsequent financial year FY 2013-14 as the going concern issue was resolved.

Audit Qualification in respect of consolidated financial statements of Ittiam Systems Private Limited

We did not audit the financial statements of Ittiam systems Europe - SARL , whose financial statements reflect total assets of Rs.70,323,331 as at March 31, 2013, total revenues of Rs.137,645,928 and cash inflows net amounting to Rs.9,574,291 for the year ended on that date. These financial statements and other financial information included in the consolidated financial statements are based on unaudited financial statements of this subsidiary duly certified by the management of the Company. we are unable to comment on the financial impact, if any, had these financial statements been audited.

Management comments

As the profit / (loss) accounted from these associate companies to the Group aggregated Rs 12,978,917, which is not material to the Group, no independent audit has been performed subsequently as well.

Audit Qualification in respect of consolidated financial statements of Global Edge Software Private Limited

Basis of Qualified Opinion :

a) In respect of the stock options granted by the Company to its employees in certain prior years, the Company had not adopted the accounting and reporting principles set out in the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India.

b) Pending confirmation of balances from parties with whom the Company has had transactions, possible adjustments if any, that may arise on reconciliation, are not ascertainable.

c) The accounting policies used by Global Edge Software USA, Inc., while preparing its financial statements and referred to in the paragraph on 'other matters' below, have not been harmonised with that used by the Company. The proportion of items in the consolidated financial statements to which different accounting policies have been applied are not ascertainable.

Management comments

The total profit/(loss) accounted by the Group based on a equity method from the unaudited financial statements of Global Edge Software USA, Inc. and Dearborn Electronics Private Limited aggregates Rs. 25,879,135, which is immaterial to the Consolidated financial statements of the Group and hence the above qualification has no material impact. Further, the impact due to non-compliance with the requirement of Guidance Note on Accounting for Employee Share-based Payment, issued by the Institute of Chartered Accountants of India, is not material to the Consolidated financial statements of the Group and hence no adjustment has been recorded in the restated consolidated financial information of the Group. The qualification in relation to substantial losses incurred by Dearborn Electronics Private Limited has no impact to the Consolidated financial statement of the Group as all the losses of Dearborn Electronics Private Limited have already been accounted in the consolidated financial statement of Global Edge Software Private Limited.

Audit Qualification in respect of consolidated financial statements of Global Edge Software Private Limited

We have not audited the financial statements of Global Edge USA, Inc., subsidiary whose financial statements reflect total assets of Rs 31,767,413 and total revenues of Rs 73,016,592 (excluding transactions with the company). These financial statements have been audited by another auditor, whose report has been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the subsidiary, is based on the said report.

Management comments

As the profit / (loss) accounted from these associate companies to the Group aggregated Rs 6,014,059, which is not material to the Group, no independent audit has been performed subsequently as well.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

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STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Audit Qualification in respect of financial statements of Magnasoft Consulting India Private Limited

The Company's value of investment in foreign subsidiary companies has eroded. Provision has not been made in accordance with Accounting Standard-13 for erosion in value of investment in foreign subsidiary companies.

Management comments

The Qualification has been removed in the subsequent financial year i.e. FY 2013-14, on resolution/conclusion of this issues. The Company has not recorded any provision for diminution in value in any subsequent years as well.

Audit Qualification in respect of financial statements of Global Technology Ventures Limited

We are of the opinion that based on the objects clause of the company is required to obtain registration under Section 45(1A) of the Reserve Bank of India Act, 1934. As required by the Non Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2008 issued by the Reserve Bank of India we give in 'Annexure B' hereto a statement on matters specified in the said directions to the extent applicable to this company.

Management comments

The Management believes that the Company is not in the business of Non-banking Financial Companies and hence have not obtained any Certificate of Registration by Reserve Bank of India.

Financial Year : 2013-14

Audit Qualification in respect of consolidated financial statements of Global Edge Software Private Limited

a) In respect of the stock options granted by the Company to its employees in certain prior years, and current year, the Company had not adopted the accounting and reporting principles set out in the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India.

b) The financial statements of the Global Edge Software Inc., subsidiary, which reflect total assets of Rs 59,672,723 (as at 31 March 2013 Rs 31,767, 413) and total revenues for the year of Rs 129,956,363 (for the year ended 31 March 2013 Rs 73,016, 592) excluding transactions with the company have not been audited. These financial statements have been subject to a review by another auditor, whose report has been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the subsidiary, is based solely on the said report.

c) The accounting policies used by Global Edge Software USA, Inc. ,while preparing its financial statements and referred to in the paragraph (b) on 'other matters' below, have not been harmonised with that used by the Company. The proportion of items in the consolidated financial statements to which different accounting policies have been applied are not ascertainable.

Management comments

The total profit/(loss) accounted by the Group based on a equity method from the unaudited financial statements of Global Edge Software USA, Inc. and Dearborn Electronics Private Limited aggregates Rs. 13,958,943, which is immaterial to the Consolidated financial statements of the Group and hence the above qualification has no material impact. Further, the impact due to non-compliance with the requirement of Guidance Note on Accounting for Employee Share-based Payment, issued by the Institute of Chartered Accountants of India, is not material to the Consolidated financial statements of the Group and hence no adjustment has been recorded in the restated consolidated financial information of the Group. The qualification in relation to substantial losses incurred by Dearborn Electronics Private Limited has no impact to the Consolidated financial statement of the Group as all the losses of Dearborn Electronics Private Limited have already been accounted in the consolidated financial statement of Global Edge Software Private Limited.

Audit Qualification in respect of consolidated financial statements of Ittiam Systems Private Limited

We did not audit the financial statements of Ittiam Systems Europe - SARL, whose financial statements reflect total assets of Rs. 91,133,463 as at March 31, 2014, total revenues of Rs. 65,102,580 and cash inflows, net of Rs. 4,671,065 for the year ended on that date. These financial statements and other financial information included in the consolidated financial statements are based on unaudited financial statements of the subsidiary duly certified by the management of the Company. We are unable to comment on the financial impact, if any, had these financial statements been audited.

Management comments

As the profit / (loss) accounted from these associate companies to the Group aggregated Rs (13,577,809), which is not material to the Group, no independent audit has been performed subsequently as well.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

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STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Audit Qualification in respect of financial statements of Global Technology Ventures Limited

We are of the opinion that based on the objects clause of the company is required to obtain registration under Section 45(1A) of the Reserve Bank of India Act, 1934. As required by the Non Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2008 issued by the Reserve Bank of India we give in 'Annexure B' hereto a statement on matters specified in the said directions to the extent applicable to this company.

Management comments

The Management believes that the Company is not in the business of Non-banking Financial Companies and hence have not obtained any Certificate of Registration by Reserve Bank of India.

For the period ended 31 December 2014

Audit Qualification in respect of consolidated financial statements of Global Edge Software Private Limited

a) In respect of the stock options granted by the Company to its employees in certain prior years, the Company had not adopted the accounting and reporting principles set out in the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India.

b)(i) The financial statements of the Dearborn Electronics Private Limited, a subsidiary, which reflect total assets of Rs 47,047,770 and total revenues for the period of Rs 35,392,582 excluding intra group transactions have not been subject to an audit but to a limited review.

b)(ii)(1) The financial statements of the Global Edge Software Inc., a subsidiary, which reflect total assets of Rs 75,470,000 and total revenues for the period of Rs 100,200,000 excluding intra group transactions with the parent company have not been audited and unaudited financial statements as prepared by management have been adopted for consolidation. We do not express any opinion on the same.

b)(ii)(2) The accounting policies used by Global Edge Software USA, Inc. ,while preparing its financial statements and referred to in the paragraph (b)(ii) above, have not been harmonised with that used by the parent company. The proportion of items in the consolidated financial statements to which different accounting policies have been applied are not ascertainable.

Management comments

The total profit/(loss) accounted by the Group based on a equity method from the unaudited financial statements of Global Edge Software USA, Inc. and Dearborn Electronics Private Limited aggregates Rs. 1,924,507, which is immaterial to the Consolidated financial statements of the Group and hence the above qualification has no material impact. Further, the impact due to non-compliance with the requirement of Guidance Note on Accounting for Employee Share-based Payment, issued by the Institute of Chartered Accountants of India, is not material to the Consolidated financial statements of the Group and hence no adjustment has been recorded in the restated consolidated financial information of the Group.

Audit Qualification in respect of consolidated financial statements of Ittiam Systems Private Limited

We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs. 92,886,737 as at December 31, 2014 and total revenues of Rs. 58,106,648 for the period ended on that date. These financial statements and other financial information included in the consolidated financial statements are based on unaudited financial statements of the subsidiary duly certified by the management of the Company. We are unable to comment on the financial impact, if any, had these financial statements been audited.

Management comments

As the profit / (loss) accounted from these associate companies to the Group aggregated Rs (7,180,372), which is not material to the Group, no independent audit has been performed subsequently as well.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Summarised below are the restatement adjustments made to the Consolidated Audited Financial Statements for the years ended 31 March 2010 , 2011 , 2012 , 2013, and 2014 and their impact on the profit / (loss) of the Group :

A) IMPACT ON CONSOLIDATED PROFIT / LOSSES DUE TO RESTATEMENT

G) Non-adjusting items (continued) :
(ii) Certain qualifications in the Companies (Auditor's Report) Order, 2003 report, annexed to the Auditor's report for the years ended 31 March 2014, 2013, 2012, 2011 and 2010 and for the nine months period ended 31 December 2014 which do not require any quantitative adjustment in the restated consolidated financial information are as follows :

Financial Year : 2009-10

Audit Qualification in respect of financial statements of Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)
a) According to the information and explanations given to us, the Company did not have an internal audit system during the year.

b) (1) The Company has taken loans from 2 parties covered in the register maintained u/s 301 of the Companies Act, 1956 during the period to the tune of Rs. 45.69 crores.
(2) No interest is being paid on the loan. Other terms and conditions are prima facie not prejudicial to the interest of the Company.
(3) Repayment schedule is not agreed upon hence we are unable to comment upon the regularity of repayment of the loan.

c) According to the Company, the transactions exceeding Rs.5 lakhs during the financial year in respect of each party made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 have been made at prices which compare favorably with market prices. However in the absence of comparable transactions we are unable to comment on the same.

Audit Qualifications in respect of financial statements of Wilderness Resorts Private Limited
As referred to in para 4 above, the Company has entered into business sale agreement on January 1, 2010 for transfer of entire existing business of Kabini Resorts to Coffee Day Resorts Private Limited ('CDRPL'). Pursuant to the agreement, effective May 1, 2010, the Company has transferred its net assets to CDRPL. The Company's ability to continue as a going concern is dependent upon the completion of Resorts construction at other locations and commencement of operations therein.

The Company does not have an internal audit system.

Undisputed statutory dues including provident fund, investor education and protection fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess have generally been regularly deposited with the appropriate authorities, though there have been slight delays in deposit of taxes deducted at source in few cases.

The Company's accumulated losses at the end of the financial year are less than fifty percent of its net worth and it has not incurred cash loss in the current year. In the immediately preceding financial year the Company has incurred cash loss.

Audit Qualification in respect of financial statements of Karnataka Wildlife Resorts Private Limited
The Company does not have an internal audit system.

Undisputed statutory dues including provident fund, investor education and protection fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess have generally been regularly deposited with the appropriate authorities though there have been slight delays in deposit of provident fund dues, taxes deducted at source and luxury tax in few cases.

The Company's accumulated losses at the end of the financial year are more than fifty percent of its net worth and the company has incurred cash losses in the financial year and in the immediately preceding financial year.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Audit Qualification in respect of financial statements of Giri Vidhyuth (India) Limited
The Company does not have a system of Internal Audit.

Audit Qualification in respect of financial statements of Magnasoft Consulting India Private Limited
According to the information and explanation given to us, the company does not have any dispute during the year in respect of income tax, wealth tax, sales tax, excise duty, customs duty etc, except the following: Income tax-Regular assessment tax- Rs. 1,010,470-AY 2005-06-a)Rectification application u/s 154 with ITO b). Appeal before CIT (appeals).

Audit Qualification in respect of financial statements of Way2Wealth Brokers Private Limited
According to information and explanations given to us, no undisputed amount payable in respect of income tax, wealth tax. sales tax, service tax. excise duty, customs duty wherever applicable are in arrears. as at 31 .03.2010 for a period of more than six months from the date they became payable except Professional tax of Rs 28,2351/-, which have been since paid

Audit Qualification in respect of financial statements of Way2Wealth Commodities Private Limited
According to information and explanations given to us no undisputed amount payable in respect of income tax wealth tax sales tax, service tax, excise duty, customs duty wherever applicable are m arrears, as at 31 .03.2010 for a period of more than six months from the date they became payable except Professional tax of Rs 25,677/-,which has been since paid.

<u>Financial Year : 2010-11</u>

Audit Qualification in respect of financial statements of Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)
a) According to the information and explanations given to us, the Company did not have an internal audit system during the year.

b) Where each of such transaction is in excess of Rs.5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time except in respect of certain Consultancy services provided for which comparable quotations are not available and in respect of which we are unable to comment.

Audit Qualifications in respect of financial statements of Tanglin Development Limited
According to information and explanations given to us, no undisputed amount is payable in respect of income tax, wealth tax, sales tax, excise duty, customs duty service tax, cess or other material statutory dues as at 31.03.2011, for a period of more than six months from the date they became payable, except service tax of Rs.2.81 Lakhs. However the same has been paid subsequently.

Audit Qualification in respect of financial statements of Giri Vidhyuth (India) Limited
The Company does not have a system of Internal Audit.

Audit Qualifications in respect of financial statements of Way2Wealth Securities Private Limited
The company has not granted loans, secured or unsecured to Companies, Firms or other parties covered in the register maintained Under Section 301 of the Companies Act, 1956, except for one party amounting to Rs.4 Crores.

According to information and explanations given to us, no undisputed amount payable in respect of Income-tax, Wealth-tax, Service Tax, Sales-tax, Excise duty, Customs duty, wherever applicable are in arrears, as at 31.03.2011 for a period of more than six months from the date they became payable except Professional Tax of Rs 5,418.

The company's accumulated loss at the end of the financial year is less than fifty percent of its net worth. The company has incurred cash loss during the year, and has not incurred cash loss in the immediately preceding financial year.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Financial Year : 2011-12

Audit Qualification in respect of financial statements of Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)
a) According to the information and explanations given to us, the Company did not have an internal audit system during the year.

b) Where each of such transaction is in excess of Rs.5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time except in respect of certain Consultancy services provided for which comparable quotations are not available and in respect of which we are unable to comment.

Audit Qualifications in respect of financial statements of Tanglin Development Limited
The company needs to upgrade its internal audit system considering the pace of expansion of activities and nature of business.

According to the records of the company and the information and explanations given to us, the company is generally regular in payment of statutory dues, though there have been delays in certain cases, except non payment of tax deducted at source to the extent of Rs. 91.74 lakhs.

Audit Qualification in respect of financial statements of Giri Vidhyuth (India) Limited
The Company does not have a system of Internal Audit, as the company has not started commercial operations yet.

Audit Qualifications in respect of financial statements of Way2Wealth Securities Private Limited
The company's accumulated loss at the end of the financial year is less than fifty percent of its net worth. The company has incurred cash loss during the year, and in the immediately preceding financial year.

Audit Qualifications in respect of financial statements of Techno Commodity Broking Private Limited
According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investors' Education and Protection Fund, Income Tax, Service tax, Stamp Duty, Cess and other material statutory dues as applicable to it. As informed to us Sales Tax and Employees' State Insurance Act is not applicable to the Company. According to the information and explanations given to us, there are no undisputed amounts payable in respect of the above statutory dues except stamp duty amounting to Rs 3,80,51 0/- as at 31st March 2012, which are outstanding for a period exceeding six months from the date they became payable.

Audit Qualifications in respect of financial statements of Ennore Automotive Logistics Limited
Although the company does not have an internal audit system, adequate internal checks are in place commensurate with its size and nature of the business.

Audit Qualifications in respect of financial statements of PSA Sical Terminals Limited
The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year. However, the Company incurred cash losses in the immediately preceding financial year.

Audit Qualifications in respect of financial statements of Nagpur Sical Gupta Logistics Limited
The Company has incurred cash losses in current financial year and the accumulated losses at the end of the period are more than fifty percent of its net worth.

Audit Qualifications in respect of financial statements of Nagpur Sical Gupta Road Terminal Limited
The Company has incurred cash losses in current financial year and the accumulated losses at the end of the period are more than fifty percent of its net worth.

Audit Qualifications in respect of financial statements of Sical Iron Ore Terminals limited
Although the company does not have an internal audit system, the company has adequate controls commensurate with its operations and size.

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ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

<u>Financial Year : 2012-13</u>

Audit Qualification in respect of financial statements of Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)

a) Where each of such transaction is in excess of Rs. 5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time, other than certain purchases which are of a special nature for which comparable quotations are not available and in respect of which we are , therefore, unable to comment.

b) According to the information and explanations given to us, the Company did not have an internal audit system during the year.

c) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31 March 2013 for a period of more than nine months from the date they became payable, except for Tax deducted at source of Rs.3,924,413.

d) In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis amounting to Rs.1,537,310,804 have been used during the year for long-term investment.

e) Except for delays in remittance of Tax Deducted at Source and Service Tax, the Company has generally been regular in depositing undisputed statutory dies, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with appropriate authorities.

Audit Qualifications in respect of financial statements of Tanglin Development Limited

The company needs to upgrade its internal audit system considering the pace of expansion of activities and nature of business.

(a). According to the records of the company and the information and explanations given to us, the company is generally regular in payment of statutory dues, though there have been delays in certain cases, except non payment of tax deducted at source to the extent of Rs. 128.41 lakhs.

(b). According to information and explanation given to us, no undisputed amount is payable in respect of income tax, wealth tax, sales tax, excise duty, customs duty, service tax, cess or other, material statutory dues as at 31.03.2013, for a period of more than six months from the date they became payable, except non payment of tax deduction at source, to the extent of Rs. 91.74 lakhs.

Audit Qualifications in respect of financial statements of Tanglin Retail Realty Development Private Limited

The Company's accumulated losses at the end of the Financial year is more than fifty percent of its net worth. The company has incurred cash loss during the financial year and in the preceding year.

Audit Qualification in respect of financial statements of Giri Vidhyuth (India) Limited

The Company does not have a system of Internal Audit, as the company has not started commercial operations yet.

Audit Qualification in respect of financial statements of Coffee Day Trading Limited (erstwhile Global Technology Ventures Limited)

There is no accumulated loss at the end of the financial year. The company has not incurred cash loss during the financial year. However, the company has incurred cash loss during the immediately preceding Financial Year.

Audit Qualification in respect of financial statements of Magnasoft Consulting India Private Limited

According to the records of the company and explanations given to us, the company is not regular in payment of statutory dues with the relevant authorities.

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Audit Qualification in respect of financial statements of Way2Wealth Securities Private Limited
The company's accumulated loss at the end of the financial year is less than fifty percent of its net worth. The company has incurred cash loss during the year, and in the immediately preceding financial year.

Audit Qualification in respect of financial statements of Mandi2Market (erstwhile Way2Wealth Institutional Broking Private Limited)
The accumulated loss is less than fifty percent of net worth of the company The company has not incurred cash losses during the financial year but has incurred cash losses in the immediately preceding financial year.

Audit Qualification in respect of financial statements of Way2Wealth Illuminati Securities Private Limited
The company's accumulated loss at the end of the financial year is more than fifty per cent of its net worth. The company has not incurred cash losses in the financial year under report The company has incurred cash loss in the immediately preceding financial year

Audit Qualification in respect of financial statements of Techno Commodity Broking Private Limited
According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investors' Education and Protection Fund, Income Tax, Service tax, Stamp Duty, Cess and other material statutory dues as applicable to it. As informed to us Sales Tax and Employees' State Insurance Act is not applicable to the Company. According to the information and explanations given to us, there are no undisputed amounts payable in respect of the above statutory dues except stamp duty amounting to Rs4,32,501/- as at 31 March 2013, which are outstanding for a period exceeding six months from the date they became payable.

Audit Qualification in respect of financial statements of Amalgamated Holdings Limited
According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that short term funds have been applied for long term investment amounting to Rs. 1,208.12 lakh as at 31 March 2013.

Audit Qualification in respect of financial statements of Coffeeday Properties (India) Private Limited
The accumulated losses of the company at the end of the financial year are more than fifty percent of its networth. The Company has incurred cash losses in the current financial year and in the immediately preceding financial year.

Audit Qualification in respect of financial statements of Ennore Automotive Logistics Limited
In our opinion, the company does not have an internal audit system commensurate with the size and nature of its business.

Audit Qualification in respect of financial statements of Nagpur Sical Gupta Logistics Limited
The company has accumulated losses as at 31st March, 2013 and the accumulated losses at the end of the period are more than fifty percent of its net worth; it has not incurred cash losses during the financial year ended on that date , however in the immediately preceding financial year the cash losses were incurred.

Audit Qualification in respect of financial statements of Nagpur Sical Gupta Road Terminal Limited
The company has accumulated losses as at 31st March, 2013 and the accumulated losses at the end of the financial year are more than fifty percent of its net worth; it has not incurred cash losses during the financial year ended on that date , however in the immediately preceding financial year the cash losses were incurred.

Audit Qualification in respect of financial statements of Sical Iron Ore Terminals limited
Although the company does not have an internal audit system, the company has adequate controls commensurate with its operations and size.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

<u>Financial Year : 2013-14</u>

Audit Qualification in respect of financial statements of Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)
According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Sales tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, except undisputed Income tax and Service tax dues which have not been regularly deposited by the Company, with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Employees' State Insurance, Wealth tax, Excise duty and Custom duty during the year.

b) The accumulated losses of the Company at the end of the financial year are not more than fifty percent of its net worth. The Company has incurred cash losses in the current financial year as well as in the immediately preceding financial year.

Audit Qualification in respect of financial statements of Giri Vidhyuth (India) Limited
The Company does not have a system of Internal Audit, as the company has not started commercial operations yet.

Audit Qualification in respect of financial statements of Mandi2Market (erstwhile Way2Wealth Institutional Broking Private Limited)
The accumulated loss is more than fifty percent of net worth of the company. The company has incurred cash losses during the financial year but has not incurred cash losses in the immediately preceding financial year.

Audit Qualification in respect of financial statements of Amalgamated Holdings Limited
According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that short term funds have been applied for long term investment amounting to Rs. 1,410 lakhs as at 31 March 2014.

Audit Qualification in respect of financial statements of Ennore Automotive Logistics Limited
In our opinion, the company does not have an internal audit system commensurate with the size and nature of its business.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII A

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED LONG-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Long term borrowings						
Secured						
Debentures						
Nil (Previous years March 2010 : 37,999,987, March 2011 : 35,599,725, March 2012 : Nil, March 2013 : Nil, March 2014 : Nil) Compulsory Convertible Debentures of Rs. 100 issued to DEUTSCHE PFANDBRIEFBANK AG *(formerly known as Hypo Real Estate Bank International AG)*	3,800.00	3,559.97	-	-	-	-
2,500 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 2,500 (partly paid)) 14.25% p.a. secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to Reliance Mutual Fund	-	-	-	-	1,930.00	2,500.00
650 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 650) zero coupon secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to DSP BlackRock Income Opportunities Fund	-	-	-	-	650.00	650.00
850 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 850) zero coupon secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to Aditya Birla Private Equity - Fund I	-	-	-	-	850.00	850.00
1,000 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 1,000) 13.75% p.a. secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to ICICI Prudential Asset Management Company	-	-	-	-	1,000.00	1,000.00
Nil (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : 750, March 2013 : Nil, March 2014 : Nil) 12.75% non-convertible debentures of Rs.1,000,000 each issued to Reliance Mutual Fund	-	-	750.00	-	-	-
1,000 (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 1,000) 12.75% Non Convertible Debentures issued to ING Vysya Bank	-	-	-	-	1,000.00	1,000.00
500 (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 500) 12.5% p.a. non convertible redeemable debentures of Rs. 1,000,000 each issued to ING Vysya Bank	-	-	-	-	500.00	500.00

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII A

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED LONG-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Term loans						
From banks						
- ABN Amro Bank	0.77	-	-	-	-	-
- Axis Bank Limited	99.69	39.81	-	-	-	-
- State Bank of India	305.89	100.00	100.00	-	-	-
- Canara Bank	900.00	148.21	48.22	7.10	400.05	406.25
- Indian Overseas Bank	360.00	61.15	21.16	5.30	-	-
- Indusind Bank	-	-	-	-	166.56	149.15
- Punjab National Bank	180.00	30.05	9.43	1.00	-	-
- Rabo Bank	671.18	624.39	622.69	526.90	386.20	248.27
- ICICI Bank	-	-	5.00	1.67	-	-
- Oriental Bank of Commerce	-	152.59	125.70	83.31	250.86	221.33
- Standard Chartered Bank	-	1,123.00	1,281.25	1,124.10	887.50	655.32
- Vijaya Bank	-	-	-	-	400.00	750.00
- Bank of Baroda	-	-	633.31	458.03	-	-
- Ratnakar Bank	-	-	-	749.81	468.56	380.77
- Karur Vysya Bank	-	-	-	-	137.50	75.00
- Yes Bank	-	-	751.47	1,432.17	2,063.09	1,208.56
- ING Vysya Bank	-	-	-	149.89	80.28	33.28
- UCO Bank	-	-	1,215.92	1,151.03	1,034.87	870.60
- United Bank of India	-	-	740.98	748.17	674.94	612.25
- IDBI Bank	-	-	167.68	169.87	735.07	634.72
- vehicle loans (secured by hypothecation of vehicles)	3.55	1.13	1.33	1.20	5.03	4.00
From financial institutions and others						
- Deutsche Investitions-Und Entwicklungsgesellschaft MBH ('DEG')	774.94	703.27	682.86	581.50	461.70	367.64
- International Finance Corporation	329.82	245.02	186.36	99.30	-	-
- Housing Development Finance Corporation Limited	38.93	21.80	5,715.04	6,974.85	7,874.16	8,492.53
- Tata Capital Limited	637.50	-	1,260.00	980.00	420.00	-
- Aditya Birla Finance Limited	2.50	-	-	-	-	-
- L & T Finance Limited	-	-	-	-	1,000.00	500.00
- Nomura Capital India Private Limited	-	-	-	-	700.00	-
- Rabo India Finance Limited	-	-	-	-	800.00	800.00

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII A

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED LONG-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
- Standard Chartered Investments and Loans (India) Limited	-	-	-	-	-	1,006.81
- Tata Finance Limited	-	-	-	-	-	40.31
- KKR India Financial Services Private Limited	-	-	300.00	300.00	300.00	300.00
- Infrastructure Development Finance Company	-	-	137.51	92.91	-	-
- SREI Infrastructure Finance Limited	-	-	50.06	16.94	3.54	0.31
- India Infrastructure Finance Company Limited	-	-	539.61	498.81	466.80	442.48
- Daimler Financial Services	-	-	-	-	-	136.67
- Sundaram Finance Limited	-	-	25.10	11.16	0.26	30.91
Long term maturities of Financial Lease obligations						
- Hewlett- Packard Financial Services (India) Private Limited	-	2.19	2.92	6.25	1.49	1.12
Unsecured						
Debentures						
- Compulsorily convertible debentures issued to DAMF II	567.83	567.83	567.83	567.83	567.83	-
- Compulsorily convertible debentures issued to FMO	679.03	679.03	679.03	679.03	679.03	679.03
- 27,160,000 (Previous years: March 2010 : 27,160,000, March 2011 : 27,160,000, March 2012 : 27,160,000, March 2013 : 27,160,000, March 2014 : 27,160,000) zero coupon compulsorily convertible debentures of Rs.100 each issued to KKR Mauritius PE Investments II Limited (Refer note 1(f)(iv) for subsequent events)	2,716.00	2,716.00	2,716.00	2,716.00	2,716.00	2,716.00
- 35,998,232 (Previous years: March 2010 : 35,998,232, March 2011 : 35,998,232, March 2012 : 35,998,232, March 2013 : 35,998,232, March 2014 : 35,998,232) compulsorily convertible debentures of Rs.100 each issued to Arduino Holdings Limited (Refer note 1(f)(v) for subsequent events)	3,599.82	3,599.82	3,599.82	3,599.82	3,599.82	3,599.82
Term loans						
From banks						
- HDFC Bank	-	2.08	1.08	-	-	-
From financial institutions and others						
- Barclays Investment & Loans India Private Limited	-	2.11	1.01	-	-	-
- India Bulls Financial Services Limited	-	1.48	0.07	-	-	-
- TATA Capital Limited	-	1.40	0.26	-	-	-

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII A

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED LONG-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Loans from the promoters/ group companies/ related parties						
Sivan Securities Private Limited	187.30	-	-	-	-	-
Coffee Day Hotels and Resorts Private Limited	1.50	-	-	-	-	-
Mysore Amalgamated Coffee Estates Limited*	-	32.44	-	-	-	16.43
Others						
Fixed deposits from public	173.35	111.22	125.33	120.20	53.70	-
Other loans and advances	-	-	51.86	50.95	-	-
	16,029.60	**14,525.99**	**23,115.89**	**23,905.10**	**33,264.84**	**31,879.56**

Note:

1. The above should be read with the notes to restated consolidated summary statement of assets and liabilities, profit and loss and cash flows appearing in Annexures IV and V.

2. List of persons/entities classified as 'Promoters/ group companies/ related parties' has been determined by the management and relied upon by the auditors. The auditors have not performed any procedure to determine whether the list is accurate and complete.

3. The terms and conditions of unsecured loans taken from Promoters / group companies / related parties as at 31 December 2014 are as follows:

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 December 2014	Interest rate	Repayment terms
Mysore Amalgamated Coffee Estates Limited*	16.43	-	Repayable on demand
Total	**16.43**		

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII B

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED SHORT-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Short term borrowings						
Secured						
Bank overdraft						
- Karnataka Bank Limited	49.19	22.05	50.43	50.00	0.30	0.40
- Axis Bank Limited	16.16	38.02	50.95	0.00	-	-
- HSBC Bank Limited	25.00	25.00	25.00	25.00	-	100.00
- ING Bank N.V	-	35.36	118.21	117.00	135.67	148.87
- ICICI Bank Limited	-	-	35.96	48.82	-	-
- Oriental Bank of Commerce	-	-	-	-	-	225.85
- HDFC Bank Limited	-	-	3.48	55.53	-	224.41
- Others	-	-	-	2.41	47.94	-
Packing credit loan from banks						
- Karnataka Bank Limited	122.72	44.92	77.82	38.20	225.40	197.15
- Oriental Bank of Commerce	355.93	282.82	203.75	286.70	192.30	180.87
Bill discounting facility from banks						
- Karnataka Bank Limited	101.24	158.00	273.85	229.00	154.40	149.07
- Oriental Bank of Commerce	73.55	164.15	145.24	178.90	76.00	16.92
- Small Industries Development Bank of India	5.55	-	-	-	-	-
Other short term loans from banks						
- Axis Bank	-	-	1.00	-	-	-
- HDFC Bank Limited	-	-	55.00	65.00	70.00	55.00
- Bank of Baroda	-	-	886.45	1,252.16	821.36	1,880.61
- UCO Bank	-	-	77.39	79.89	80.11	80.65
- IDBI Bank	-	-	70.99	84.17	124.06	98.32
- Catholic Syrian Bank Limited	-	-	-	-	-	25.42
- Vehicle loans (secured by hypothecation of vehicles)	-	-	0.71	-	-	-
- ICICI Bank Limited	-	-	-	-	43.95	47.71
Loan from financial institutions and others						
- A.K CAPITAL Finance Private Limited	-	-	-	-	-	225.00
- ECL Finance Limited	-	-	-	-	-	500.00
- Tata Capital Limited	-	-	-	-	-	300.00

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII B

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED SHORT-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
- Standard Chartered Investments & Loans Limited	-	-	-	1,172.56	-	-
- IL & FS Financial Services Private Limited	-	0.10	-	28.00	-	45.69
- Morgan Stanley India Capital Private Limited	-	-	27.00	28.50	-	-
- Aditya Birla Finance Limited	-	-	-	-	15.00	-
- Citicorp Finance (India) Limited	-	-	-	-	49.85	-
- Sundaram Finance Limited	-	-	30.97	-	-	-
	749.34	**770.42**	**2,134.20**	**3,741.84**	**2,036.34**	**4,501.95**
Unsecured						
Loans from the Promoters / group companies / related parties						
- Sivan Securities Private Limited	111.04	47.85	-	122.42	-	-
- Mysore Amalgamated Coffee Estates Limited*	-	-	-	-	15.66	5.08
- Alphagrep HK Limited**	-	-	-	-	-	3.26
Other parties						
Bank overdraft						
- HDFC Bank	-	-	-	78.09	-	-
- Axis Bank	-	-	-	39.61	-	-
- Union Bank of India	-	-	-	0.01	-	-

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - VII B

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED SHORT-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
- HSBC Bank Limited	27.50	37.50	37.50	37.10	-	-
- State Bank of India	-	1.74	-	-	-	-
- ING Bank N.V	-	-	-	13.00	16.50	-
- Others	-	-	-	-	1.42	0.04
Other short-term borrowings						
- HDFC Limited	-	4,000.00	-	-	-	-
Commercial papers issued to banks/ financial institution	500.00	456.73	449.58	463.30	373.70	358.76
Loans and advances from other parties						
- Jaydeep Mehta	-	-	10.00	10.00	10.00	1.00
- Nikhil Mehta	-	-	10.00	10.00	10.00	-
- Mape Advisory Private Limited	-	-	18.00	-	-	-
- Jyoti Laboratories Private Limited	-	-	50.00	50.00	50.00	18.83
- Illuminati Trading Private Limited	-	-	-	-	-	25.00
	638.54	**4,543.82**	**575.08**	**823.53**	**477.28**	**411.96**
	1,387.88	**5,314.24**	**2,709.28**	**4,565.37**	**2,513.62**	**4,913.91**

Note:

1. The above should be read with the notes to restated consolidated summary statement of assets and liabilities, profit and loss and cash flows appearing in Annexures IV and V.
2. List of persons/entities classified as 'Promoters / group companies / related parties' has been determined by the management and relied upon by the auditors. The auditors have not performed any procedure to determine whether the list is accurate and complete.
3. The terms and conditions of unsecured loans taken from Promoters / group companies / related parties as at 31 December 2014 are as follows:

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 December 2014	Interest rate	Repayment terms
Mysore Amalgamated Coffee Estates Limited*	5.08	-	Repayable on demand
Alphagrep HK Limited**	3.26	-	Repayable on demand
Total	**8.34**		

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***
ANNEXURE - VII - C
RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS OUTSTANDING AS AT 31 December 2014

Details of long-term and short-term secured borrowings outstanding as at 31 December 2014

(Rs. in Million, unless otherwise stated)

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
1	Reliance Mutual Fund	Secured rated redeemable non-convertible debentures	2,500.00	2,500.00	14.25%	13-Mar-13	These debentures are redeemable by way of bullet repayment at the end of 60 months from the date of issue (i.e., 31 March 2019).	None mentioned in the agreement	Any delay in repayment of interest entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited, Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) and Tanglin Development Limited held by the Company; - Pledge of a proportion of the shares of the Company held by Director Mr.V.G. Siddhartha - Lien over the limited purpose unencumbered current account and fixed deposits with Karnataka Bank Limited - Personal guarantee of Mr. V. G. Siddhartha
2	DSP BlackRock Income Opportunities Fund	Zero coupon secured rated redeemable non-convertible debentures	650.00	650.00	0.00%	11-Dec-13	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 28 December 2016). At the time of redemption, the Company will be liable to pay redemption premium equal to 15% compounded interest (compounded annually) which aggregates to Rs. 530,250 per debenture.	None mentioned in the agreement	None mentioned in the agreement	- Pledge of a proportion of the shares of Mindtree Limited and Tanglin Development Limited held by the Company - Lien over the limited purpose unencumbered current account to be opened by the Company, to be operated by and shall be lien marked in favour of IDBI Trusteeship Services Limited in case cash top up is required under the debenture trust deed - Lien over fixed deposits placed with the bank wherein the abovementioned lien is created - Personal guarantee of Mr. V. G. Siddhartha
3	Aditya Birla Private Equity - Fund I	Zero coupon secured rated redeemable non-convertible debentures	850.00	850.00	0.00%	11-Dec-13	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 27 December 2016). The Company shall make payment of a fixed redemption premium equal to 1.470290 times of the face value of the debentures subject to certain other terms of the agreement. Additionally, at the time of redemption, the Company is also liable to make payment of a floating redemption premium, which premium shall be, subject to the cap of - (i) 33.34% of stock return or (ii) 1.676450 times of the principal amount (inclusive of the fixed redemption premium payable and floating redemption premium payable).	None mentioned in the agreement	Any delay in repayment of dues under the agreement entails payment of penal interest @ 18.5% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Tanglin Development Limited held by the Company - Lien over the limited purpose unencumbered current account to be opened by the Company, to be operated by and shall be lien marked in favour of IDBI Trusteeship Services Limited in case cash top up is required under the debenture trust deed - Personal guarantee of Mr. V. G. Siddhartha
4	ICICI Prudential Asset Management Company	Secured rated redeemable non-convertible debentures	1,000.00	1,000.00	13.75%	4-Jul-13	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 4 July 2016).	The Company has an option of voluntary prepayment under certain circumstances as set out in the agreement.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited - Lien over the limited purpose unencumbered current account and fixed deposits with Karnataka Bank Limited - Post dated cheque issued by the Company for an amount equivalent to the sum of the principal, coupon under the facility and other payments accrued - Personal guarantee of Mr. V. G. Siddhartha
5	L & T Finance Limited	Term loan	1,000.00	1,000.00	14.50%	23-Dec-13	The loan is repayable by way of bullet repayment of Rs. 500 million each at the end of 24 months and 26 months from the date of issue (i.e., 25 December 2015 and 26 February 2016).	The Company has an option to repay the loan in advance with a prepayment premium of 2% either on the date falling on the expiry of 12 months from the availment date and every 3 months thereafter either in part or in full subject to a minimum prepayment of Rs. 200,000,000 per installment.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 3% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Tanglin Development Limited held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited; - Lien over the limited purpose unencumbered current account with Karnataka Bank Limited - Personal guarantee of Mr. V. G. Siddhartha

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
6	Nomura Capital India Private Limited	Term loan	500.00	500.00	14.00%	3-Oct-13	The loans of Rs. 500 million is repayable by way of bullet repayment at the end of 24 months from the date of issue (i.e., 1 October 2015).	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Tanglin Developments Limited held by the Company; - Personal guarantee of Mr. V. G. Siddhartha
7	Rabo India Finance Limited	Term loan	800.00	800.00	13.20%	12-Jul-13	The loan is repayable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 11 July 2016).	The Company has an option to repay the loan in advance with a prepayment premium of 2% either on the date falling on the expiry of 12 months from the availment date and every 3 months thereafter either in part or in full subject to a minimum prepayment of Rs. 200,000,000 per installment or in multiples of 100,000,000.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited, Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) and Tanglin Development Limited held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited; - Exclusive charge over the charged assets of Tanglin Development Limited in favour of the lender; - A fixed deposit with Rabo Bank of amount equivalent to one interest period (being a period of 3 months) with a lien marked in favour of Rabo Bank - Personal guarantee of Mr. V. G. Siddhartha
8	Tata Capital Limited	Term loan	1,400.00	630.00	15.00%	12-Jul-11	The loan is repayable in quarterly installments with first installment falling due on 15 October 2012 and last installment on 15 July 2015.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement. Further, the Company has an option to repay the loan in advance with a prepayment premium of 2% payable on the outstanding principal amount.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 3% p.a. for the period of delay.	- Pledge of a proportion of the shares of the Company having value not less than 200% of facility amount i.e. Rs. 280 Crores held by promoters of the Company; - Equitable mortgage having value not less than Rs.35 Crores in the form of land and property (i.e., 25% of the loan facility) of its subsidiary Tanglin Development Limited; - unconditional and irrevocable personal guarantee of Mr. V. G. Siddhartha
9	Aditya Birla Finance Limited	Secured rated redeemable non-convertible debentures	600.00	600.00	14.75%	30-May-12	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 31 May 2015). Each debenture holder shall be entitled to exercise the put option on date falling on the expiry of 15 months from the allotment date and every 3 months thereafter and require the Company to redeem the debenture held by the said debenture holder, either in part or full.	The Company has an option of voluntary prepayment in certain circumstances.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited; - Personal guarantee of Mr. V. G. Siddhartha.
10	ICICI Prudential Asset Management Company	Secured rated redeemable non-convertible debentures	750.00	750.00	14.50%	9-Oct-13	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 4 July 2016). Further, the Company shall be entitled to exercise the call option on the date falling on the expiry of 12 months from the allotment date. Each debenture holder shall be entitled to exercise the put option on the date falling on the expiry of 12 months from the allotment date and require the Company to redeem the debenture held by the said debenture holder in full.	The Company has an option of voluntary prepayment in certain circumstances.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited - Lien over the limited purpose unencumbered current account and fixed deposits with Karnataka Bank Limited - Post dated cheque issued by the Company for an amount equivalent to the sum of the principal amount, coupon, and other payments accrued thereon. - Personal guarantee of Mr. V. G. Siddhartha

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
11	L & T Finance Limited	Term loan	250.00	250.00	13.75%	2-May-12	The loan is repayable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 1 May 2015). The lender is entitled to exercise the put option on date falling on the expiry of 18 months from the allotment date and every 3 months thereafter and require the Company to prepay the loan either in part or in full subject to a minimum prepayment of Rs. 500 million per installment or multiples thereof.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited; - Lien over the limited purpose unencumbered current account to be opened with Karnataka Bank Limited - Personal guarantee of Mr. V. G. Siddhartha
12	Kotak Mahindra Prime Limited	Term loan	500.00	500.00	15.00%	29-Dec-14	The loan is repayable at the end of 60 months from the date of issue.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement. Further, the Company has an option to repay the loan in advance with a prepayment premium of 2%.	Amounts unpaid on due date will attract overdue interest at 24% p.a compounded monthly	- Pledge of shares of Mindtree Limited as acceptable by Kotak Mahindra Prime Limited (drawing power capped at Rs. 25 crores) - Pledge of 159,804 shares of Coffee Day Enterprises Limited (drawing power capped at Rs. 25 crores) - Personal guarantee of Mr. V. G. Siddhartha
13	Kotak Mahindra Investments Limited	Term loan	200.00	200.00	15.00%	11-Dec-14	The loan is repayable at the end of 60 months from the date of issue.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement. Further, the Company has an option to repay the loan in advance with a prepayment premium of 2%.	Amounts unpaid on due date will attract overdue interest at 24% p.a compounded monthly	- Pledge of shares of Mindtree Limited as acceptable by Kotak Mahindra Investments Limited (drawing power capped at Rs. 10 crores) - Pledge of 864,920 shares of Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) (drawing power capped at Rs. 10 crores) - Pledge of shares of Sical Logistics Ltd towards additional security for the limit of Rs. 10 crores (against Mindtree shares) - Personal guarantee of Mr. V. G. Siddhartha
14	Tata Capital Limited	Term loan	300.00	300.00	18.25%	17-Dec-14	The loan is repayable at the end of 12 months from the date of issue.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement. Further, the Company has an option to repay the loan in advance with a prepayment premium of 2%.	Amounts unpaid on due date will attract overdue interest at 24% p.a compounded monthly	- Pledge of 1,583,711 equity shares of Coffee Day Enterprises Limited pledged by Mr. V.G. Siddhartha having value not less than 200% of the facility amount. - Mortgage of 6 acres residential land owned by Tanglin Developments Limited located at Mangalore. - Irrevocable corporate guarantee of Tanglin Development Limited - Personal guarantee of Mr. V. G. Siddhartha
15	Vijaya Bank	Long Term	1,000.00	1,000.00	12.45% p.a	20-Mar-14	20 quarterly installments starting from December-2014 with 6 months Moratorium	Nil	Any delay in repayment entails payment of penal interest @ 2% p.a. for the period of delay.	a. First charge over specific fixed assets (i e. 4000 vending machines, 165 cafe outlets opened at the cost of Rs. 1,333.40 million) b. Personal Guarantee of Managing Director
16	Deutsche Investitions-Und Entwicklungsgesellschaft MBH ('DEG')	External Commercial Borrowing	USD 15.00	582.49	3 months LIBOR plus 4.15% p.a	30-Oct-09	Half yearly 12 equal installments starting from Sep-11 to March-17	Nil	Nil	a. Personal guarantee of Managing Director; b. Charge on specific movable assets of the Company; and c. First ranking equitable mortgages on the following immovable properties of the Company – (i) Converted land of 2 estates with building located in Mangalore owned by Tanglin Developments Limited (ii) Girikhan Estate (coffee estate) located in Chikmangalur owned by promoters; (iii) Land and building located in Hassan, owned by Ganga Coffee Curing Works; and (iv) Land located in Palace Road, Bangalore owned by the Company. d. Second ranking equitable mortgage on the land and buildings of the Corporate Headquarters of the Company located at Vittal Mallya Road, Bangalore.

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
17	International Finance Corporation	External Commercial Borrowing	USD 10.00	57.87	6 months LIBOR plus 2.75% margin p.a.	30-Sep-06	Half yearly 8 equal installment starting from Jul-11 to Jan-15	Nil	Any delay in repayment entails payment of penal interest, which is the sum of (i) 2% or penal interest charged by any other lending bank, whichever is higher and (ii) the interest rate in effect.	Collaterally secured by a. Pari-passu charge on leasehold land at Bangalore, along with appurtenant building; and b. Charge on all movable assets (excluding receivables and inventories) of the Company.
18	Karnataka Bank Limited	Working capital- (includes bank overdraft, bills discounting and packing credit loan account)	520.00	346.62	Overdraft- 13.5% p.a , Bills purchased & Packing credit limit- 11.25% p.a	17-Jan-14	Working capital - yearly renewable	Nil	Nil	a. Hypothecation of stocks of coffee beans located at Chikmagalur unit of the Company/ receivables and advance paid to planters b. Hypothecation of goods covered under export bills c. Further, the loan is collaterally secured by - (i) Deposit of title deeds of a property belonging to a relative of Managing Director; (ii) Personal guarantee of Managing Director and relatives of Managing Director; and (iii)Promissory note provided by the Company and the Managing Director.
19	ING Vysya Bank	Secured non convertible redeemable debentures	500.00	500.00	12.5% p.a	18-Nov-13	These debentures are redeemable by way of bullet repayment at the end of 3 years from the date of issue (i.e., 20 November 2016).	Nil	Nil	a. Hypothecation of movable fixed assets of 100 cafe outlets and 1,751 coffee vending machines. b. Charge on cash flows from above 100 cafe outlets c. Personal guarantee of the Managing Director
20	Rabo Bank	External Commercial Borrowing	USD 15.00	487.00	3 months LIBOR plus 4.15% p.a	2-Jun-09	a. Loan amounting to Rs 315.8 million is repayable in half yearly installment starting from July- 11to July -16 b. Loan amounting to Rs 188.7 million is repayable in half yearly installment starting from May-11 to Nov-16.	Prepayment premium @ 2% of the prepaid amount.	Nil	a. Personal guarantee of the Managing Director; b. Charge on specific movable assets of the Company; and c. First ranking equitable mortgages on the following immovable properties of the Company – (i) Converted land of 2 estates with building located in Mangalore owned by Tanglin Developments Limited (ii) Girikhan Estate (coffee estate) located in Chikmagalur owned by promoters; (iii) Land and building located in Hassan, owned by Ganga Coffee Curing Works; and (iv) Land located in Palace Road, Bangalore owned by the Company. d. Second ranking equitable mortgage on the land and buildings of the Corporate Headquarters of the Company located at Vittal Mallya Road, Bangalore
21	Standard Chartered Bank	External Commercial Borrowing	USD 25.00	1,029.79	6 months LIBOR plus 2.75% margin p.a	13-Aug-10	17 Quarterly repayment starting from Aug-13 to Aug-17	Nil	Nil	Secured by : a. Charge over all movable fixed assets aggregating to Rs. 2,249 million of the Company; b. Charge over all cash deposits with landlords for cafes and future cafes starting with Standard Chartered Bank facility. c. First exclusive charge and irrecoverable rights of lien and set-off on the fixed deposit of Rs.75.5 million maintained with Standard Chartered Bank.
22	HDFC Bank Limited	Vehicle Loan	3.18	1.87	11%-11.75% p.a	Various Dates	The principal amount has to be repaid in equal installments over the period of loan in respect of each vehicle.	Nil	Nil	Secured by Hypothecation of vehicles.
23		Working capital- Overdraft Retail	250.00	225.85	12.5% p.a	2-Aug-14	Working capital - yearly renewable	Nil	Nil	Secured by a. Foreign documentary demand/ usance bill having maximum usance of 270 days accompanied by Airways bills/ Bill of Lading and drawn under irrevocable letter of credit/ confirmed orders only towards bills purchased; b. Hypothecation of stock of coffee at Hassan earmarked for export and advance paid to planters towards packing credit loan account; c. Equitable/ Registered mortgage of 9.98 Acre (9 Acre 39 guntas) of non

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
24	Oriental Bank of Commerce	Working capital- (includes bills purchased and packing credit loan account)	400.00	197.79	11% p.a	2-Aug-14	Working capital - yearly renewable	Nil	Nil	c. Equitable/ Registered mortgage of 9.98 Acre (9 Acre 39 guntas) of non agricultural industrial land in the name of Classic Coffee Curing Works at Chikmagalur. d. Further collaterally secured by – (i) Corporate guarantee of Coffee day Enterprises Limited; (ii) Personal guarantee of the Managing Director and relatives of the Managing Director.
25	HSBC Bank Limited	Working capital- Overdraft Retail	172.50	100.00	Bank Base Rate - 9.7% plus Interest on this facility will be charged @ 1% p.a. over the prevalent Bank base rate subject to fluctuation	25-Nov-14	Repayable on demand	Any cancellation or prepayment will be subject to funding penalties at the bank's discretion	Nil	1. 40% of Deposit under Lien (DUL) 2. Exclusive charge over movable fixed assets, both present and future of CCD outlets (café's) with asset cover of 1.75 times. 3. Personal Guarantee of Managing Director
26	IL&FS Financial Services Limited	Short term	100.00	18.30	13.00%	21-Aug-14	On demand	Nil	Nil	- Client Shares - No. of share: Brittania (1,000), Biocon Ltd. (6,275), LVB (175,000), L & T (1,900), RIL (3,400), Brigade (18,000). - Demand promissory note of Rs. 100 million
27	KKR India financial Services Private Limited	Long Term	300.00	300.00	IRR of 14%	2-Jan-12	On Maturity Date	3 % of the portion of the aggregate principal amount being prepaid between 24 months to 36 months. 2 % between 36 months to 48 months , 1% b/w 48 months to maturity date	Nil	- Hypothecation and undertaking of Current assets (excluding equity customer assets), cash in hand, book debts & stock in trade of Way2Wealth Securities Private Limited ('WSPL'), Way2wealth Brokers Private Limited, Way2wealth Distributors Private Limited, Mandi2Market Traders Private Limited, Way2wealth Capital Private Limited, Way2wealth Realty Advisors Private Limited, Way2wealth Commodities Private Limited and pledge of 26% paid-up of capital of WSPL held by promoters - Charge over all amounts deposited or liable to be deposited in the settlement account open with IDBI Bank, Mumbai - Corporate guarantee of CDEL
28	IL&FS Financial Services Limited	Short Term borrowings	16.00	16.35	14.00%	20-Aug-14	One year	0.01	2%	- Pledge of 357,500 Shares of Lakshmi Vilas Bank - Promissory note for Rs. 16 million
29	ING Vysya Bank	Secured non convertible redeemable debentures	1,000.00	1,000.00	12.75%	29-Aug-13	50% at the end of Year 4 i.e. Sep'2017 ; Balance at the end of Year 5 i.e. Sep'2018	Nil	Nil	- Dredger belonging to Norsea and assets procured out of funds received ING Term loan of Rs 200 million registered at Mumbai Port. - Personal guarantee of the Promoter - Corporate guarantee from Norsea Offshore India Limited
30	ING Vysya Bank	Term Loan	200.00	99.95	12.65% = ING Vysya Bank rate par rate	8-Aug-12	12 Quarterly Installments EMI of INR 16.7 Millions	Nil	Interest shall accrue on the overdue amount from the due date of payment up to the actual date @ 2% higher than the usual rate	First charge on equipments/machineries purchased from out of the funds provided by ING Vysya
31	Canara Bank	Term Loan	500.00	500.00	13.25%	29-Mar-14	In 16 Equated quarterly installments of Rs 31.25 million each commencing after moratorium period of 12 months from the date of first disbursement.	2% on the outstanding liability	Penal Interest @ 2%p.a. from date of default until date of satisfaction of default	- Pari-passu Second charge over current assets and moveable fixed assets of the Company, which are presently charged to Bank of Baroda {Approximate residual value of Rs.1,932.30 million - Personal guarantee of the Promoter
32	Indusind Bank	Term Loan	270.00	172.02	13.00%	25-Jun-13	Payable in 84 installments	Company would agree that any pre-payment of loans by the company, will be on such terms as may be agreed to by IBL. However no premium shall be payable if the pre-payment is effected at the instance of IBL.	Applicable Int + 2% for any delay, default in sanction terms	Pari passu second charge on TANGEDCO (Tamil Nadu Generation and Distribution Corporation) receivables and assets provided to IDBI Bank subject to NOC from IDBI Bank valued at Rs. 83,500 million.

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
33	Ratnakar Bank	Term Loan	750.00	655.77	13.00%	15-Jun-12	The repayment will commence at the end of 24 months in 8 equal quarterly installments of Rs 93.75 millions each, last installment being payable at the end of 48 months from the date of first disbursement	As may be decided by the Bank on the amount due under the said credit facility	Penal Interest @ 2%. Bank shall be entitled to demand entire payment then outstanding in respect of said credit facility as if the period has expired and also shall be entitled to debit to the Borrower's accounts and capitalize amount of such interest as if such amount was a fresh loan advanced by bank and shall be entitled to charge like interest there-on.	Immovable properties at Kilacheri, Satharai, and Minjur located in Tamil Nadu
34	Karur Vysya Bank	Term Loan	250.00	200.00	12.50%	30-Dec-13	8 Quarterly installments of Rs 31.25 million each after moratorium period of 12 months	Any time after 12 months of disbursement with 15 days prior notice - No Charges; Else 2% of amount prepaid	Penal Interest of 3% above the interest rate	1). Office space 5 & 6 on plot no. 38, approx 2,064 sq.ft. + 1,587 sq.ft. in Sir. RNM House, Lal Bazaar Street, Calcutta. 2). Flat No. 8, Adm. 812 sq.ft. within premise 5, within Dihl Panchhanagram Khas Mahal, Division 6, SubDivislon 'R', Holding No. 14, Sub-Registry Alipore. Thana Tallygunge, 24-Parganas, premises No. 5, Taro Rood. Calcutta - 700 026. 3). Flat No. 304, Area Adm. Approximate. 3,197 Sq. Mtrs., on 03 Floor, in 'A' Wing of the Bldg. 'Jayant Apartments', situated in Village Schor, Tai. Andheri, Mumbai Sub. Dist. 4). Flat No. 305, Area Adm. Approx. 3,991 Sq. Mtrs., on 03 Floor, In 'A' Wing of the Bldg, situated at Village Sohar, Tai. Andherl, Mumbai Sub. Dist. 5). Site No. 7, Konena Agraharo, Yorlhur Hobli, Bangalore South Taluk coming under H.A.S,B. Area. Khatha No. 499/ l, Bangalore. 6). Flat No. 612, Area Adm. 670 Sq. Ft. (Super 8uilt Up), on 06th Floor, In Tower 'A' of the Bldg. situated on Plot No. 46 & 55, Sector 17, Road No. 304, at Village Vashi, Novi Mumbai, Tal. & Dist. Thane. 7). "Godavort Timber" Building measuring 1269 Sq. Yds. Or 1052.15 Sq, in Godavari Ward Visakhapatnam Municipal Limits in Visakhapatnam town, Andhra Pradesh. 8). Rat No. 302, on 03 Floor, in the Bldg. known as "While House", situated In the area known as Ambavijay Jampurl Estate, at Village Jamnagar, Sub-Dist. Jamnagar, Dist. Jamnagar, Gujarat. 9) Plot No. 303, on 03 Floor. in the Bldg, situated in Ambavijay Jompuri Estate at Village Jamnagar. Sub-Dist. Jamnagar, Dist. Jamnagar. Gujarat. 10). Flat No, 105, Area Adm. 750 Sq. Ft, situated in Patel Colony Street No. 11 at Jamnagar, Sub-Dist. Jamnagar. Dist. Jamnagar. Gujarat 11). Flat No. 104, Area Adm. 720 sq.ft. on 01 Floor, situated in Jamnagar, Sub-Dist. Jamnagar. Dist. Jamnagar. Gujarat 12). Flat No. 106, Area Adm. 90.83 sq.mtrs. on 1 floor, situated at al Ghogha Road. Near Ghogha Circle, Krishnanagar, Bhavnagar. Gujarat. 13). Flat No. 109. Area Adm. 103.39 Sq. Mlrs. (Super Built Up), situated at Ghogha Road. Near Ghogha Circle, Klishnanagar, Bhavnagar. Gujarat. 14). No. C-115. Area Adm. 750 Sq. Ft. (Carpet), on 01st' Floor, situated an Plot No. 5, Sector I, at Village New Panvel, Tal. Panvel, Dist Raigad, Maharashtra. 15). Land bearing Survey No. 167, situated at Village Poyanje, Tal Panvel, Dist. Raigad, Maharashtra. 16). Land bearing Survey No. 200, situated at Village Poyanje, Tal.Panvel. Dist. Rolgad. Maharashtra. 17) Charge on encumbered vehicles 18) Personal guarantee of the Promoter
35	IDBI Bank	Term Loan	720.00	624.60	13.00%	24-May-13	First 22 Monthly installments starting 1st July 2013 - Rs 5.3 million; Next 36 Monthly Installments - Rs 7.5 million; Next 35 Monthly Installments - Rs 9.5 million; Last installment - Rs 0.9 million	30 Days prior notice - No Charges else 1% of prepaid amount	Penal Interest @ 2.1% on outstanding amount upon any default in payment of interest, repayment of loan or any other amount due and payable to IDBI for the period of default and such interest shall be payable on next interest date	1). First charge on the following, pertaining to the INEB Coal handling Project at Ennore near Chennai (i) Project Receivables including but not limited to Escrow account (ii) Project Assets 2) All intangible ;assets of the project not limited to Project License, rights., title, interest, benefits & claims including Insurance etc. 3) First mortgage and charge in favour of the Lender on the property of the borrower worth Rs. 100 million (Land in Chennai & Mumbai). 4). Personal Guarantee of Shri V .G .Siddhartha.
36	SREI Infrastructure Finance Limited	Term Loan	110.79	1.66	13.00%	5-May-12	36 Installments of Rs 0.28 million each starting from 15-Jul-2012	Foreclosure charges will be levied @ 4% on principle outstanding at the time of closure request	Enforcement of security	Hypothecation of Trucks purchased out of term loan

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
37	Sundaram Finance Limited	Term Loan	39.73	37.51	12.50%	Various dates	Various agreements	Nil	Nil	Hypothecation of vehicles purchased out of term loan
38	Sundaram Finance Limited	Term Loan	275.50	2.50	12.92%	29-Mar-11	Repayable in 46 equal monthly installments	Nil	Nil	Reach Stackers and vehicles purchased
39	Tata Finance Limited	Term Loan	55.13	49.65	11.28%	Various dates	Various agreements	Nil	Nil	Hypothecation of vehicles purchased out of term loan
40	Daimler Financial Services India Private Limited	Term Loan	173.50	166.53	11.00%	Various dates	Various agreements	Nil	Nil	Hypothecation of vehicles purchased out of term loan
41	UCO Bank	Term Loan	900.00	457.12	14.45%	15-Feb-08	32 Step up quarterly installments	Incase, 30 days prior notice is given for sanction and loan is repaid from internal accruals (Not a takeover) - No prepayment charges will be levied; Else Prepayment penalty of 2% p.a. on loan balance.	Penal Interest @ 2% on outstanding amount	Term Loans are secured by first charge mortgage on all immovable properties including rakes equipment present and future, hypothecation of all immovable assets including debtors, book debts present and future and intangible assets of the company
42	UCO Bank	Working Capital	80.00	80.65	14.45%	15-Feb-08	On demand	Nil	Nil	- Term loans are secured by first charge on all immovable properties including rakes equipment present and future, hypothecation of all immovable assets including debtors, book debts present and future and intangible assets of the company - Second charge over SMRTL's fixed assets - present and future
43	UCO Bank	Term Loan	230.00	90.09	14.50%	15-Feb-08	Repayable in 36 quarterly installments after a moratorium of 6 months from the date of first drawdown	Interest @ 2% over and above the agreed rates	Penal Interest @ 1% on outstanding amount	- Hypothecation of movable plant and machinery - Guarantee issued by Sical Logistics Limited
44	United Bank of India	Term Loan	400.00	219.77	14.45%	17-Aug-09	32 Step up quarterly installments	1% of amount prepaid	1% p.a.	Term loans are secured by first charge mortgage on all immovable properties including rakes equipment present and future, hypothecation of all immovable assets including debtors, book debts present and future and intangible assets of the company
45	IDBI Bank	Term Loan	200.00	103.27	14.00%	8-Jul-10	32 Step up quarterly installments	No Prepayment penalty - Incase interest reset is not acceptable by the company - Within 90 days from interest reset date with 30 days prior notice OR No prepayment Penalty- Incase paid from internal accruals to the extent of 25% of TL outstanding in a year OR With prior approval of Bank @ 1%p.a. on the outstanding amount up to the next interest reset date.	Penal Interest @ 2% on outstanding amount	Term loans are secured by first charge mortgage on all immovable properties including rakes equipment present and future, hypothecation of all immovable assets including debtors, book debts present and future and intangible assets of the company.
46	IDBI Bank	Working Capital	20.00	23.08	14.00%	9-Nov-12	On demand	Nil	Penal Interest @ 2% on outstanding amount	Term loans are secured by first charge mortgage on all immovable properties including rakes equipment present and future, hypothecation of all immovable assets including debtors, book debts present and future and intangible assets of SMRTL.
47	IDBI Bank	Term Loan	135.00	36.90	13.00%	1-Feb-12	In 48 monthly installments after allowing 6 months moratorium	Incase reset rate not acceptable - No prepayment premium with notice period of 30 days; Other prepayments shall attract a penalty of 1% pa of outstanding loan up to the maturity/ reset date.	Penal Interest @ 2% on outstanding amount	Term loans are secured by hypothecation of machinery and equipments as well by equitable mortgage of land and building at Vallur village, Chennai
48	IDBI Bank	Working Capital	85.00	75.24	13.00%	17-Sep-12	On demand	Nil	Nil	- First charge on all the fixed and current assets of the company, both present and future. - Corporate guarantee of Sical Logistics Limited for Rs. 75 million

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
49	United Bank of India	Term Loan	800.00	482.95	12.00%	19-Mar-08	In 40 step up quarterly installments	Prepayment premium @ 0.5% of amount prepaid - Other than those cases mentioned in exclusions	Nil	a) a first ranking mortgage and charge over all the Borrower's immovable and movable properties and assets, both present and future except current assets of the borrower (on which working capital lenders, the Phase I and the Phase II shall have a pari passu first charge); (b) a first ranking charge on all the intangible assets including the goodwill, and uncalled capital of the borrower; (c) a first ranking charge/assignment of all operating cash flows and receivables of the borrower from the project or otherwise ; (d) a first ranking charge/assignment, of the borrower 's rights under each of the project documents duly acknowledged and consented to, where required, by the relevant counter parties to such project documents. (e) a first ranking charge/assignment on the Debt Service Reserve Account; and (f) a first ranking charge/assignment on the Accounts (other than the Debt Service Reserve Account) formed under the Accounts Agreement; (g) a first ranking charge on all the insurance policies relating to the Project and naming the Phase II Lenders and I or the Security Trustee as additional insured and loss payees; (h) a first ranking pledge of such number of equity shares of the Borrower as provided in the Pledge Agreement; (i) a first ranking pari passu mortgage and charge overall the Borrower's present and future Current Assets along with the working capital lenders and the Phase I Lenders; j) unconditional and irrevocable corporate guarantee of Sical Logistics Limited, which shall fall-off upon the Borrower achieving a throughput of 12 MTPA and financials as per Business Plan, for the past two Fiscal Years. k) irrevocable and unconditional corporate guarantee from SICAL Infra Assets Limited l) undertaking by SICAL Infra Assets Limited and Sical Logistics Limited
50	UCO Bank	Term Loan	800.00	503.98	12.00%	19-Mar-08	In 40 step up quarterly installments	Prepayment premium @ 0.5% of amount prepaid - Other than those cases mentioned in exclusions	Nil	
51	Yes Bank	Term Loan	1,000.00	609.65	12.00%	19-Mar-08	In 40 step up quarterly installments	Prepayment premium @ 0.5% of amount prepaid - Other than those cases mentioned in exclusions	Nil	
52	India Infrastructure Finance Company Limited	Term Loan	800.00	482.95	12.00%	19-Mar-08	In 40 step up quarterly installments	Prepayment premium @ 0.5% of amount prepaid - Other than those cases mentioned in exclusions	Nil	
53	Yes Bank	Term Loan	800.00	650.00	12% up to the end of 3 years, post which, floating rate of YBL Base rate + 1.5%	28-Jul-12	Moratorium period of 36 months from the date of 1st disbursement followed by equal repayment over 36 quarters	No Prepayment penalty for prepayments with prior notice of 7 Days	Additional and Default Interest @ 2% p.a	- Dredger funded as security. The value is estimated at INR 1,100.0 million and value of subservient charge is estimated INR 350.00 million. - Corporate guarantee of Sical Logistics Limited, unless additional security to the satisfaction of the Bank is created.
54	Bank of Baroda	Working Capital	2,000.00	1,880.61	13.00%	29-Oct-13	On demand	Nil	Nil	Properties at South India House, Rajaji Salai, Melavittan, Madhavaram, Avaniapuram, Kottapattu as well as present and future movable properties.
55	Standard Chartered Investments and Loans (India) Limited	Term loan	300.00	475.00	13.75%	2-May-12	The loan is repayable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 1 May 2015). The lender is entitled to exercise the put option on date falling on the expiry of 18 months from the allotment date and every 3 months thereafter and require the Company to prepay the loan either in part or in full subject to a minimum prepayment of Rs. 500 million per installment or multiples thereof.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	Pledged against shares of the following companies: 340,000 shares of SICAL Limited 245,000 shares of Mindtree Limited

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
56	Standard Chartered Investments and Loans (India) Limited	Corporate	700.00	531.81	16.80%	3-Jun-14	Installments to be repaid in half yearly basis as mentioned below : December 2014: Rs 175 Million June 2015- Rs 175 Million December 2015- Rs 175 Million June 2016 Rs 175 Million	***Mandatory Prepayment*** Upon the occurrence of a Mandatory Prepayment Event, each Borrower shall, by no later than the day falling 3 Business Days after the date of occurrence of that Mandatory Prepayment Event, either: (a) prepay its Loan in an amount equal to its Pro-Rata Portion for that Mandatory Prepayment Event; or (b) after obtaining the prior written consent of the Lender, deposit the amount equal to its Pro-Rata Portion for that Mandatory Prepayment Event in an account with a scheduled bank that is charged in favour of the Lender in a manner acceptable to the Lender ***Voluntary prepayment*** (a) Each Borrower may, if it gives the Lender not less than 7 days prior notice, prepay the whole of any Loan. (b) A Loan may only be prepaid after the last day of the Availability Period (or, if earlier, the day on which the relevant Commitment is zero).	Nil	Pledged against shares of the following companies: 340,000 shares of SICAL Limited (held by Tanglin Retail Realty Developments Private Limited) 245,000 shares of Mindtree Limited (held by Coffeeday Enterprises Limited and Global Technology Private Limited)
57	ICICI Bank Limited	Working capital loan	80.00	47.71	I Base plus 3.25%	14-Nov-13	On demand	Nil	Nil	a. Exclusive charge in favour of the bank of way of hypothecation of the company's entire stock of raw material, semi finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to ICICI Bank " b. Exclusive charge on the movable fixed assets of the Company and the assets funded by ICICI Bank term loan c. Exclusive charge on the entire asset funded by ICICI Bank'-rupee term loan(new), d. Fixed deposit of Rs 5.0 million from lien marked (Deposit Account No. 000214580046) with lCICI Bank e. Fixed deposit of Rs 5.4 million from GTV lien marked (Deposit Account No. 000214532282) with ICICI Bank. f. Additional fixed deposits of Rs 3.9 million from GTV or Magnasoft Consulting Private Limited. Unconditional and irrevocable Personal Guarantee of the following Personal Guarantee: Mr.Harmit Kalra (Personal Guarantee is not less than Rs. 100 million)
58	Hewlett Packard Financial Services (India) Private Limited	Finance lease	15.64	3.97	13.50%	Various dates	Repayable from March 12 to July 17	Nil	Nil	Hypothecation of Computer Equipment
59	HDFC Bank Limited	Short term loans	150.00	55.00	1% over and above the fixed deposits rate of Interest	7-Oct-13	The facility has a tenor of 15 months. The operative period of the bank guarantee is 12 months, with a claim period of 3 months.	Nil	Nil	Fixed deposits of Rs. 75 million of the Company, Personal Guarantee of Mr. V.G. Siddhartha and Corporate Guarantee by Way2Wealth Securities Private Limited
60	HDFC Bank Limited	Short Term borrowings for working capital (Bank overdraft)	50.00	41.83	13.00%	1-Apr-14	On demand	Nil	Nil	The Working Capital Facility(C/C) with HDFC Bank is secured by hypothecation of book debts, personal guarantee of Mr. V.G. Siddhartha and corporate guarantee of Way2wealth Securities Private Limited.

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
61	HDFC Bank Limited	Over draft	100.00	72.94	Fixed deposits+2%	Various Dates	On demand	Nil	Nil	Fixed deposits of Rs. 111.20 million in the name of the company duly lien marked in favour of the bank
62	HDFC Bank Limited	Vehicle Loan	4.37	2.73	11.50%	6 June 2012, 27 September 2012 and 10 April 2014	60 Monthly equated installments	Nil	Nil	Hypothecation of the vehicle
63	Housing Development Finance Corporation Limited	Construction Loan	USD 89.11	5,643.26	3 months LIBOR + 5.70%	25-Feb-11	Principal to be repaid in 4 equal installments at the end of year of 7,8,9 & 10 from the date of first disbursement or earlier at HDFC's option. Interest shall be payable at the end of every calendar quarter.	The Company will not be allowed to repay the notional US dollar denominated loan. Prepayment requests will be considered strictly at HDFC's Limited discretion. In case the Company decides to repay the outstanding Rupee loan together with together and all its related dues ahead of agreed schedule the Company will repay in multiples of Rs 500 crores only.	Nil	a. The loans are secured by mortgage of property admeasuring 90 acres of land along with existing structure of 2.7 mn sq ft and proposed to be erected plus 1.78 Mn Sq ft of parking area at "Global Village Software Park" at Mylasandra and Pattanegere Villages, Mysore Road, Bangalore. b) Assignment of rental/ receivables from projects financed, c) Hypothecation of fee/other receivables from the project financed. d) Any/or any other security of higher or equivalent value acceptable to HDFC. e) Demand promissory note for the amount of the Financial Facility and Post dated cheques towards principal repayment of the financial Facility.
64	Housing Development Finance Corporation Limited	Construction Loan	1,100.00	536.45	HDFC CPLR	29-Sep-11	For the first 4 quarters from the date of first disbursement, the loan shall be simple interest loan and subsequently the loan will be repaid in 16 installments (comprising principal and interest) as 15 EQI's of Rs.92.50 million each and a final payment of Rs.51.33 million	The Company will have an option to prepay the loan only after the first 18 months from the date of first disbursement. In case the Company decides to prepay the outstanding loan post 18 months from the date first disbursement, an advance notice of 30 days would be required to be given without any prepayment charges.	Nil	a. The loans are secured by mortgage of property admeasuring 90 acres of land along with existing structure of 2.7 mn sq ft and proposed to be erected plus 1.78 Mn Sq ft of parking area at "Global Village Software Park" at Mylasandra and Pattanegere Villages, Mysore Road, Bangalore. b) Assignment of rental/ receivables from projects financed, c) Hypothecation of fee/other receivables from the project financed. d) Any/or any other security of higher or equivalent value acceptable to HDFC. e) Demand promissory note for the amount of the Financial Facility and Post dated cheques towards principal repayment of the financial facility. f) Personal guarantee of Mr.V.G.Siddhartha
65	Housing Development Finance Corporation Limited	Construction Loan	USD 20.97	1,328.25	LIBOR + 6.25.% to7.00 %	25-Jun-12	Principal to be repaid in 4 equal installments at the end of year of 7,8,9 & 10 from the date of first disbursement or earlier at HDFC's option. Interest shall be payable at the end of every calendar quarter.	The Company will not be allowed to repay the notional US dollar denominated loan. Prepayment requests will be considered strictly at HDFC's Limited discretion. In case the Company decides to repay the outstanding Rupee loan together with together and all its related dues ahead of agreed schedule the Company will repay in multiples of Rs 500 crores only.	Nil	a. The loans are secured by mortgage of property admeasuring 90 acres of land along with existing structure of 2.7 mn sq ft and proposed to be erected plus 1.78 Mn Sq ft of parking area at "Global Village Software Park" at Mylasandra and Pattanegere Villages, Mysore Road, Bangalore. b) Assignment of rental/ receivables from projects financed, c) Hypothecation of fee/other receivables from the project financed. d) Any/or any other security of higher or equivalent value acceptable to HDFC. e) Demand promissory note for the amount of the Financial Facility and Post dated cheques towards principal repayment of the financial facility. f) Personal guarantee of Mr.V.G.Siddhartha

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
66	Housing Development Finance Corporation Limited	Construction Loan	850.00	800.00	HDFC CPLR	4-Jul-13	For the first 7 quarters from the date of first disbursement, the loan shall be a simple interest loan. Subsequently the loan will be repaid in 29 quarterly installments consisting of 18 equal principal installments of Rs 35 million each, followed by 11 equal principal installment of Rs 20 million each. Interest shall be paid quarterly on end of every calendar quarter.	In case the Company decides to repay the outstanding loan together with interest and all its related dues ahead of agreed schedule, the Company will be liable to pay prepayment charges to HDFC at the applicable rate on the outstanding principal loan amount as per the existing policy of HDFC or as per the rules of HDFC in that behalf.	Nil	a. The loans are secured by mortgage of property admeasuring 90 acres of land along with existing structure of 2.7 mn sq ft and proposed to be erected plus 1.78 Mn Sq ft of parking area at "Global Village Software Park" at Mylasandra and Pattanegere Villages, Mysore Road, Bangalore. b) Assignment of rental/ receivables from projects financed, c) Hypothecation of fee/other receivables from the project financed. d) Any/or any other security of higher or equivalent value acceptable to HDFC. e) Demand promissory note for the amount of the Financial Facility and Post dated cheques towards principal repayment of the financial facility. f) Personal guarantee of Mr.V.G.Siddhartha
67	Housing Development Finance Corporation Limited	Construction Loan	500.00	500.00	HDFC CPLR	14-Jul-14	For the first 24 quarters from the date of first disbursement, the loan shall be a simple interest loan and subsequently 16 quarterly principal installments of Rs 31.25 million each. Interest shall be paid quarterly on end of every calendar quarter.	In case the Company decides to repay the outstanding loan together with interest and all its related dues ahead of agreed schedule, the Company will be liable to pay prepayment charges to HDFC at the applicable rate on the outstanding principal loan amount as per the existing policy of HDFC or as per the rules of HDFC in that behalf.	Nil	a. The loans are secured by mortgage of property admeasuring 90 acres of land along with existing structure of 2.7 mn sq ft and proposed to be erected plus 1.78 Mn Sq ft of parking area at "Global Village Software Park" at Mylasandra and Pattanegere Villages, Mysore Road, Bangalore. b) Assignment of rental/ receivables from projects financed, c) Hypothecation of fee/other receivables from the project financed. d) Any/or any other security of higher or equivalent value acceptable to HDFC. e) Demand promissory note for the amount of the Financial Facility and Post dated cheques towards principal repayment of the financial facility. f) Corporate guarantee of CDGL g) Personal guarantee of Mr.V.G.Siddhartha
68	A.K Capital Finance Private Limited	Working capital loan	225.00	225.00	16.50%	10-Aug-14	The loan is to be repaid through bullet repayment at the end of 90 days from the date of disbursement	Nil	For any delays in receipts of interest or principal or any other dues, additional interest/ penal interest shall be levied @ 2% per month over and above the interest rates for the period between the due date and the date of receipt without notice and at the sole discretion of the Lender	***Primary security:*** a) Mortgage of property owned by Mahadeshwara Enterprises situated at Malleshwaram, Bangalore; ***Collateral security:*** a) Exclusive shares of listed and Unencumbered Equity shares of Mindtree Limited subject to security cover of minimum of 1 times of the facility amount including accrued interest of 1 month. b) Unconditional, Irrevocable personal guarantee of V.G Siddhartha to secure the facility (principal, interest, including accrued of 1 month and any other dues) till all the dues are paid in full: c) Unconditional, Irrevocable personal guarantee of Coffee Day Enterprises Limited (CDEPL) to secure the facility (principal, interest, including accrued of 1 month and any other dues) till all the dues are paid in full: d) Undated cheques for principal and interest amount as prescribed by AKCF e) Exclusive shares of unlisted and Unencumbered Equity shares of Coffee Day Enterprises Limited, subject to security cover of minimum of 0.5 times of the facility amount including accrued interest of 1 month.
69	ECL Finance Limited	General corporate purpose	500.00	500.00	15.00%	24-Jun-14	The loan is to be repaid on the last day of twenty four months period commencing from first drawdown date or on demand whichever is earlier.	Nil	1% per month (over and above the applicable rate of interest) for minimum of 1 month or for the period of default , whichever is higher	a. Pledge of such number of securities of Coffee Day Enterprises Limited (CDEPL) which is equal to 2 times of the outstanding obligations b. Pledge of such number of securities of Mindtree Limited which is equal to 0.50 times of the outstanding obligations c. Corporate guarantee of Tanglin Developments Limited d. Personal guarantee of V.G Siddhartha e. Demand promissory note f. Any other security as may be acceptable to the lender.
70	Oriental bank of Commerce	Corporate	200.00	18.81	PLR +1%	31-Oct-06	Nil	Nil	Nil	a. First Charge on the entire current assets and fixed assets of the Chikmangalur resorts including equitable mortgage of land in the name of the Company with total project costs of Rs 280 million (market value of Rs 453.8 million as per valuation dated 11 April 2008) b. Personal Guarantee of V.G Siddhartha and Malavika Hedge

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
71	Oriental bank of Commerce	Corporate	207.50	202.52	Bank rate + 4.35% p.a	11-Jun-13	Repayable in 28 quarterly installments.	Nil	2%	Charge on the existing resort at Chikmangalur -land and building.
72	IL&FS Financial Services Limited	Short Term borrowings	18.45	11.04	14.00%	4-Oct-14	One year	NA	NA	- Pledge of Shares of Lakshmi Vilas Bank - Promissory note for Rs. 18.45 million
73	HDFC Bank Limited	Short Term borrowings	100.00	109.64	10.00%	1-Apr-13	On Demand	NA	NA	- Fixed deposits of Rs.111 million in the name of the company duly lien marked in favour of the bank - Demand promissory note of Rs. 100 million
74	Ratnakar Bank	Long Term	300.00	100.00	2.5% p.a above Ratnakar Bank base rate	11-Dec-14	16 quarterly installments starting 15th month from disbursement. First 4 installments of Rs 10 million each Next 8 installments of Rs 20 million each Last 4 installments of Rs 25 million each	NA	NA	a. First and exclusive charge on project assets including land measuring 9 acres, Building and Work in progress & Movable Fixed Assets at Bhadra, Chikmangalur. b .Pledge over promoters shares of SICAL Logistics Limited with 1.5x cover. c. Unconditional and irrecoverable personal guarantee of V.G Siddhartha.
75	Bank of Baroda	Working capital facility	100.00	25.42	Commission will be as follows- 1) Sight LCs and up to 30 days : 0.7%+ST 2) LCs beyond 30 days usance : 0.2%+ST	29-Oct-14	Repayable within 3 months	Nil	Nil	1) Stamped LC application signed by the company 2) 10% cash margin by way of duly discharged FDRs in name of Company, Director or guarantor 3) Composite Hypothecation agreement for hypo of entire raw materials, stock in process, stores and spares , packing materials, finished goods, plant and machinery and book debts of the Company, both present and future 4) Composite undertaking cum authority cum declaration 5) General undertaking from the company 6) EM of Land and Building
76	ING Bank N.V	Working capital facility	EUR 1.90	148.87	2% p.a	29-Oct-10	The facility shall be repaid on 31 July 2015	Nil	Nil	Standby letter of credit

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VIII

RESTATED CONSOLIDATED STATEMENT OF TRADE RECEIVABLES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Unsecured, considered good						
Debts outstanding for a period exceeding six months from the date they became due for payment from						
Promoters/ group companies/ related parties	-	-	-	-	-	-
Others	45.33	159.17	497.91	402.30	464.68	282.67
Others, considered doubtful	-	-	12.36	31.77	33.41	25.32
Less: Provision for doubtful receivables	-	-	(12.36)	(31.77)	(33.41)	(25.32)
Total (A)	**45.33**	**159.17**	**497.91**	**402.30**	**464.68**	**282.67**
Other debts						
Promoters / group companies / related parties	10.06	-	2.95	5.93	10.80	14.23
Others, considered good	762.81	1,337.86	2,117.86	2,717.33	2,322.99	3,159.66
Others, considered doubtful	-	-	7.63	-	-	-
Less: Provision for doubtful receivables	-	-	(7.63)	-	-	-
Total (B)	**772.87**	**1,337.86**	**2,120.81**	**2,723.26**	**2,333.79**	**3,173.89**
Total (A+B)	**818.20**	**1,497.03**	**2,618.72**	**3,125.56**	**2,798.47**	**3,456.56**

Note:
1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.

3. List of persons/ entities classified as 'Promoters / group companies / related parties' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - IX - A

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Long-term loans and advances						
Unsecured, considered good						
Promoters / group companies / related parties						
Loans and advances to related parties						
- Mysore Amalgamated Coffee Estates Limited	-	-	-	-	21.11	-
- Coffee Day Resorts MSM Private Limited	-	62.98	63.00	63.01	63.02	63.32
- Coffee Day Barefoot Resorts Private Limited	-	0.05	129.35	127.28	147.90	148.30
- Barefoot Resorts & Leisure India Private Limited	-	-	7.70	-	-	-
- Alphagrep HK Limited	-	-	-	-	-	28.66
Loans and advances to related party for purchase of land						
- Sivan Securities Private Limited (Refer note 4)	1,669.50	1,749.63	1,749.63	1,749.63	1,749.63	1,400.00
Advance for purchase of shares (Refer note 3(x) of Annexure IV)	620.57	620.57	620.57	620.57	620.57	-
Shares purchased pending transfer in						
- Global Technology Ventures Limited	974.03	-	-	-	-	-
- Coffee Day Hotels and Resorts Private Limited	250.00	-	-	-	-	-
- Ittiam Systems Limited	40.00	-	-	-	-	-
Share Application money pending allotment						
- Coffee Day Hotels and Resorts Private Limited	500.00	-	-	-	-	-
Others						
Capital advance	534.25	517.38	843.52	735.76	490.70	534.37
Security deposits	569.74	681.94	968.84	1,092.47	1,183.37	1,246.79
Advance tax including tax deducted at source, net of provision for tax	77.79	124.88	561.10	733.62	827.12	986.32
Deposit with government authorities	21.52	49.79	167.69	149.72	157.29	140.65
Statutory dues paid under protest	2.45	5.48	8.91	19.55	37.15	37.20
Advances for supply of goods and rendering of services	33.63	22.09	25.72	39.99	87.00	221.68
Advances to employees	-	-	4.23	4.33	3.44	3.42
Share application money pending allotment						
- Sical Logistics Limited	-	1,297.35	-	-	-	-

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IX - A

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at**					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Other loans and advances						
Prepaid expenses	-	-	11.83	5.05	55.17	43.85
Unsecured, considered doubtful						
Advances for supply of goods and rendering of services	-	-	-	32.58	-	-
Provision for doubtful advances	-	-	-	(32.58)	-	-
	5,293.48	**5,132.14**	**5,162.09**	**5,340.98**	**5,443.47**	**4,854.56**

Note:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.
3. List of persons/entities classified as 'Promoters / group companies / related parties' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
4. Tanglin Development Limited (TDL) has given an advance of Rs 1,400 million to Sivan Securities Private Limited (SSPL) towards purchase of 26 acres and 38 guntas of land with a clear title. Of the aforementioned land, the title towards 15 acres 9 guntas is currently under dispute with a third party in the High Court of Karnataka. Based on a legal opinion obtained, Management believes that they have a strong case in relation to the above dispute and SSPL shall enter into a sale deed to register the land in the name of TDL on ultimate resolution of the dispute.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IX - B

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at**					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Short-term loans and advances						
Secured						
Loans and advances to clients (Refer Note 1 below)	-	73.56	83.53	75.89	112.54	92.30
Unsecured, considered good except otherwise stated						
Loans and advances to the Promoters / group companies / related parties						
Coffee Day Bare Foot Resorts Private Limited	-	1.17	1.17	-	-	-
Coffee Day Hotels and Resorts Private Limited	4.68	-	-	-	-	-
Coffee Day Resorts (MSM) Private Limited	8.34	65.78	68.02	68.02	68.02	-
Liqwid Krystal India Private Limited	60.06	72.06	86.06	96.56	93.56	-
Tanglin Property Development (Mumbai) Private Limited	50.52	54.08	58.34	97.30	135.27	-
Terra-Firma (Solid Waste Management) Chennai Private Limited	13.55	15.01	13.63	15.05	-	-
Terra Firma Bio Technologies Private Limited	4.87	15.22	15.72	15.22	-	-
Way2Wealth Brokers Private Limited	30.63	-	-	-	-	-
Sivan Securities Private Limited	-	304.74	156.16	-	10.11	-
Coffee Day Consolidations Private Limited	-	-	-	-	55.87	-
Alphagrep Technologies Limited	-	-	-	-	-	0.03
Mysore Amalgamated Coffee Estates Limited	-	-	21.33	-	-	-
Advance for purchase of shares						
V.G Siddhartha	96.90	-	-	-	-	-
Advances for supply of goods and rendering of services						
Chetan Wood Processing Private Limited	-	11.05	-	-	-	-
Kesar Marbles and Granites Limited	-	-	0.46	-	-	0.28
Others						
Loans and advances to clients	-	17.70	63.67	41.07	44.15	11.90
Advances to body corporate	-	-	-	-	41.00	-
Advances for supply of goods and rendering of services	547.57	569.22	498.07	864.18	876.39	551.36
Balances with government authorities	15.12	55.33	88.37	89.36	77.25	91.41
Advance income tax (net)	-	15.77	102.40	40.53	53.58	11.79
Advance to ESOP trust	-	7.80	7.12	10.58	10.58	10.58

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IX - B

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at**					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Staff advances	14.14	16.15	23.22	26.67	26.33	52.82
Prepaid expenses	21.46	20.50	52.50	493.38	389.85	457.85
Export benefit receivable	55.96	150.55	106.36	93.60	56.80	42.38
Other advances	39.43	62.16	661.45	188.52	305.52	57.09
Deposits	0.37	-	78.43	104.00	80.62	87.75
	963.60	**1,527.85**	**2,186.01**	**2,319.93**	**2,437.44**	**1,467.52**

Note:

1. Way2wealth Capital Private Limited advances money to its clients based on the securities / shares held in Demat Account of the clients, based on the General power of attorney taken from the client. Simultaneously ,the Company borrows funds from financial institutions / others based on the shares held in the client account/own name.
2. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.
4. List of persons/entities classified as 'Promoters / group companies / related parties' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - X A

RESTATED CONSOLIDATED STATEMENT OF NON-CURRENT INVESTMENTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Non-current investments						
A. Long term investments, trade, quoted						
(at cost less provision for diminution in value)						
Investment in equity shares of associate companies						
Mindtree Limited (includes capital reserve of Rs. 56.01 million and Rs. 47.74 million as at 31 March 2010 and 31 March 2011 respectively and goodwill of Rs. 1,170.89 million, Rs. 1,162.71 million, Rs. 1,433.16 and Rs. 1,078.84 million as at 31 March 2012, 31 March 2013, 31 March 2014 and 31 December 2014 respectively)	374.42	440.54	2,842.38	3,374.52	3,883.41	4,390.79
B. Long term investments, trade, unquoted						
(at cost less provision for diminution in value)						
Investment in equity shares of associate companies						
Global Edge Software Private Limited (includes goodwill of Rs. 31.68 million as at 31 March 2010, 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014 and 31 December 2014)	63.00	67.76	81.87	107.75	121.71	126.73
Way2Wealth Brokers Private Limited (includes goodwill of Rs. 80.86 million as at 31 March 2010)	95.14	-	-	-	-	-
Barefoot Resorts & Leisure India Private Limited (includes goodwill of Rs. 55.10 million as at 31 December 2014)	-	-	-	-	-	163.56
Ittiam Systems Private Limited (includes capital reserve of Rs. 20.80 million as at 31 March 2013, 31 March 2014 and 31 December 2014)	-	-	-	147.47	149.42	179.62
Investment in equity shares of other companies						
Tanglin Property Developments (Mumbai) Private Limited (refer note 3 below)	0.10	0.10	0.10	0.10	-	-
Ittiam Systems Limited	138.55	178.55	203.61	-	-	-
Liqwid Krystal India Private Limited (refer note 3 below)	57.77	57.77	57.77	57.77	-	-
Terra Firm Bio-Tech Limited (refer note 3 below)	22.81	22.81	22.81	22.81	-	-
Digital Signage Networks India Private Limited	22.50	22.50	22.50	22.50	22.50	22.50

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - X A

RESTATED CONSOLIDATED STATEMENT OF NON-CURRENT INVESTMENTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at**					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Terra Firma (Solid Waste Management) Chennai Private Limited (refer note 3 below)	0.10	0.10	0.10	0.10	-	-
Net Magic Solutions Private Limited	17.60	17.60	17.60	-	-	-
BGSE Financials Limited	-	0.20	-	-	-	-
	417.57	**367.39**	**406.36**	**358.50**	**293.63**	**492.41**
B. Long term investments, non-trade, quoted						
(at cost less provision for diminution in value)						
Investment in equity shares of other companies						
Sical Logistics Limited	-	315.12	-	-	-	-
Lakshmi Vilas Bank Limited	-	21.85	74.42	104.41	102.51	109.35
Gokaldas Exports Limited	-	4.31	4.31	4.31	4.31	4.31
Mahanagar Telephone Nigam Limited	-	0.57	-	-	-	-
IL&FS Transportation Networks Limited	-	3.39	3.39	3.39	3.39	3.39
Jyothy Laboratories Limited	-	2.19	-	-	-	-
Kapole Co-operative Bank Limited	-	-	0.00	0.00	0.00	0.00
Bangalore Stock Exchange Limited	-	2.13	2.13	2.13	2.13	2.13
Aanjaneya Lifecare Limited	-	-	-	0.00	-	-
Goldman Sachs Liquid Exchange Traded Scheme	-	-	-	0.01	0.02	-
Gravita India Limited	-	-	-	0.00	-	-
BGSE Financials Limited	-	-	0.20	0.20	0.20	0.20
Sterlite Industries (India) Limited	-	-	2.31	-	-	-
State Bank of Travancore	-	-	8.52	-	-	-
MOIL Limited	-	1.42	1.42	1.42	1.42	1.42
Sicagen India Limited	-	-	0.50	0.50	0.50	0.50
Rasoya Proteins Limited	-	-	-	-	-	-
Others	-	-	1.14	1.05	1.05	1.07
	-	**350.98**	**98.34**	**117.42**	**115.53**	**122.37**
C. Other investments						
Government and trust securities	0.01	0.12	0.12	0.01	0.01	0.01
National saving certificate	0.01	0.02	0.02	-	-	-
	0.02	**0.13**	**0.13**	**0.01**	**0.01**	**0.01**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - X A

RESTATED CONSOLIDATED STATEMENT OF NON-CURRENT INVESTMENTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
D. Less: Provision for unquoted investments						
Net Magic Solutions Private Limited	(17.60)	(17.60)	(17.60)	-	-	-
Liqwid Krystal India Private Limited	(57.77)	(57.77)	(57.77)	(57.77)	-	-
Tanglin Property Developments (Mumbai) Private Limited	-	-	-	(0.10)	-	-
	(75.37)	**(75.37)**	**(75.37)**	**(57.87)**	**-**	**-**
Grand total (A) + (B) + (C) + (D)	**716.64**	**1,083.67**	**3,271.84**	**3,792.58**	**4,292.58**	**5,005.57**
Aggregate book value of quoted investments	374.42	791.52	2,940.72	3,491.94	3,998.94	4,513.16
Aggregate market value of quoted investments	1,577.20	1,377.20	3,599.79	6,664.61	8,721.32	18,138.24

Notes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.
3. The Group had acquired majority of equity ownership in aforesaid entities and held these investments exclusively with a view to subsequent disposal. During the previous years, the Group had entered into arrangement with Coffee Day Consolidations Private Limited, an entity part of the "Promoter Group" for the sale of these investments for a definitive consideration, and thus these investments are considered to be held for sale. The Group consummated the sale of investments vide above arrangement during the year ended 31 March 2014. In view of the above, the control over these subsidiaries is considered to be temporary in nature and accordingly excluded from consolidation in accordance AS 21.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - X B

RESTATED CONSOLIDATED STATEMENT OF CURRENT INVESTMENTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Current investment						
Quoted investments in equity shares of companies						
Reliance Industries Limited	-	0.36	0.27	-	-	-
Bank of India	-	0.18	0.15	-	-	-
Maruti Suzuki India Limited	-	0.13	0.13	-	-	-
Polaris Software Lab Limited	-	0.08	0.08	-	-	-
Tata Motors Limited	-	0.08	0.03	-	-	-
Wipro Limited	-	0.29	0.07	-	-	-
Lakshmi Machine Work Limited	-	0.05	0.03	-	-	-
Tata Consultancy Services Limited	-	0.25	0.04	-	-	-
GAIL (India) Limited	-	0.03	0.03	-	-	-
Petronet LNG Limited	-	0.03	0.03	-	-	-
Lupin Limited	-	0.03	0.03	-	-	-
Oil & Natural Gas Corporation Limited	-	0.03	0.03	-	-	-
Kesoram Industries Limited	-	0.03	0.02	-	-	-
Cipla Limited	-	0.02	0.02	-	-	-
Vijaya Bank	-	0.02	0.02	-	-	-
Syndicate Bank	-	0.25	0.02	-	-	-
SKF India Limited	-	0.02	0.02	-	-	-
GTL Limited	-	0.02	0.00	-	-	-
Welspun Corp Limited	-	0.02	0.00	-	-	-
Elgi Equipments Limited	-	0.02	0.02	-	-	-
Uttam Galva Steels Limited	-	0.02	0.01	-	-	-
Infosys Technologies Limited	-	0.01	0.01	-	-	-
Great Offshore Limited	-	0.01	0.00	-	-	-
Bharat Heavy Electricals Limited	-	0.01	0.00	-	-	-
C M C Limited	-	0.01	0.00	-	-	-
PTC India Limited	-	0.01	0.01	-	-	-
UCO Bank	-	0.01	0.01	-	-	-
Rashtriya Chemicals & Fertilizers Limited	-	0.01	0.01	-	-	-
TVS Motor Company Limited	-	0.01	0.00	-	-	-
Bank Of Maharashtra	-	0.01	0.01	-	-	-
Jet Airways Limited	-	0.00	0.00	-	-	-
GTL Infrastructure Limited	-	0.00	0.00	-	-	-
Natco Pharma Limited	-	0.00	0.00	-	-	-
Maral Overseas Limited	-	0.00	0.00	-	-	-
Dredging Corporation Of India Limited	-	0.00	0.00	-	-	-

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - X B

RESTATED CONSOLIDATED STATEMENT OF CURRENT INVESTMENTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Indiabulls Securities Limited	-	0.00	0.00	-	-	-
Radaan Mediaworks (I) Limited	-	0.00	0.00	-	-	-
Foursoft Limited	-	0.00	0.00	-	-	-
GTN Textiles Limited	-	0.00	0.00	-	-	-
Tata Teleservices Maharashtra Limited	-	0.00	0.01	-	-	-
Mangalore Refinery & Petrochemicals Limited	-	0.00	0.01	-	-	-
Aditya Birla Nuvo Limited	-	0.18	-	-	-	-
Arvind Limited	-	0.22	-	-	-	-
BEML Limited	-	0.11	-	-	-	-
C E S C Limited	-	0.07	-	-	-	-
City Union Bank Limited	-	0.23	-	-	-	-
DLF Limited	-	0.00	0.00	-	-	-
Everest Kanto Cylinder Limited	-	0.10	0.00	-	-	-
GMR Infrastructure Limited	-	0.08	-	-	-	-
Great Eastern Shipping Co. Limited	-	0.05	-	-	-	-
GTL Limited	-	0.20	-	-	-	-
HDFC Bank Limited	-	0.22	0.01	-	-	-
Hindustan Petroleum Corp Limited	-	0.12	-	-	-	-
Idea Cellular Limited	-	0.31	-	-	-	-
Indusind Bank Limited	-	0.21	-	-	-	-
Kajaria Ceramics Limited	-	0.24	-	-	-	-
Mcleod Rusel India Limited	-	0.20	-	-	-	-
Patel Engineering Limited	-	0.06	-	-	-	-
Polaris Software Lab Limited	-	0.23	-	-	-	-
Power Grid Corporation India Limited	-	0.01	0.02	-	-	-
Reliance Infrastructure Limited	-	0.09	-	-	-	-
Sonata Software Limited	-	0.12	0.05	-	-	-
State Bank of India	-	0.20	-	-	-	-
Sterling Biotech Limited	-	0.15	-	-	-	-
Sterlite Industries India Limited	-	0.02	0.01	-	-	-
Tata Steel Limited	-	0.01	-	-	-	-
Tata Consultancy Services Limited	-	0.22	-	-	-	-
Torrent Pharmaceutical Limited	-	0.27	-	-	-	-
Unitech Limited	-	0.00	0.00	-	-	-
Wockhardt Limited	-	0.22	-	-	-	-
Ingersoll Rand India Limited	-	0.55	0.55	-	-	-
Jaiprakash Associates Limited	-	0.00	0.00	-	-	-
LIC Housing Finance Limited	-	0.00	0.00	-	-	-

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - X B

RESTATED CONSOLIDATED STATEMENT OF CURRENT INVESTMENTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
The Karur Vysya Bank Limited	-	0.03	0.03	-	-	-
The Lakshmi Vilas Bank Limited	-	0.00	0.00	-	-	-
Biocon Limited	-	-	0.00	-	-	-
Birla Power Solutions Limited	-	-	0.00	-	-	-
Oracle Financial Services Software Limited	-	-	-	-	-	-
Rasoya Proteins Limited	-	-	-	-	-	-
Mudra Lifestyle Limited	-	-	-	-	-	-
JBF Industries Limited	-	-	-	-	-	-
Goldmansach Liquidbee	-	-	-	-	-	-
Nirma Limited	-	0.23	0.19	-	-	-
Unquoted investments				-	-	
Benchmark Asset Management Company Private Limited	-	0.01	0.05	-	-	0.10
REL Diversified Power Sector	-	-	0.01	-	-	-
Investments in mutual funds						
Reliance Medium Term Fund Daily Dividend Plan	-	-	12.99	16.14	12.42	30.00
	-	**7.01**	**15.03**	**16.14**	**12.42**	**30.10**
Aggregate market value of quoted investment	**NA**	**7.81**	**2.18**	**NA**	**NA**	**NA**

Notes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XI

RESTATED CONSOLIDATED STATEMENT OF OTHER INCOME

PARTICULARS	For the year ended					For the period from 1 April 2014 to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Other income, as restated	241.66	725.15	710.16	532.96	708.40	488.86
Net Profit before tax	(381.73)	149.29	(127.95)	(637.85)	(1,415.88)	(1,353.02)
Percentage	**-63.31%**	**485.74%**	**-555.01%**	**-83.56%**	**-50.03%**	**-36.13%**
Sources of other income						
Recurring						
Interest income	178.71	625.38	601.67	379.10	328.13	312.89
Foreign exchange gain, net	-	1.57	4.27	14.91	12.35	3.11
Rental income	-	-	5.44	4.41	3.72	0.09
Non-redemption of gift vouchers	22.53	-	-	7.00	4.70	2.63
Dividend income	1.04	1.26	12.25	21.54	11.35	6.61
Non-recurring						
Credit balances no longer required written back	5.49	0.09	4.56	17.89	1.91	0.33
Recoveries from employees	-	16.10	14.20	-	-	-
Electricity charges	-	-	24.24	-	-	47.27
Interest from income tax refund	-	-	-	-	0.45	-
Warehousing charges	-	-	-	1.00	-	-
Profit on sale of investment	-	55.33	4.43	29.64	274.07	60.71
Gain on sale of fixed asset	-	-	5.12	0.98	-	1.39
Miscellaneous income	33.89	25.42	33.98	56.49	71.72	53.83
	241.66	**725.15**	**710.16**	**532.96**	**708.40**	**488.86**

Note:
1. The classification of other income as recurring / not-recurring, is based on the current operations and business activity of the Company.
2. The amounts disclosed above are based on the restated consolidated summary statements of profit and loss of the Company.
3. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows as appearing in Annexure IV and V.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - XII

RESTATED CONSOLIDATED STATEMENT OF CONTINGENT LIABILITIES

(Rs. in Million, unless otherwise stated)

	PARTICULARS	As at					
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
(i)	**Contingent liabilities**						
	Claims against the company not acknowledged as debt	12.13	9.32	94.83	604.24	104.50	354.89
	Cumulative preference dividend not proposed by the Board of Directors	14.89	14.88	15.12	1.00	-	-
	Claims against the company in respect of dues under statutes	2.73	5.89	902.29	1,932.43	854.51	851.91
	Bank guarantees	0.17	0.22	852.95	938.69	1,126.67	965.93
	Corporate guarantee	1,373.99	1,318.06	1,589.80	1,386.50	88.50	88.50
	Shares pledged for loan taken by group company	5,400.00	3,991.42	238.79	77.32	12.05	50.05
(ii)	**Commitments**						
	Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	244.36	1,038.26	762.52	571.22	762.41	687.29
	Other commitment towards advertisement contract entered by the Company	50.00	50.00	50.00	50.00	50.00	50.00

Note :

1. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.
2. There are certain cases against the Company, since the Company is confident of defending the same and the probability of any liability arising is remote, no contingent liability is recognised as on 31 December 2014, 31 March 2014, 31 March 2013, 31 March 2012, 31 March 2011, and 31 March 2010.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XIII

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at and for the year ended					As at and for the period from 1 April to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Net worth (A)	6,846.99	6,255.67	6,177.54	6,497.99	5,559.93	4,646.32
Restated Profit after Tax (B)	(275.25)	175.04	192.95	(214.05)	(770.28)	(752.34)
Weighted average number of equity shares outstanding during the year / period						
- For basic earnings per share (C)	12,866,316	14,075,689	14,075,689	14,246,727	14,246,727	14,246,727
- For diluted earnings per share (D)	12,866,316	19,005,397	19,005,397	19,176,435	19,176,435	19,176,435
Earnings Per Share Rs. 10 each						
- Basic Earnings per share (Rs.) (E = B/C)	(21.39)	12.44	13.71	(15.02)	(54.07)	(52.81)
- Diluted Earnings per share (Rs.) (F = B/D)	(21.39)	9.21	10.15	(15.02)	(54.07)	(52.81)
Return on Net Worth (%) (G = B/A)	-4.02%	2.80%	3.12%	-3.29%	-13.85%	-16.19%
Weighted average number of Shares outstanding during the year / period (H)	12,866,316	14,075,689	14,075,689	14,246,727	14,246,727	14,246,727
Net Assets Value per share of Rs. 10 each (I = A/H)	532.16	444.43	438.88	456.10	390.26	326.13

Notes:

1. The above ratios are calculated as under:
a) Basic earnings per share = Net profit / (loss) after tax, as restated attributable to shareholders / Weighted average number of shares outstanding for the year / period.
b) Diluted earnings per share = Net profit / (loss) after tax, as restated / Weighted average number of diluted equity shares outstanding during the year / period.
c) Return of net worth (%) = Net profit / (loss) after tax, as restated / Net worth as restated as at year or period end.
d) Net asset value per share (Rs.) = Net worth as restated / Number of equity shares as at year or period end.

2. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

3. Net worth, as restated is = Equity share capital + Reserves and surplus, as restated [including Securities premium account, Capital reserve, General Reserve, Hedge reserve, Foreign currency monetary item translation difference account, Foreign currency translation reserve, Debenture redemption reserve and (Deficit)/surplus in statement of profit and loss].

4. Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

5. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Group.

6. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, restated consolidated summary statements of profit and losses and restated consolidated summary statements of cash flows appearing in Annexure IV and V.

7. The effect of potential diluted shares for the years ended 31 March 2010, 2013, 2014 and nine months period ended 31 December 2014 have not been considered as these are anti-dilutive in nature.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - XIII

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

8. **Proforma accounting ratio disclosure**
Subsequent to 31 December 2014, the capital structure of the Company has changed due to the following transactions :
i) Pursuant to the approval of the Board of Directors at its meeting held on 2 March 2015, the Company has issued 344,824 fresh equity shares of Rs 10 each, at a premium of Rs 2,890 per share.

ii) Pursuant to the approval of the shareholders granted at its extraordinary general meeting held on 8 May 2015, 102,140,857 equity shares were allotted as fully paid-up to the existing shareholders of the Company in the ratio of seven equity shares for every one equity share held on 7 May 2015. As on 7 May 2015, 14,591,551 equity shares were outstanding. The bonus equity shares were issued by capitalisation of the reserves lying to the credit of the securities premium account of the Company.

The impact of the above post balance sheet adjustments to equity share capital on the accounting ratios has been provided below:

Computation of proforma equity shares:

Particulars	No. of equity shares
Number of equity shares outstanding as on 31 December 2014	14,246,727
Add: Equity shares issued as per note 8(i) above	344,824
Add: Bonus equity shares issued in the ratio of seven equity shares for every one equity share held as per note 8(ii) above	102,140,857
Proforma basic number of equity shares outstanding after impacting the above post balance sheet adjustments (J)	**116,732,408**
Add: Dilutive effect of conversion of the balance 27,160,000 zero coupon compulsorily convertible debentures issued to KKR Mauritius PE Investments II Limited (refer note 1(f) of Annexure V)	17,826,912
Add: Dilutive effect of conversion of 35,998,232 compulsorily convertible debentures issued to Arduino Holdings Limited (refer note 1(f) of Annexure V)	22,412,192
Add: Dilutive effect of conversion of 1,357,410 compulsorily convertible preference shares issued to Standard Chartered Private Equity (Mauritius) II Limited (refer note 1(f) of Annexure V)	13,969,232
Proforma diluted number of equity shares outstanding after impacting the above dilutive effect (K)	**170,940,744**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XIII

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

PROFORMA STATEMENT OF ACCOUNTING RATIOS

Particulars	**31-Mar-10**	**31-Mar-11**	**31-Mar-12**	**31-Mar-13**	**31-Mar-14**	**31-Dec-14**
Proforma Net Assets Value per share of Rs. 10 each based on the equity shares outstanding, after impacting the post balance sheet adjustments (L = A/J)	58.66	53.59	52.92	55.67	47.63	39.80
Proforma Net Assets Value per share of Rs. 10 each based on the equity shares outstanding, after impacting the post balance sheet adjustments and dilutive effect of convertible instruments (M = A/K)	40.05	36.60	36.14	38.01	32.53	27.18
Proforma Basic earnings per share after impacting the post balance sheet adjustments (N = B/J)	(2.36)	1.50	1.65	(1.83)	(6.60)	(6.44)
Proforma Diluted earnings per share after impacting the post balance sheet adjustments and dilutive effect of convertible instruments (O = B/K)	(2.36)	1.02	1.13	(1.83)	(6.60)	(6.44)

Notes:

1. The effect of potential diluted shares for the years ended 31 March 2010, 2013, 2014 and nine months period ended 31 December 2014 have not been considered as these are anti-dilutive in nature.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XIV

RESTATED STATEMENT OF DIVIDEND

(Amount Rs. in millions)

PARTICULARS	**For the year ended 31 March**					**For the period 1 April to 31 December**
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Equity share capital	140.76	140.76	140.76	142.47	142.47	142.47
Dividend on equity share capital	-	-	-	-	-	-

Notes:
1. The Company has not paid any Dividend for the above period.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XV

RESTATED CAPITALISATION STATEMENT

(Rs. in Million, unless otherwise stated)

PARTICULARS	Pre-issue as at 31 December 2014	Post issue
Debt		
Short term debt	4,913.91	[.]
Long term debt	31,879.56	[.]
Current maturities of long term debt	6,610.41	[.]
Total Debt (A)	43,403.88	
Shareholders funds		
Share capital	158.86	[.]
Reserves and surplus	4,487.46	[.]
Total funds attributable to equity shareholders (B)	4,646.32	
Total debt/ shareholders funds (A/B)	**9.34**	

Note:

1. The above has been computed on the basis of the restated summary statements of assets and liabilities of the company as on 31 December 2014.
2. The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.
3. Post issue details have not been provided as the issue price of the share is not known at the date of the report.
4. Subsequent to 31 December 2014, the Company has made the following changes in its capital structure, the effect of which has not been considered above:

i) Pursuant to the approval of the Board of Directors at its meeting held on 2 March 2015, the Company has issued 344,824 fresh equity shares of Rs 10 each, at a premium of Rs 2,890 per share.

ii) Pursuant to the approval of the shareholders granted at its extraordinary general meeting held on 8 May 2015, 102,140,857 equity shares were allotted as fully paid-up to the existing shareholders of the Company in the ratio of seven equity shares for every one equity share held on 7 May 2015. As on 7 May 2015, 14,591,551 equity shares were outstanding. The bonus equity shares were issued by capitalisation of the reserves lying to the credit of the securities premium account of the Company.

B S R & Co. LLP

Chartered Accountants

Maruthi Info-Tech Centre
11-12/1 Inner Ring Road
Koramangala
Bangalore 560 071 India

Telephone: + 91 80 3980 6000
Fax: + 91 80 3980 6999

EXAMINATION REPORT ON RESTATED STANDALONE FINANCIAL INFORMATION

The Board of Directors
Coffee Day Enterprises Limited,
(formerly known as Coffee Day Enterprises Private Limited)
23/2, Coffee Day Square,
Vittal Mallya Road,
Bangalore - 560 001

Dear Sirs

1 We have examined the attached Restated Standalone Financial Information of Coffee Day Enterprises Limited (the 'Company') *(formerly known as Coffee Day Enterprises Private Limited)*, as at and for the years ended 31 March 2010, 2011, 2012, 2013 and 2014 and as at and for the nine months period ended 31 December 2014, together with the annexures and notes thereto, as approved by the Board of Directors of the Company, prepared in terms of the requirements of Section 26 of the Companies Act, 2013 (the 'Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the extent applicable, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the Guidance note on "Reports in Company's Prospectus (Revised)" issued by the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable ('Guidance Note') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 10 April 2015 in connection with the proposed initial public offering of equity shares of the Company.

2 The above Restated Standalone Financial Information has been extracted by the Management from the audited financial statements as at and for the years ended 31 March 2010, 2011, 2012, 2013 and 2014 and as at and for the nine months period ended 31 December 2014.

3 Audit of the financial statements for the year ended 31 March 2010 was conducted by other firm, Sundaresh & Co., Chartered Accountants and audit for the financial years ended 31 March 2011, 2012 and 2013 were conducted by previous auditor, Deloitte Haskins & Sells, Chartered Accountants and accordingly reliance has been placed on these financial statements for the purpose of the restated standalone financial information of the Company. The financial statements for the year ended 31 March 2014 and for the nine months period ended 31 December 2014 have been audited by us.

4 In accordance with the requirements of Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014 to the extent applicable, the SEBI Regulations, the Guidance Note and the terms of our engagement agreed with you, we further report that:

a) The restated standalone summary statement of assets and liabilities as at 31 March 2010, 2011, 2012, 2013, 2014 and 31 December 2014, examined by us, as set out in Annexure I to this examination report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making such adjustments and regroupings as in our opinion were appropriate and more fully described in the Statement of adjustments to audited financial statements enclosed as Annexure VI to this examination report.

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:
1st Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalakshmi
Mumbai - 400 011

b) The restated standalone summary statement of profit and loss of the Company and the restated standalone summary statement of cash flows of the Company for the years ended 31 March 2010, 2011, 2012, 2013 and 2014 and for the nine months period ended 31 December 2014 as set out in Annexure II and III respectively to this report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making such adjustments and regroupings as in our opinion were appropriate and more fully described in the Statement of adjustments to audited financial statements enclosed as Annexure VI to this examination report.

5 Based on the above, the Restated Standalone Financial Information:

i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting years / period based on the policies adopted by the Company as at 31 December 2014;

ii) have been made after incorporating adjustments for prior period and other material amounts in the respective financial years / period to which they relate; and

iii) do not contain any extra-ordinary items that need to be disclosed separately in the accounts and do not contain any qualifications requiring adjustments.

iv) Other remarks/comments in the Companies (Auditor's Report) Order, 2003 ('"the 'Order'), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, on the financial statements of the Company as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 which do not require any corrective adjustment in the restated standalone financial information are mentioned in Clause E: Non-adjusting items under Annexure VI.

6 We have also examined the following other financial information of the Company set out in Annexures prepared by the Management and approved by the Board of Directors of the Company as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014:

i) Statement of adjustments to audited financial statements, included in Annexure VI

ii) Restated standalone statement of secured and unsecured long-term borrowings, included in Annexure VII A

iii) Restated standalone statement of secured and unsecured short-term borrowings, included in Annexure VII B

iv) Restated standalone statement of principal terms of secured borrowings outstanding as at 31 December 2014, included in Annexure VII C

v) Restated standalone statement of trade receivables, included in Annexure VIII

vi) Restated standalone statement of long-term loans and advances, included in Annexure IX A

vii) Restated standalone statement of short-term loans and advances, included in Annexure IX B

viii) Restated standalone statement of non-current investments, included in Annexure X

ix) Restated standalone statement of other income, included in Annexure XI

x) Restated standalone statement of contingent liabilities, included in Annexure XII

xi) Restated standalone statement of accounting ratios, included in Annexure XIII

xii) Restated standalone capitalization statement, included in Annexure XIV

xiii) Restated standalone statement of dividend, included in Annexure XV

xiv) Statement of tax shelter, included in Annexure XVI

7 In our opinion, the above financial information contained in Annexure I to XVI accompanying this report read along with the Basis of preparation and significant accounting policies (Refer Annexure IV) and Statement of adjustments to audited financial statements (Refer Annexure VI) are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by ICAI, as amended from time to time, and in terms of our engagement agreed with you.

8 This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as an opinion on any of the standalone financial statements referred to herein.

9 We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10 Our report is intended solely for use of the management for inclusion in the offer document in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

for **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Supreet Sachdev
Partner
Membership No.: 205385

Bangalore
Date: 12 May 2015

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - I

RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	As at					
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
EQUITY AND LIABILITIES							
A. Shareholders' funds							
Share capital	Note 1 of Annexure V	154.33	154.33	154.33	158.86	158.86	158.86
Reserves and surplus	Note 2 of Annexure V	5,218.38	5,247.99	5,100.70	5,240.80	4,307.82	3,163.19
		5,372.71	**5,402.32**	**5,255.03**	**5,399.66**	**4,466.68**	**3,322.05**
B. Non-current liabilities							
Long-term borrowings	Annexure VII A and VII C	6,953.32	6,315.82	8,325.82	7,295.82	13,665.82	12,615.82
Other long-term liabilities	Note 3 of Annexure V	-	2.32	41.38	83.83	124.72	187.93
Long-term provisions	Note 4 of Annexure V	-	1.01	1.51	69.68	206.16	227.51
		6,953.32	**6,319.15**	**8,368.71**	**7,449.33**	**13,996.70**	**13,031.26**
C. Current liabilities							
Short-term borrowings	Annexure VII B and VII C	111.04	4,047.85	-	14.00	15.66	305.08
Trade payables	Note 5 of Annexure V	140.68	3.41	14.07	48.33	18.10	5.31
Other current liabilities	Note 6 of Annexure V	643.19	724.46	204.54	5,485.97	2,248.81	4,128.08
Short-term provisions	Note 7 of Annexure V	-	0.05	0.08	0.15	0.19	194.67
		894.91	**4,775.77**	**218.69**	**5,548.45**	**2,282.76**	**4,633.14**
D. Total (D= A + B + C)		**13,220.94**	**16,497.24**	**13,842.43**	**18,397.44**	**20,746.14**	**20,986.45**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - I

RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	As at					
		31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
ASSETS							
E. Non-current assets							
Fixed assets							
- Tangible assets	Note 8 of Annexure V	-	68.50	104.83	102.31	96.00	92.17
- Intangible assets	Note 8 of Annexure V	-	-	0.01	0.16	0.06	0.01
- Capital work-in-progress		-	17.58	-	-	-	-
		-	**86.08**	**104.84**	**102.47**	**96.06**	**92.18**
Non-current investments	Annexure X	3,605.72	8,617.02	10,407.21	15,949.07	15,865.32	15,865.32
Long-term loans and advances	Annexure IX A	15.06	3,394.84	3,189.60	1,766.30	4,082.75	4,528.19
Other non-current assets	Note 9 of Annexure V	-	5.39	24.10	124.00	199.30	208.60
		3,620.78	**12,103.33**	**13,725.75**	**17,941.84**	**20,243.43**	**20,694.29**
F. Current assets							
Trade receivables	Annexure VIII	14.73	87.91	88.15	7.84	167.76	3.42
Cash and bank balances	Note 10 of Annexure V	9,575.65	294.88	3.35	2.66	5.36	8.00
Short-term loans and advances	Annexure IX B	0.66	4,008.08	25.18	443.10	327.97	276.90
Other current assets	Note 11 of Annexure V	9.12	3.04	-	2.00	1.62	3.84
		9,600.16	**4,393.91**	**116.68**	**455.60**	**502.71**	**292.16**
G. Total (G = E + F)		**13,220.94**	**16,497.24**	**13,842.43**	**18,397.44**	**20,746.14**	**20,986.45**

Note:

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V and Statement of adjustments to audited financial statements appearing in Annexure VI.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - II

RESTATED STANDALONE SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs. in Million, unless otherwise stated)

PARTICULARS	**Note/ Annexure reference**	**For the year ended**					**For the period from 1 April to 31 December 2014**
		31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	
INCOME :							
Revenue from operations	Note 12 of Annexure V	16.75	134.20	149.38	97.49	324.90	203.30
Other income	Annexure XI	24.96	128.78	96.53	8.85	143.32	14.23
Total income		**41.71**	**262.98**	**245.91**	**106.34**	**468.22**	**217.53**
EXPENSES :							
Cost of material consumed		-	-	-	-	-	40.67
Employee benefits	Note 13 of Annexure V	1.94	24.07	25.89	37.93	42.52	35.06
Finance costs	Note 14 of Annexure V	268.15	160.55	313.47	685.57	1,009.43	982.76
Depreciation and amortisation expense	Note 8 of Annexure V	-	2.67	6.26	6.54	6.84	5.12
Other expenses	Note 15 of Annexure V	158.84	38.70	45.34	114.32	206.21	84.02
Total expenses		**428.93**	**225.99**	**390.96**	**844.36**	**1,265.00**	**1,147.63**
Net profit / (loss) before tax		**(387.22)**	**36.99**	**(145.05)**	**(738.02)**	**(796.78)**	**(930.10)**
Less: Provision for tax							
Current tax / Minimum Alternate Tax (MAT)		-	7.38	2.24	-	-	-
Total provision for tax		**-**	**7.38**	**2.24**	**-**	**-**	**-**
Net (loss)/profit after tax, as restated		**(387.22)**	**29.61**	**(147.29)**	**(738.02)**	**(796.78)**	**(930.10)**

Note :

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V and Statement of adjustments to audited financial statements appearing in Annexure VI.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - III

RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Cash flows from operating activities						
Profit / (loss) before tax	(387.22)	36.99	(145.05)	(738.02)	(796.78)	(930.10)
Adjustments:						
Interest income	(12.60)	(128.78)	(4.60)	(7.58)	(12.84)	(14.23)
Profit on sale of shares	-	-	-	-	(130.04)	-
Interest expense	234.36	156.95	307.76	626.82	919.85	925.98
Other borrowing costs	33.79	3.60	5.71	58.75	89.58	56.78
Depreciation and amortization	-	2.67	6.26	6.54	6.84	5.12
Operating profit / (loss) before working capital changes	**(131.67)**	**71.43**	**170.08**	**(53.49)**	**76.61**	**43.55**
(Increase) / decrease in trade receivables	(14.73)	(73.18)	(0.24)	80.31	(159.92)	164.34
(Increase) / decrease in other current/ non- current assets and long term / short term loans and advances	207.84	(7,370.22)	4,201.57	990.47	(2,188.23)	(395.34)
Increase / (decrease) in trade payables	140.68	(137.27)	10.66	34.26	(30.23)	(12.79)
Increase / (decrease) in other current / non current liabilities and long term and short term provisions	14.59	3.59	10.81	37.63	(33.21)	23.24
(Investment in) / sale of subsidiaries, associates and joint ventures	(1,685.68)	(5,011.30)	(1,790.19)	(5,541.86)	213.79	-
Cash generated from / (used in) operations	**(1,468.97)**	**(12,516.95)**	**2,602.69**	**(4,452.68)**	**(2,121.19)**	**(177.00)**
Income taxes paid (net)	(2.64)	(24.37)	(15.67)	14.91	(13.09)	0.96
Net cash provided by / (used in) by operating activities [A]	**(1,471.61)**	**(12,541.32)**	**2,587.02**	**(4,437.77)**	**(2,134.28)**	**(176.04)**
Cash flow from investing activities						
Interest received	3.49	134.87	7.64	5.58	13.22	12.00
(Purchase) of fixed assets	-	(84.17)	(17.50)	(13.10)	(0.74)	(2.70)
Net cash used in investing activities [B]	**3.49**	**50.70**	**(9.86)**	**(7.52)**	**12.48**	**9.30**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - III

RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Cash flows from financing activities						
Interest paid on loans	(222.67)	(105.47)	(308.92)	(570.74)	(862.28)	(773.96)
Other borrowing costs	(33.79)	(3.60)	(5.71)	(58.75)	(89.58)	(56.78)
Redemption of / (investment in) fixed deposit as security for a loan availed	-	(5.39)	(18.71)	(99.90)	(75.30)	(9.30)
Issue of share capital	4,914.18	-	-	949.99	-	-
Proceeds from / (repayment of) long term and short term borrowings	6,381.00	3,324.31	(2,535.35)	4,224.00	3,151.66	1,009.42
Net cash flow generated from/ (used in) financing activities [C]	**11,038.72**	**3,209.85**	**(2,868.69)**	**4,444.60**	**2,124.50**	**169.38**
Net increase / (decrease) in cash and cash equivalents [A+B+C]	9,570.60	(9,280.77)	(291.53)	(0.69)	2.70	2.64
Cash and cash equivalents at the beginning of the year / period	5.05	9,575.65	294.88	3.35	2.66	5.36
Cash and cash equivalents at the end of the year / period	**9,575.65**	**294.88**	**3.35**	**2.66**	**5.36**	**8.00**
Components of cash and cash equivalents						
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Cash on hand	0.01	0.28	0.11	0.36	0.30	0.30
Balance with banks:						
- in current accounts	2,075.64	14.60	3.24	2.30	5.06	7.70
- in deposit accounts	7,500.00	280.00	-	-	-	-
Total cash and cash equivalents	**9,575.65**	**294.88**	**3.35**	**2.66**	**5.36**	**8.00**

Note:

1. The above Restated Cash Flow Statement has been prepared in accordance with the requirements of Accounting Standard (AS) - 3 on Cash Flow Statements as prescribed under the Companies (Accounting Standards) Rules, 2006.

2. The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Standalone Financial Information appearing in Annexure V and Statement of adjustments to audited financial statements appearing in Annexure VI.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

1. Background

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)* ('CDEL' or 'the Company') was incorporated as a private limited company under the Companies Act, 1956 on 20 June 2008 by conversion of erstwhile partnership firm M/s Coffee Day Holding Co. The Company was converted into a public limited company on 21 January 2015 under the Companies Act, 2013. The registered office of the Company is located in Bengaluru, India.

CDEL is the parent company of the Coffee Day Group. The Company, primarily through its subsidiaries, associates and joint venture companies (together referred to as "the Group") as detailed below and as fully set out in the table in section 3 of this Annexure are primarily engaged in business in multiple sectors such as Coffee: retail and exports, Leasing of commercial office space, Financial services, Integrated Multimodal Logistics, Hospitality and Information Technology (IT) / Information Technology Enabled Services (ITeS). Other than being an investment company, on a standalone basis, the Company owns and operates a resort and also renders consultancy services. Further, during the period ended 31 December 2014, the Company has also entered into the business of trading in coffee beans.

The restated standalone financial information relate to the Company and have been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company (referred to as the "Issue"). The restated standalone financials information consist of the restated summary statement of assets and liabilities of the Company as at 31 March 2010, 2011, 2012, 2013, 2014 and 31 December 2014, the related restated summary statement of profits and losses for the years ended 31 March 2010, 2011, 2012, 2013, 2014 and the nine months period ended 31 December 2014 and the notes thereto and the related restated summary statement of cash flows for each of the years ended 31 March 2010, 2011, 2012, 2013, 2014 and the nine months period ended 31 December 2014 (hereinafter collectively referred to as "the Restated Standalone Financial Information").

The Restated Standalone Financial Information have been prepared to comply in all material respects with the requirements of Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013 ('the Act'); and the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 ("the SEBI Regulations") notified by SEBI on August 26, 2009, as amended from time to time. The Act and the SEBI Regulations require the information in respect of the assets and liabilities and profits and losses of the Company for each of the five years / periods immediately preceding the issue of the Prospectus.

These Restated Standalone Financial Information were approved by the Board of Directors of the Company in their meeting held on 12 May 2015.

2. Basis of preparation

The Restated Standalone Financial Information of the Company have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply under section 133 of the Companies Act 2013, other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), the provisions of the Companies Act, 2013 (to the extent notified) and the Companies Act, 1956, (to the extent applicable).

These Restated Standalone Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI Regulations:

(a) Adjustments for audit qualification requiring corrective adjustment in the financial statements;
(b) Adjustments for the material amounts in respective years / periods to which they relate;
(c) Adjustments for previous years identified and adjusted in arriving at the profits of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred;
(d) Adjustment to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years;
(e) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the Company as at and for the nine months period ended 31 December 2014 and the requirements of the SEBI Regulations;
(f) The resultant impact of tax due to the aforesaid adjustments.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

All assets and liabilities have been classified as current or non-current as per the normal operating cycle of the Company and other criteria as set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained their operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

3. List of subsidiary companies, joint ventures and associates of the Company with percentage holding

The details of subsidiary companies, joint ventures and associates of the Company, together with the proportion of shareholding by the Company are as follows:

Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
A	**DIRECT SUBSIDIARIES**							
1	Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)* ('CDGL')	a subsidiary of the Company incorporated under the laws of India	91.11%	92.78%	92.78%	94.94%	94.94%	90.53%
2	Tanglin Developments Limited ('TDL')	a subsidiary of the Company incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
3	Coffee Day Hotels And Resorts Private Limited ('CDHRPL')	a subsidiary of the Company incorporated under the laws of India	NA	100.00%	100.00%	100.00%	100.00%	100.00%
4	Coffee Day Trading Limited *(erstwhile Global Technology Ventures Limited)*	a subsidiary of the Company incorporated under the laws of India	62.63%	88.77%	88.77%	88.77%	88.77%	88.77%
B	**STEP-DOWN SUBSIDIARIES**							
1	Way2Wealth Securities Private Limited ('WSPL') [Refer note (i) below]	a subsidiary of TDL incorporated under the laws of India	36.57%	36.57%	36.57%	36.57%	36.57%	85.53%
2	Amalgamated Holdings Limited ('AHL')	a subsidiary of CDGL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
3	Ganga Coffee Curing Works Limited	a subsidiary of CDGL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
4	A.N Coffeeday International Limited ('AN CCD')	a subsidiary of CDGL incorporated under the laws of Cyprus	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
5	Coffee Day Properties (India) Private Limited	a subsidiary of CDGL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
6	Classic Coffee Curing Works	a partnership firm with CDGL having a share of profit of 100%, registered under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
7	Coffeelab Limited	a subsidiary of AHL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
8	Coffee Day Gastronomie Und Kaffeehandles GmbH	a subsidiary of AN CCD incorporated under the laws of Austria	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
9	Coffee Day CZ a.s	a subsidiary of AN CCD incorporated under the laws of Czech Republic	NA	100.00%	100.00%	100.00%	100.00%	100.00%

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
10	Tanglin Retail Reality Developments Private Limited ('TRR')	a subsidiary of TDL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
11	Sical Logistics Limited ('SL')	a subsidiary of TRR incorporated under the laws of India	NA	NA	53.13%	52.83%	52.83%	52.83%
12	Sical Infra Assets Limited ('SIAL')	a subsidiary of SL incorporated under the laws of India	NA	NA	53.00%	53.00%	53.00%	53.00%
13	Sical Iron Ore Terminal Limited	a subsidiary of SL incorporated under the laws of India	NA	NA	63.00%	63.00%	63.00%	63.00%
14	Sical Iron Ore Terminal (Mangalore) Limited	a subsidiary of SL incorporated under the laws of India	NA	NA	100.00%	100.00%	100.00%	100.00%
15	Norsea Offshore India Limited	a subsidiary of SL incorporated under the laws of India	NA	NA	100.00%	100.00%	100.00%	100.00%
16	Bergen Offshore Logistics Pte. Limited ('BOFL')	a subsidiary of SL incorporated under the laws of Singapore	NA	NA	100.00%	100.00%	100.00%	100.00%
17	Norsea Global Offshore Pte Limited	a subsidiary of BOFL incorporated under the laws of Singapore	NA	NA	100.00%	100.00%	100.00%	100.00%
18	Nagpur Sical Gupta Logistics Limited	a subsidiary of SIAL incorporated under the laws of India	NA	NA	71.00%	71.00%	NA	NA
19	Nagpur Sical Gupta Road Terminal Limited	a subsidiary of SIAL incorporated under the laws of India	NA	NA	77.00%	77.00%	NA	NA
20	Sical Multimodal and Rail Transport Limited ('SMRTL')	a subsidiary of SIAL incorporated under the laws of India	NA	NA	100.00%	100.00%	100.00%	100.00%
21	Sical Adams Offshore Limited	a subsidiary of SL incorporated under the laws of India	NA	NA	NA	100.00%	100.00%	100.00%
22	Girividyuth India Limited	a subsidiary of TDL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
23	Wilderness Resorts Private Limited ('WRPL')	a subsidiary of CDHRPL incorporated under the laws of India	NA	99.92%	99.92%	99.92%	99.92%	99.92%
24	Karnataka Wildlife Resorts Private Limited	a subsidiary of WRPL incorporated under the laws of India	NA	100.00%	100.00%	100.00%	100.00%	100.00%
25	Mandi2Market Traders Private Limited *(erstwhile Way2Wealth Institutional Broking Private Limited / erstwhile Way2Wealth Insurance Broking Private Limited)*	a subsidiary of WSPL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
26	Way2Wealth Distributors Private Limited	a subsidiary of WSPL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
27	Way2Wealth Capital Private Limited	a subsidiary of WSPL incorporated under the laws of India	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
28	Way2Wealth Realty Advisors Private Limited	a subsidiary of WSPL incorporated under the laws of India	99.96%	99.96%	94.99%	94.99%	94.99%	94.99%
29	Way2Wealth Brokers Private Limited ('WBPL')	a subsidiary of WSPL incorporated under the laws of India	NA	100.00%	100.00%	100.00%	100.00%	100.00%
30	Way2Wealth Insurance Brokers Private Limited *(erstwhile Total Insurance Brokers Private Limited)*	a subsidiary of WSPL incorporated under the laws of India	NA	NA	76.00%	76.00%	99.99%	99.99%
31	Alphagreph Securities Private Limited *(erstwhile Way2Wealth Illuminati Securities Private Limited)*	a subsidiary of WSPL incorporated under the laws of India	NA	51.00%	51.00%	51.00%	51.00%	51.00%
32	Way2Wealth Commodities Private Limited	a subsidiary of WBPL incorporated under the laws of India	NA	99.99%	99.99%	99.99%	99.99%	99.99%
33	Techno Shares and Stocks Limited ('TSSL')	a subsidiary of WBPL incorporated under the laws of India	NA	NA	51.99%	67.99%	83.99%	99.99%
34	Way2Wealth Illuminati Pte. Limited ('W2WIP')	a subsidiary of WBPL incorporated under the laws of India	NA	NA	NA	100.00%	100.00%	100.00%
35	Techno Commodity Broking Private Limited	a subsidiary of TSSL incorporated under the laws of India	NA	NA	99.99%	99.99%	99.99%	99.99%
36	AlphaGrep Holding HK Limited ('AHHKL')	a subsidiary of W2WIP incorporated under the laws of Hong Kong	NA	NA	NA	NA	NA	99.99%
37	Magnasoft Consulting India Private Limited ('MCIPL')	a subsidiary of CDTL incorporated under the laws of India	75.21%	75.21%	75.21%	75.21%	75.21%	77.88%
38	Magnasoft Europe Limited	a subsidiary of MCIPL incorporated under the laws of United Kingdom	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
39	Magnasoft Spatial Services Inc.	a subsidiary of MCIPL incorporated under the laws of Denver	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
C	**ASSOCIATES**							
1	Ittiam Systems Private Limited	an associate of TDL incorporated under the laws of India	NA	NA	NA	21.92%	21.92%	21.92%
2	Global Edge Software Private Limited	an associate of CDTL incorporated under the laws of India	25.43%	24.60%	24.49%	24.43%	24.43%	24.43%
3	Mindtree Limited [Refer note (ii) below]	an associate of the Company and CDTL incorporated under the laws of India	6.70%	6.62%	17.79%	17.37%	16.74%	16.76%
4	Way2Wealth Brokers Private Limited	a subsidiary of WSPL incorporated under the laws of India	49.00%	NA	NA	NA	NA	NA
5	Barefoot Resorts and Leisure India Private Limited	an associate of CDHRPL incorporated under the laws of India	NA	NA	NA	NA	NA	27.69%

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ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
D	**JOINT VENTURES**							
1	PSA Sical Terminals Limited	a joint venture of SL incorporated under the laws of India	NA	NA	37.50%	37.50%	37.50%	37.50%
2	Ennore Automotive Logistics Limited	a joint venture of SL incorporated under the laws of India	NA	NA	40.92%	40.92%	40.92%	NA
3	Sical Sattva Rail Terminal Private Limited	a joint venture of SMRTL incorporated under the laws of India	NA	NA	50.00%	50.00%	50.00%	50.00%
4	AlphaGrep Technologies Limited ('ATL') [Refer note (iii) below]	a joint venture of AHHKL incorporated under the laws of Hong Kong	NA	NA	NA	NA	NA	50.00%

Note (i): Consolidation of Way2Wealth Securities Private Limited ('WSPL') and its subsidiaries in accordance with AS 21: As at 31 March 2010, 2011, 2012 , 2013 and 2014, the Group has 37%, 37%, 37%, 37% and 37% equity stake in WSPL respectively. Further, the Group had entered into an agreement with Sivan Securities Private Limited ('SSPL'), a related party, and the Promoter for purchase of additional equity stake of 42% held by them in WSPL for a consideration of Rs 620 million. Upon purchase of such shares from SSPL and the Promoter, the effective shareholding of the Group in Way2Wealth shall be at 79%. Pending transfer of such shares, the shareholders had entered into a shareholders agreement which granted control to the Group over the composition of the board of directors of WSPL. Accordingly, the Group has consolidated the financial statements of Way2Wealth Group notwithstanding less than one-half of the voting power. Additionally, the Company had subscribed to 1,554,596 (31 March 2010, 2011, 2012, 2013 and 2014 : Nil, 1,554,596, 1,554,596, 1,554,596 and 1,554,596) convertible preference shares of Rs 100 each in WSPL.
On 26 December 2014, the Group has completed the transfer of aforementioned shares held by SSPL and the Promoter in favor of the Group. Further, the Company has converted the preference shares held by it in WSPL into equity shares. Consequently, the equity stake of the Group in WSPL as at 31 December 2014 stands at 85.53%.

Note (ii): The Company along with its subsidiary Coffee Day Trading Limited *(erstwhile Global Technology Ventures Limited)* ('CDTL') holds 16.76% of equity in Mindtree Limited as at 31 December 2014 (31 March 2010, 2011, 2012, 2013 and 2014 : 6.70%, 6.62%, 17.79%, 17.37% and 16.74%). The Promoter of the Company i.e. V. G. Siddhartha additionally holds 3.00% of equity interest in Mindtree Limited as at 31 December 2014 (31 March 2013 and 2014: 4% and 3%). Additionally, the Company and CDTL, together, have appointed a nominee on the board of directors of Mindtree Limited. Based on the above facts, the Company has classified Mindtree Limited as an associate.

Note (iii): AlphaGrep Technologies Limited has two wholly owned subsidiaries namely AlphaGrep HK Limited and AlphaGrep Trading Limited, which are incorporated under the laws of Hong Kong.

4. Significant accounting policies

a) Use of estimates
The preparation of financial statements in conformity with generally accepted accounting principles (‘GAAP’) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon the Management’s evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

b) Fixed assets
Fixed assets are stated at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes freight, duties, taxes and other incidental expenses relating to the acquisition and installation of the respective assets.
Advance paid towards the acquisition of fixed assets outstanding at each balance sheet are shown under capital advances. The cost of fixed assets not ready for their intended use before such date, are disclosed as capital work in progress.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

c) Depreciation

Depreciation is provided on a Straight Line Method ('SLM') over estimated useful life of the fixed assets estimated by the Management. The Management believes that the useful lives as given below best represent the period over which management expects to use these assets based on internal assessment and technical advice where necessary. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. If the Management's estimate of the useful life of the fixed assets at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid Schedule, depreciation is provided at a higher rate based on the Management's estimate of the useful life or remaining useful life. Depreciation for assets purchased/ sold during a period is proportionately charged.

Pursuant to this policy, depreciation on assets has been provided at the rates based on the following useful lives of these fixed assets as estimated by the Management:

Class of assets	**Estimated useful life (in years)**
Plant and machinery	8
Furniture and fittings	8
Vehicles	6
Office equipment	6
Computers (including software)	2

Individual assets costing Rs 5,000 or less are depreciated in full on the date of acquisition.
The building built on leasehold land is classified as building and is amortised over the lease term (i.e. 22 years) or the useful life of the building (i.e. 20 years), whichever is lower.

d) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Nature of revenue	**Revenue recognition**
(i) Revenue from operations	
(a) Income from hospitality and consultancy services	The Company derives its revenue primarily from running and/or managing hotels and resorts and providing consultancy services. Such services income is recognized when the related services are rendered unless significant future contingencies exist. Advances received from the customers are reported as liabilities until all conditions for revenue recognition are met and is recognized as revenue once the related services are rendered. Sales are disclosed both gross and net of sales tax, services tax, trade discount and quality claims.
(b) Sale of coffee beans	Revenue from sale of clean coffee is recognised on transfer of all significant risks and rewards of ownership to the buyer.
(ii) Other operating revenue	
(a) Dividend income	Dividend income is recognised when the Company's right to receive dividend is established.
(iii) Other Income	
(a) Interest income	Interest on the deployment of funds is recognised using the time-proportion method, based on underlying interest rates.

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

e) Foreign currency transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the exchange rates on that date. The resultant exchange differences are recognised in the statement of profit and loss.

f) Employee benefits

Gratuity, which is a defined benefit, is accrued based on an actuarial valuation, carried out by an independent actuary. Actuarial gains and losses are recognized in the statement of profit and loss.
Contributions payable to the recognized provident fund, which is a defined contribution, is charged to the statement of profit and loss on an accrual basis.

g) Borrowing cost

Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized. Other borrowing costs are accounted as an expense in the period in which they are incurred. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the tenure of borrowing.

h) Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income tax law) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future, however, where there is an unabsorbed depreciation or carry-forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at the balance sheet date and written down or written-up to reflect the amount that is reasonably/ virtually certain as the case may be to be realised.

Minimum alternate tax ('MAT') paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as 'MAT Credit Entitlement'. The Company reviews the 'MAT credit entitlement' asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

The Company off sets on a year on year basis, current tax assets and liabilities where it has a legally enforceable rights to set off and where the Management intends to settle such assets and liabilities on a net basis.

i) Leases

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalised at the fair value of the asset or the present value of the minimum lease payments at the inception of the lease, whichever is lower.
Lease payments under operating lease are recognised as an expense in the statement of profit and loss on a straight line basis over the lease term. Lease term is the non-cancellable period for which the Company has agreed to lease the asset together with any further periods for which the Company has the option to continue the lease and at the inception of the lease it is reasonably certain that the Company will exercise such an option.

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ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

j) Impairment of assets

The Company at each balance sheet date assesses whether there is any indication that an asset or a group of assets comprising a cash-generating unit may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognised.

k) Provisions and contingent liabilities

Provision is recognised when, as a result of an obligating event, there is a present obligation that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

No provision or disclosure is made when, as a result of an obligating event, there is a possible obligation or a present obligation where the likelihood of an outflow of resources is remote.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

l) Cash and cash equivalents

Cash and cash equivalents comprise cash and balances with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

m) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

n) Segment reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies followed for the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under 'Unallocable income/expenses'.

o) Earnings per share

The basic earnings/ (loss) per share is computed by dividing the net profit/ (loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

The number of shares used in computing diluted earnings/ (loss) per share comprises the weighted average shares considered for deriving basic earnings/ (loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

p) Investments

Investments are either classified as current or long term based on management’s intention at the time of purchase.

Current investments are valued at the lower of cost and fair value as at the balance sheet date determined individually for each investment.

Long-term investments are valued at cost less provision for diminution, other than temporary, to recognise any decline in the value of such investments. Such an assessment is carried out individually for each investment.

Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Authorised						
20,000,000 (Previous years : March 2010 : 20,000,000, March 2011 : 20,000,000, March 2012 : 20,000,000, March 2013 : 20,000,000, March 2014 : 20,000,000) equity shares of Rs.10 each	200.00	200.00	200.00	200.00	200.00	200.00
3,500,000 (Previous years : March 2010 : 3,500,000, March 2011 : 3,500,000, March 2012 : 3,500,000, March 2013 : 3,500,000, March 2014 : 3,500,000) Compulsorily convertible preference shares of Rs.10 each	35.00	35.00	35.00	35.00	35.00	35.00
238,000 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : 238,000, March 2014 : 238,000) Series A non-convertible redeemable preference shares of Rs. 10 each	-	-	-	2.38	2.38	2.38
346,000 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : 346,000, March 2014 : 346,000) Series B non-convertible redeemable preference shares of Rs. 10 each	-	-	-	3.46	3.46	3.46
	235.00	**235.00**	**235.00**	**240.84**	**240.84**	**240.84**
Issued, subscribed and fully paid up						
14,246,727 (Previous years : March 2010 : 14,075,689, March 2011 : 14,075,689, March 2012 : 14,075,689, March 2013 : 14,246,727, March 2014 : 14,246,727) equity shares of Rs.10 each	140.76	140.76	140.76	142.47	142.47	142.47
1,357,410 (Previous years : March 2010 : 1,357,410, March 2011 : 1,357,410, March 2012 : 1,357,410, March 2013 : 1,357,410, March 2014 : 1,357,410) Compulsorily convertible preference shares of Rs.10 each	13.57	13.57	13.57	13.57	13.57	13.57
115,402 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : 115,402, March 2014 : 115,402) Series A non-convertible redeemable preference shares of Rs. 10 each	-	-	-	1.15	1.15	1.15
167,404 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : 167,404, March 2014 : 167,404) Series B non-convertible redeemable preference shares of Rs. 10 each	-	-	-	1.67	1.67	1.67
	154.33	**154.33**	**154.33**	**158.86**	**158.86**	**158.86**

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ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL

(a) Reconciliation of the number of equity and preference shares outstanding at the beginning and at the end of the reporting year is as given below:

(i) Equity shares of Rs.10 each:

Amount Rs. in million (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	12,653,806	126.54	14,075,689	140.76	14,075,689	140.76	14,075,689	140.76	14,246,727	142.47	14,246,727	142.47
Add: Shares issued during the year/period	1,421,883	14.22	-	-	-	-	171,038	1.71	-	-	-	-
Number of shares outstanding at the end of the year/period	**14,075,689**	**140.76**	**14,075,689**	**140.76**	**14,075,689**	**140.76**	**14,246,727**	**142.47**	**14,246,727**	**142.47**	**14,246,727**	**142.47**

(ii) Preference shares:

(iia) Compulsorily convertible preference shares of Rs.10 each -

Amount Rs. in million (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	-	-	1,357,410	13.57	1,357,410	13.57	1,357,410	13.57	1,357,410	13.57	1,357,410	13.57
Add: Shares issued during the year/period	1,357,410	13.57	-	-	-	-	-	-	-	-	-	-
Number of shares outstanding at the end of the year/period	**1,357,410**	**13.57**	**1,357,410**	**13.57**	**1,357,410**	**13.57**	**1,357,410**	**13.57**	**1,357,410**	**13.57**	**1,357,410**	**13.57**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL

(iib) Series A non-convertible redeemable preference shares of Rs.10 each -

Amount Rs. in million (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	-	-	-	-	-	-	-	-	115,402	1.15	115,402	1.15
Add: Shares issued during the year/period	-	-	-	-	-	-	115,402	1.15	-	-	-	-
Number of shares outstanding at the end of the year/period	**-**	**-**	**-**	**-**	**-**	**-**	**115,402**	**1.15**	**115,402**	**1.15**	**115,402**	**1.15**

(iic) Series B non-convertible redeemable preference shares of Rs.10 each -

Amount Rs. in million (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	-	-	-	-	-	-	-	-	167,404	1.67	167,404	1.67
Add: Shares issued during the year/period	-	-	-	-	-	-	167,404	1.67	-	-	-	-
Number of shares outstanding at the end of the year/period	**-**	**-**	**-**	**-**	**-**	**-**	**167,404**	**1.67**	**167,404**	**1.67**	**167,404**	**1.67**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL

(b) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

(i) Equity shares of Rs. 10 each:

(a) The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) The Company has issued 171,038 equity shares to Bennett Coleman & Co Limited ('BCCL'). The Share Subscription Agreement ('SSA') carries a put option to the investor that in the event that the Initial Public Offer ('IPO') of the Company and listing of the subscription shares on a recognized stock exchange is not completed for any reason whatsoever by 31 December 2016 within a period of 365 days thereafter, BCCL shall have the right, by written notice signed by BCCL to require the promoters jointly and severally purchase all or some of the shares held by BCCL as indicated by BCCL in the put option notice, at a price per share not less than the sale price. Sale price shall mean an amount equal to the Subscription price and a return of 10% per annum on the subscription price compounded annually on the basis of a 365 days per year, net of dividends per share by the Company from the closing date till IPO deadline. The Promoter's shall complete the purchase of shares held by BCCL within 90 days from the date of the put option notice.

(ii) Compulsorily convertible preference shares of Rs.10 each:

The Company has issued 1,357,410 non-cumulative compulsorily convertible preference shares ('CCPS') of Rs.10 each at a premium of Rs. 1,758.07 per share to Standard Chartered Private Equity (Mauritius) II Limited. These CCPS carry a dividend rate of 0.001% p.a. In case of Company declaring any dividend on its equity shares, shareholder of CCPS will also be eligible for economic equivalent of preference dividend on a fully dilutive basis.

Conversion – The investor can at any time post seventh anniversary (extendable up to ten years) of the issue of the CCPS convert the same into equity shares such that post conversion the total number of equity shares at the minimum is determined to result in 7.08% of the equity capital of the Company on a fully diluted basis. The equity shares allotted on conversion of the CCPS rank pari passu in all respect with the equity shares of the Company.

The CCPS shall be convertible into such number of equity shares such that, the CCPS would comprise on a fully diluted basis on conversion, the higher of the Floor Stake and the Resulting Investor Stake where Resulting Investor Stake will be computed as follows - Security Value at IPO / Company FMV Valuation. Floor Stake, Security Value at IPO and Company FMV Valuation shall be computed as specified in the Shareholders' Agreement.

Refer note f(iii) below for subsequent events.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL

(iii) Series A and Series B Non-convertible redeemable preference shares of Rs 10 each:

During the year ended 31 March 2013, the Company had issued 115,402 Series A non-convertible redeemable preference shares ('NCRPS') of Rs. 10 each and 167,404 Series B NCRPS of Rs.10 each, at a premium of Rs.1,758 per share to Aten Portfolio Managers Private Limited. The holders of Series A and Series B NCRPS shall be entitled to a non-cumulative preferred dividend calculated at the rate of 0.001% on the NCRPS amounts on a quarterly basis, which shall be payable, if declared by the Company.

Redemption - All NCRPS shall be redeemed on the redemption date, being 36 months from first closing date or the trigger date whichever is earlier. All NCRPS shall be redeemed on the redemption date at an amount calculated by multiplying the Series A investment amount with the amounts provided in Part A of Schedule II of shareholders agreement which amounts to Rs. 217.4 million. Series B NCRPS shall be redeemed on the redemption date at an amount equivalent to investment amount being Rs. 500 million. In the event redemption of the Series A NCRPS occurs at anytime prior to the redemption date, then the aggregate redemption amount for the Series A NCRPS and Series B NCRPS shall be equivalent to sum of the investment amount and the charges calculated at the rate of 14.5% per annum on the investment amount from the previous Series A put option date on which the put option has been exercised by the investor till the date of redemption.

NCRPS carry a call option on the earlier of the date of expiry of 18 months from the first closing date and thereafter on the date falling on expiry of every nine months from the call option trigger date or the date on which the investors issue the notice for indemnification. The Promoter shall have the right but not an obligation to call upon the investor to transfer the investor securities to the Promoter, subject to the conditions as defined in the SSSA. The investor at any time after expiry of period of 24 months from the investment date or the occurrence of the trigger event as defined in the put option agreement whichever is earlier, shall have the right but not the obligation to issue a notice to the purchaser pursuant to which the investor shall require the purchaser to purchase, at the investor's put option price, all of the investor securities held by the investor in the Company on such date and as indicated in the investor put option notice on the put option settlement date.

Liquidation preference - The investor shall have a right to receive the entire Series A and Series B redemption amount and shall rank pari passu with the right of the other holders of securities in the Company upon the occurrence of a liquidation event.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL

(c) Equity and preference shareholders holding more than 5% of equity and preference shares along with the number of equity and preference shares held at the beginning and at the end of the year is as given below:

Name of shareholder	As at 31 March 2010		As at 31 March 2011		As at 31 March 2012		As at 31 March 2013		As at 31 March 2014		As at 31 December 2014	
	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares
Equity shares of Rs.10 each												
Mr. V G Siddhartha	42.88%	6,035,415	42.88%	6,035,415	66.21%	9,319,303	56.40%	8,035,415	56.40%	8,035,415	56.40%	8,035,315
Coffeeday Consolidations Private Limited	10.90%	1,533,552	10.90%	1,533,552	10.90%	1,533,552	10.76%	1,533,552	10.76%	1,533,552	10.76%	1,533,552
Devadarshini Info Technologies Private Limited	10.54%	1,483,055	10.54%	1,483,055	10.54%	1,483,055	10.89%	1,551,055	10.89%	1,551,055	10.89%	1,551,055
Sivan Securities Private Limited	15.09%	2,123,504	15.09%	2,123,504	1.59%	223,504	0.39%	55,504	0.39%	55,504	0.39%	55,504
Gonibedu Coffee Estates Private Limited *(erstwhile Sivan Securities (Mangalore) Private*	9.83%	1,383,888	9.83%	1,383,888	-	-	9.71%	1,383,888	9.71%	1,383,888	9.71%	1,383,888
Compulsorily convertible preference shares of Rs. 10 each												
Standard Chartered Private Equity (Mauritius) II Limited	100%	1,357,410	100%	1,357,410	100%	1,357,410	100%	1,357,410	100%	1,357,410	100%	1,357,410
Series A non-convertible redeemable preference shares of Rs. 10 each												
Aten Portfolio Managers Private Limited	-	-	-	-	-	-	100%	115,402	100%	115,402	100%	115,402
Series B non-convertible redeemable preference shares of Rs. 10 each												
Aten Portfolio Managers Private Limited	-	-	-	-	-	-	100%	167,404	100%	167,404	100%	167,404

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

1. SHARE CAPITAL

(d) Securities convertible into equity in the descending order:

Particulars	Manner of conversion/ redemption	Convertible into	Earliest date of conversion/redemption	Remarks
Compulsorily convertible preference shares of Rs. 10 each	Compulsory	Equity	12 March 2017	Refer 1(b)(ii) above.
Series A non-convertible redeemable preference shares of Rs. 10 each	Redemption	None	27 September 2013	Refer 1(b)(iii) above for the terms of redemption. Neither the promoter nor the investor have exercised call/put option, respectively, as at 31 December 2014. The mandatory redemption date for these securities is 26 April 2015.
Series B non-convertible redeemable preference shares of Rs. 10 each	Redemption	None	27 September 2013	

(e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

f) Subsequent events

i) Pursuant to the approval of the Board of Directors at its meeting held on 2 March 2015, the Company has issued 344,824 fresh equity shares of Rs 10 each, at a premium of Rs 2,890 per share.

ii) Pursuant to the approval of the shareholders granted at its extraordinary general meeting held on 8 May 2015, 102,140,857 equity shares were allotted as fully paid-up to the existing shareholders of the Company in the ratio of seven equity shares for every one equity share held on 7 May 2015. As on 7 May 2015, 14,591,551 equity shares were outstanding. The bonus equity shares were issued by capitalisation of the reserves lying to the credit of the securities premium account of the Company.

iii) Subsequent to the balance sheet date, on 8 May 2015, the promoter shareholder group of the Company has entered into an addendum agreement with Standard Chartered Private Equity (Mauritius) II Limited (the Investor) whereby the 1,357,410 compulsorily convertible preference shares ('CCPS') of Rs. 10 each held by the Investor shall be converted into 13,969,232 equity shares of Rs. 10 each, representing 8.17% of the total equity share capital of the Company on a fully diluted basis, prior to the filing of the Red Herring Prospectus with the Registrar of Companies.

iv) Subsequent to the balance sheet date, on 8 May 2015, the promoter shareholder group of the Company has entered into an addendum agreement with KKR Mauritius PE Investments II, Ltd (the Investor) whereby the 27,160,000 compulsory convertible debentures ('CCD') of Rs. 100 each held by the Investor shall mandatorily and automatically be converted into 17,826,912 equity shares of Rs. 10 each, representing 10.43% of the total equity share capital of the Company on a fully diluted basis, immediately prior to the filing of the Red Herring Prospectus with the Registrar of Companies.

v) Subsequent to the balance sheet date, on 8 May 2015, the promoter shareholder group of the Company has entered into an addendum agreement with Arduino Holdings Limited and NLS Mauritius LLC (the Investor) whereby the 35,998,232 compulsory convertible debentures ('CCD') of Rs. 100 each held by the Investor shall mandatorily and automatically be converted into 22,412,192 equity shares of Rs. 10 each, representing 13.11% of the total equity share capital of the Company on a fully diluted basis, immediately prior to the filing of the Red Herring Prospectus with the Registrar of Companies.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

2. RESERVES AND SURPLUS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Securities premium account						
Balance at the beginning of the year/period	722.54	5,608.92	5,608.92	5,608.92	6,487.04	6,350.84
Add: Additions during the year/period	4,886.38	-	-	945.46	-	-
Less: Accrual of redemption premium on preference shares	-	-	-	67.34	72.50	54.62
Less: Accrual of redemption premium on debentures	-	-	-	-	63.70	159.91
Balance at the end of the year/period	**5,608.92**	**5,608.92**	**5,608.92**	**6,487.04**	**6,350.84**	**6,136.31**
(Deficit) in the statement of profit and loss						
Balance at the beginning of the year	(3.32)	(390.54)	(360.93)	(508.22)	(1,246.24)	(2,043.02)
Add: (Loss)/profit for the year/period	(387.22)	29.61	(147.29)	(738.02)	(796.78)	(930.10)
Balance at the end of the year/period	**(390.54)**	**(360.93)**	**(508.22)**	**(1,246.24)**	**(2,043.02)**	**(2,973.12)**
Total	**5,218.38**	**5,247.99**	**5,100.70**	**5,240.80**	**4,307.82**	**3,163.19**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

3. OTHER LONG-TERM LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Dues to others						
Interest accrued but not due on borrowings	-	-	36.04	76.25	115.02	177.35
Creditors for expenses	-	2.32	5.34	7.58	9.70	10.58
Total	-	**2.32**	**41.38**	**83.83**	**124.72**	**187.93**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

4. LONG-TERM PROVISIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Provision for employee benefits						
- Gratuity (refer note 18 of Annexure V)	-	1.01	1.51	2.34	2.62	3.90
Others						
Accrual of redemption premium on preference shares (refer note 21(a) of Annexure V)	-	-	-	67.34	139.84	-
Accrual of redemption premium on debentures (refer note 21(b) of Annexure V)	-	-	-	-	63.70	223.61
Total	**-**	**1.01**	**1.51**	**69.68**	**206.16**	**227.51**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

5. TRADE PAYABLES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
- Dues to micro and small enterprises (refer note below)	-	-	-	-	-	-
- Dues to other creditors	140.68	3.41	14.07	48.33	18.10	5.31
Total	**140.68**	**3.41**	**14.07**	**48.33**	**18.10**	**5.31**

Note:

1.There are no Micro, Small and Medium Enterprises as required to be disclosed under the "Micro, Small and Medium Enterprise Development Act 2006" identified by the Company on the basis of information with the Company.

2. The figures disclosed above are based on the restated standalone summary statement of assets and liabilities of the Company.

3. The above statement should be read with the notes to restated standalone summary statements of assets and liabilities, restated standalone summary statement of profits and losses and restated standalone summary statement of cash flows appearing in Annexure IV and V.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

6. OTHER CURRENT LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Current maturities of long-term debentures						
600 (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : 600, March 2014 : 600) 14.75% p.a. secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to Aditya Birla Finance Limited	-	-	-	600.00	600.00	600.00
750 (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 750) 14.5% p.a. secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to ICICI Prudential Asset Management Company Limited	-	-	-	-	750.00	750.00
Nil (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : 750, March 2013 : 750, March 2014 : Nil) 12.75% non-convertible debentures of Rs.1,000,000 each issued to Reliance Mutual Fund	-	-	-	750.00	-	-
Nil (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : 500, March 2014 : Nil) 13.25% non-convertible debentures of Rs.1,000,000 each issued to Reliance Capital Asset Management Company Limited	-	-	-	500.00	-	-
Nil (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : 1,000, March 2014 : Nil) 13.75% non-convertible debentures of Rs.1,000,000 each issued to Birla Sunlife Dynamic Bond Fund, Birla Sunlife Short Term Opportunities Fund and Birla Sunlife Medium Term Plan	-	-	-	1,000.00	-	-
Current maturities of long-term debt						
From banks						
Yes Bank	500.00	-	-	-	-	-
From other parties						
IDFC Limited	-	-	-	1,500.00	-	-
Nomura Capital India Private Limited	-	-	-	500.00	-	500.00
L & T Finance Limited	-	-	-	250.00	250.00	750.00
TATA Capital Limited	112.50	637.50	140.00	280.00	560.00	630.00
Kotak Mahindra Prime Limited	-	-	-	-	-	500.00
Kotak Mahindra Investments Limited	-	-	-	-	-	200.00
Interest accrued but not due on borrowings	14.97	45.23	29.25	45.12	63.93	153.61
Interest accrued and due on borrowings	-	21.22	-	-	-	-

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

6. OTHER CURRENT LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Advances from customers	-	3.09	3.97	3.16	3.41	4.47
Other payables						
- Creditors for expenses	0.23	-	0.51	0.52	0.71	0.70
- Accrued salaries and benefits	-	-	1.72	2.47	2.48	2.78
- Statutory dues	15.49	12.84	16.99	51.54	15.43	35.13
- Creditors for capital goods	-	4.58	12.10	3.16	2.85	1.39
Total	**643.19**	**724.46**	**204.54**	**5,485.97**	**2,248.81**	**4,128.08**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

7. SHORT-TERM PROVISIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Provision for employee benefits						
- Gratuity [Refer note 18 of Annexure V]	-	0.05	0.08	0.15	0.19	0.21
Others						
- Accrual of redemption premium on preference shares (refer note 21(a) of Annexure V)	-	-	-	-	-	194.46
Total	**-**	**0.05**	**0.08**	**0.15**	**0.19**	**194.67**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

8. STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

a. For the year ended 31 March 2011 :

(Rs. in Million, unless otherwise stated)

Description	Gross block			Accumulated depreciation			Net block	
	As at 1 April 2010	Additions during the year*	As at 31 March 2011	As at 1 April 2010	Charge for the year	As at 31 March 2011	As at 31 March 2011	As at 31 March 2010
Tangible fixed assets - Owned								
Buildings	-	65.01	65.01	-	1.63	1.63	63.38	-
Plant and machinery	-	2.28	2.28	-	0.26	0.26	2.02	-
Furniture and fittings	-	2.08	2.08	-	0.24	0.24	1.84	-
Vehicles	-	0.08	0.08	-	0.01	0.01	0.07	-
Office equipment	-	0.79	0.79	-	0.12	0.12	0.67	-
Computers	-	0.93	0.93	-	0.41	0.41	0.52	-
	-	**71.17**	**71.17**	**-**	**2.67**	**2.67**	**68.50**	**-**
Total	**-**	**71.17**	**71.17**	**-**	**2.67**	**2.67**	**68.50**	**-**

* includes tangible assets amounting to Rs. 34.07 million acquired from Wilderness Resorts Private Limited, a related party under Business Purchase Agreement.

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

8. TANGIBLE ASSETS AND INTANGIBLE ASSETS

b. For the year ended 31 March 2012 :

(Rs. in Million, unless otherwise stated)

Description	Gross block			Accumulated depreciation			Net block	
	As at 1 April 2011	Additions during the year	As at 31 March 2012	As at 1 April 2011	Charge for the year	As at 31 March 2012	As at 31 March 2012	As at 31 March 2011
Tangible fixed assets - Owned								
Buildings	65.01	39.04	104.05	1.63	4.74	6.37	97.68	63.38
Plant and machinery	2.28	0.79	3.07	0.26	0.34	0.60	2.47	2.02
Furniture and fittings	2.08	2.03	4.11	0.24	0.48	0.72	3.39	1.84
Vehicles	0.08	0.05	0.13	0.01	0.01	0.02	0.11	0.07
Office equipment	0.79	0.63	1.42	0.12	0.20	0.32	1.10	0.67
Computers	0.93	0.05	0.98	0.41	0.49	0.90	0.08	0.52
	71.17	**42.59**	**113.76**	**2.67**	**6.26**	**8.93**	**104.83**	**68.50**
Intangible fixed assets - Owned								
Software	-	0.01	0.01	-	-	-	0.01	-
	-	**0.01**	**0.01**	**-**	**-**	**-**	**0.01**	**-**
Total	**71.17**	**42.60**	**113.77**	**2.67**	**6.26**	**8.93**	**104.84**	**68.50**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

8. TANGIBLE ASSETS AND INTANGIBLE ASSETS

c. For the year ended 31 March 2013 :

(Rs. in Million, unless otherwise stated)

Description	Gross block			Accumulated depreciation			Net block	
	As at 1 April 2012	Additions / adjustments during the year	As at 31 March 2013	As at 1 April 2012	Charge for the year	As at 31 March 2013	As at 31 March 2013	As at 31 March 2012
Tangible fixed assets - Owned								
Buildings	104.05	2.68	106.73	6.37	5.15	11.52	95.21	97.68
Plant and machinery	3.07	0.73	3.80	0.60	0.44	1.04	2.76	2.47
Furniture and fittings	4.11	0.44	4.55	0.72	0.57	1.29	3.26	3.39
Vehicles	0.13	0.07	0.20	0.02	0.02	0.04	0.16	0.11
Office equipment	1.42	0.03	1.45	0.32	0.24	0.56	0.89	1.10
Computers	0.98	0.04	1.02	0.90	0.09	0.99	0.03	0.08
	113.76	**3.99**	**117.75**	**8.93**	**6.51**	**15.44**	**102.31**	**104.83**
Intangible fixed assets - Owned								
Software	0.01	0.18	0.19	-	0.03	0.03	0.16	0.01
	0.01	**0.18**	**0.19**	**-**	**0.03**	**0.03**	**0.16**	**0.01**
Total	**113.77**	**4.17**	**117.94**	**8.93**	**6.54**	**15.47**	**102.47**	**104.84**

Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)*

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

8. TANGIBLE ASSETS AND INTANGIBLE ASSETS

d. For the year ended 31 March 2014:

(Rs. in Million, unless otherwise stated)

Description	Gross block			Accumulated depreciation			Net block	
	As at 1 April 2013	Additions during the year	As at 31 March 2014	As at 1 April 2013	Charge for the year	As at 31 March 2014	As at 31 March 2014	As at 31 March 2013
Tangible fixed assets - Owned								
Buildings	106.73	-	106.73	11.52	5.42	16.94	89.79	95.21
Plant and machinery	3.80	0.01	3.81	1.04	0.48	1.52	2.29	2.76
Furniture and fittings	4.55	0.24	4.79	1.29	0.41	1.70	3.09	3.26
Vehicles	0.20	-	0.20	0.04	0.03	0.07	0.13	0.16
Office equipment	1.45	0.06	1.51	0.56	0.25	0.81	0.70	0.89
Computers	1.02	0.12	1.14	0.99	0.15	1.14	-	0.03
	117.75	**0.43**	**118.18**	**15.44**	**6.74**	**22.18**	**96.00**	**102.31**
Intangible fixed assets - Owned								
Software	0.19	-	0.19	0.03	0.10	0.13	0.06	0.16
	0.19	**-**	**0.19**	**0.03**	**0.10**	**0.13**	**0.06**	**0.16**
Total	**117.94**	**0.43**	**118.37**	**15.47**	**6.84**	**22.31**	**96.06**	**102.47**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

8. TANGIBLE ASSETS AND INTANGIBLE ASSETS

e. For the nine months period ended 31 December 2014

(Rs. in Million, unless otherwise stated)

Description	Gross block			Accumulated depreciation			Net block	
	As at 1 April 2014	Additions during the period	As at 31 December 2014	As at 1 April 2014	Charge for the period	As at 31 December 2014	As at 31 December 2014	As at 31 March 2014
Tangible fixed assets - Owned								
Buildings	106.73	-	106.73	16.94	4.02	20.96	85.77	89.79
Plant and machinery	3.81	1.17	4.98	1.52	0.39	1.91	3.07	2.29
Furniture and fittings	4.79	0.07	4.86	1.70	0.45	2.15	2.71	3.09
Vehicles	0.20	-	0.20	0.07	0.02	0.09	0.11	0.13
Office equipment	1.51	-	1.51	0.81	0.19	1.00	0.51	0.70
Computers	1.14	-	1.14	1.14	0.00	1.14	-	-
	118.18	**1.24**	**119.42**	**22.18**	**5.07**	**27.25**	**92.17**	**96.00**
Intangible fixed assets - Owned								
Software	0.19	-	0.19	0.13	0.05	0.18	0.01	0.06
	0.19	**-**	**0.19**	**0.13**	**0.05**	**0.18**	**0.01**	**0.06**
Total	**118.37**	**1.24**	**119.61**	**22.31**	**5.12**	**27.43**	**92.18**	**96.06**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

9. OTHER NON-CURRENT ASSETS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Fixed deposit accounts with banks*	-	5.39	24.10	124.00	199.30	208.60
Total	**-**	**5.39**	**24.10**	**124.00**	**199.30**	**208.60**

*represents balances held as margin money or security against borrowings.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

10. CASH AND BANK BALANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Cash and cash equivalents						
Cash on hand	0.01	0.28	0.11	0.36	0.30	0.30
Balance with banks:						
- in current accounts	2,075.64	14.60	3.24	2.30	5.06	7.70
- in deposit accounts (Refer note below)	7,500.00	280.00	-	-	-	-
Total	**9,575.65**	**294.88**	**3.35**	**2.66**	**5.36**	**8.00**

Note: Fixed deposits with a original maturity period of less than 3 months are classified as "Cash and cash equivalents".

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

11. OTHER CURRENT ASSETS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Interest accrued but not due	9.12	3.04	-	2.00	1.62	3.84
Total	**9.12**	**3.04**	**-**	**2.00**	**1.62**	**3.84**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

12. INCOME FROM OPERATIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Income from operations						
Sale of services						
Hospitality services	4.35	48.84	76.60	86.47	92.98	81.99
Consultancy services	14.07	99.27	77.87	-	179.79	-
Sale of products						
Sale of coffee beans	-	-	-	-	-	43.28
Other operating revenue						
Dividend income	-	-	10.90	20.54	84.74	91.67
	18.42	**148.11**	**165.37**	**107.01**	**357.51**	**216.94**
Less: Service tax	(1.67)	(10.14)	(9.76)	(2.70)	(25.48)	(4.97)
Less: Sales tax	-	(1.42)	(2.30)	(2.66)	(2.70)	(4.75)
Less: Luxury tax	-	(2.35)	(3.93)	(4.16)	(4.43)	(3.92)
Total	**16.75**	**134.20**	**149.38**	**97.49**	**324.90**	**203.30**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

13. EMPLOYEE BENEFITS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Salaries and wages	1.87	22.60	24.43	36.07	39.48	33.12
Contribution to provident and other funds	0.07	0.81	0.80	0.96	1.30	1.10
Staff welfare expenses	-	0.66	0.66	0.90	1.74	0.84
Total	**1.94**	**24.07**	**25.89**	**37.93**	**42.52**	**35.06**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

14. FINANCE COSTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Interest expenses	234.36	156.95	307.76	626.82	919.85	925.98
Other borrowing costs	33.79	3.60	5.71	58.75	89.58	56.78
Total	**268.15**	**160.55**	**313.47**	**685.57**	**1,009.43**	**982.76**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

15. OTHER EXPENSES

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Operating and administrative expenses						
Advertisement expenses	-	1.51	1.06	69.10	164.72	48.77
Repairs and maintenance						
- Machinery	-	1.55	1.86	2.83	1.99	1.11
- Buildings	-	0.40	0.34	0.39	0.81	0.59
- Others	-	0.80	1.63	1.95	3.09	4.29
Food, beverages and other consumables	-	6.81	8.18	7.53	8.17	7.31
Rates and taxes	12.85	2.90	6.42	7.30	7.21	6.39
Rent [Refer note 17 of Annexure V]	-	5.96	7.12	6.47	6.47	4.86
Legal and professional fees	144.77	13.06	11.12	9.96	3.48	1.15
Insurance	-	1.12	1.06	1.15	1.12	0.85
Travelling and conveyance	-	0.91	0.91	0.71	0.91	0.34
Power and fuel	-	2.37	4.08	5.73	7.09	7.02
Communication expenses	-	0.43	0.43	0.39	0.44	0.66
Printing and stationery	-	0.33	0.85	0.46	0.36	0.34
Freight and handling charges	-	0.11	0.14	0.16	0.15	0.16
Miscellaneous	1.22	0.44	0.14	0.19	0.20	0.18
Total	**158.84**	**38.70**	**45.34**	**114.32**	**206.21**	**84.02**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

16. RESTATED STATEMENT OF SEGMENT INFORMATION

The Company is the parent company of the Coffee Day Group. The Company, primarily through its subsidiaries, associates and joint venture companies (together referred to as "the Group") are primarily engaged in business in multiple sectors such as Coffee: retail and exports, Leasing of commercial office space, Financial services, Integrated Multimodal Logistics, Hospitality and Information Technology (IT) / Information Technology Enabled Services (ITeS). Other than being an investment company, on a standalone basis, the Company owns and operates a resort and also renders consultancy services. Further, during the period ended 31 December 2014, the Company has also entered into the business of trading in coffee beans.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments.

Assets, liabilities, revenues and direct expenses in relation to segments are categorized based on items that are individually identifiable to that segment, while other costs, wherever allocable, are apportioned to the segments on an appropriate basis. Certain items are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practicable to provide segment disclosures relating to such items, and accordingly such items are separately disclosed as 'unallocated'. Segment revenue does not include interest income or dividend income, including interest earned on deposits/advances.

The only geographical segment is India. Since the relevant information is available from the balance sheet and statement of profit and loss itself, the Company is not required to disclose the secondary segment information as per AS 17 - Segment Reporting.

Primary segment information:

(Rs. in Million, unless otherwise stated)

PARTICULARS	**For the year ended 31 March**					**For the period from 1 April to 31 December**
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Segment revenue						
Coffee and related business	-	-	-	-	-	41.02
Consultancy	12.40	90.00	70.60	-	160.00	-
Hospitality	4.35	44.20	67.88	76.95	80.16	70.61
Investment	-	-	10.90	20.54	84.74	91.67
	16.75	**134.20**	**149.38**	**97.49**	**324.90**	**203.30**
Segment results						
Coffee and related business	-	-	-	-	-	0.35
Consultancy	1.77	67.17	49.68	-	137.77	-
Hospitality	-	2.15	12.48	(2.84)	11.75	(3.97)
Investment	(177.78)	(3.64)	(17.88)	(8.73)	16.17	91.67
	(176.01)	**65.68**	**44.28**	**(11.57)**	**165.69**	**88.05**
Other unallocable expenditure, net of unallocable income	(211.21)	(28.69)	(189.33)	(726.45)	(962.47)	(1,018.15)
(Loss)/profit before tax	**(387.22)**	**36.99**	**(145.05)**	**(738.02)**	**(796.78)**	**(930.10)**
Income taxes	-	(7.38)	(2.24)	-	-	-
	-	**(7.38)**	**(2.24)**	-	-	-
(Loss)/profit after tax	**(387.22)**	**29.61**	**(147.29)**	**(738.02)**	**(796.78)**	**(930.10)**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Segment assets						
Consultancy	14.73	79.56	78.84	3.33	166.80	-
Hospitality	-	104.32	122.60	115.77	105.79	101.38
Investment	13,194.39	16,293.68	13,603.16	18,259.87	20,436.80	20,635.49
Unallocated	11.82	19.68	37.83	18.47	36.75	249.58
	13,220.94	**16,497.24**	**13,842.43**	**18,397.44**	**20,746.14**	**20,986.45**
Segment liabilities						
Consultancy	-	-	-	2.22	2.35	-
Hospitality	-	11.04	25.80	18.59	22.02	27.43
Investment	156.40	3.39	49.56	47.34	31.99	1.40
Unallocated	7,691.83	11,080.49	8,512.04	12,929.63	16,223.10	17,635.57
	7,848.23	**11,094.92**	**8,587.40**	**12,997.78**	**16,279.46**	**17,664.40**

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Depreciation						
Hospitality	-	2.67	6.26	6.54	6.84	5.12
	-	**2.67**	**6.26**	**6.54**	**6.84**	**5.12**
Capital expenditure (including capital work in progress)						
Hospitality	-	84.17	17.50	13.10	0.74	2.70
	-	**84.17**	**17.50**	**13.10**	**0.74**	**2.70**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

17. LEASES

Cancellable operating lease

The Company leases office premises and staff quarters under cancellable operating lease agreements. The Company intends to renew such leases in the normal course of its business. Total expense under cancellable operating leases amounted to the following:

(Rs. in Million, unless otherwise stated)

Particulars	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Lease rental expense	-	0.08	0.10	0.15	0.15	0.12

Non-cancellable operating lease

The Company leases land for operating resort under non-cancellable operating lease agreement. The Company intends to renew such lease in the normal course of its business. Total expense under non-cancellable operating leases amounted to the following:

Particulars	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Lease rental expense	-	5.88	7.02	6.32	6.32	4.74

Future minimum lease payments under non–cancellable operating lease are as under:

Particulars	For the year ended 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Not later than one year	-	3.73	3.92	4.12	4.33	4.49
Later than one year and not later than five years	-	12.99	13.64	18.65	19.58	15.60
Later than five years	-	125.41	121.88	112.07	102.90	100.00

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

18. GRATUITY

The following table sets out the status of the funded gratuity plan as required under AS 15 'Employee benefits'.

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Change in projected benefit obligation						
Obligations at the beginning of the year	-	-	1.06	1.59	2.49	2.81
Service cost	-	1.06	0.59	0.50	0.72	0.47
Interest cost	-	-	0.13	0.18	0.25	0.25
Benefits settled	-	-	(0.12)	(0.07)	(0.14)	(0.21)
Actuarial (gain) / loss	-	-	(0.07)	0.29	(0.51)	0.79
Obligations at year end / period end	**-**	**1.06**	**1.59**	**2.49**	**2.81**	**4.11**
Liability recognised in the balance sheet	-	1.06	1.59	2.49	2.81	4.11
- Current	-	0.05	0.08	0.15	0.19	0.21
- Non-current	-	1.01	1.51	2.34	2.62	3.90
Reconciliation of present value of obligation and fair value of plan assets						
Fair value of plan assets at the end of the year / period	-	-	-	-	-	-
Present value of defined benefit obligation at the end of the year / period	-	1.06	1.59	2.49	2.81	4.11
Liability recognised in the balance sheet	**-**	**1.06**	**1.59**	**2.49**	**2.81**	**4.11**
Experience adjustment on plan assets	-	-	-	-	-	-
Experience (gains)/losses on projected benefit obligation	-	-	0.02	0.10	(0.02)	(0.03)
Total (gain)/loss	**-**	**-**	**0.02**	**0.10**	**(0.02)**	**(0.03)**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

18. GRATUITY

(Rs. in Million, unless otherwise stated)

PARTICULARS	**For the year ended 31 March**					**For the period from 1 April to 31 December**
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Gratuity cost for the year / period						
Service cost	-	1.06	0.59	0.50	0.72	0.47
Interest cost	-	-	0.13	0.18	0.25	0.25
Actuarial (gain) / loss	-	-	(0.07)	0.29	(0.51)	0.79
Net gratuity cost	**-**	**1.06**	**0.65**	**0.97**	**0.46**	**1.51**
Assumptions						
Interest rate	-	8.05%	8.65%	8.05%	9.35%	8.95%
Salary increase	-	8.00%	8.00%	8.00%	8.00%	8.00%
Retirement age	-	60 years	60 years	60 years	60 years	60 years
Attrition rate	-	2-10% based on the age group	2-10% based on the age group	2-10% based on the age group	2-10% based on the age group	2-10% based on the age group
Mortality table	-	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)	IALM (2006-08)	IALM (2006-08)

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

19. EXPENDITURE IN FOREIGN CURRENCY

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Professional fees	-	5.35	5.36	6.95	-	-

Coffee Day Enterprises Limited (formerly known as Coffee Day Enterprises Private Limited)

ANNEXURE - V

20. RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

20A. DETAILS OF THE LIST OF RELATED PARTIES AND NATURE OF RELATIONSHIPS

(Rs. in Million, unless otherwise stated)

PARTICULARS	**For the year ended 31 March**					**For the period from 1 April to 31 December**
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Key management personnel	V.G. Siddhartha	V.G. Siddhartha	V.G. Siddhartha	V.G. Siddhartha	V.G. Siddhartha	V.G. Siddhartha
	Malavika Hegde	Malavika Hegde	Malavika Hegde	Malavika Hegde	Malavika Hegde	Malavika Hegde
	Sanjay Nayar	Sanjay Nayar	Sanjay Nayar	Sanjay Nayar	Sanjay Nayar	Sanjay Nayar
	Nainesh Jaisingh	Nainesh Jaisingh	Nainesh Jaisingh	Nainesh Jaisingh	Nainesh Jaisingh	Nainesh Jaisingh
	Parag Saxena	Parag Saxena	Parag Saxena	Parag Saxena	Parag Saxena	Parag Saxena
	H.V Santhrupth	H.V Santhrupth	H.V Santhrupth	H.V Santhrupth	H.V Santhrupth	H.V Santhrupth
	G. R. Mahendra	G. R. Mahendra	G. R. Mahendra	G. R. Mahendra	G. R. Mahendra (resigned w.e.f 11 July 2013)	-
	-	Udai Dhawan	Udai Dhawan	Udai Dhawan	Udai Dhawan	Udai Dhawan
	-	Jacob Kurian	Jacob Kurian	Jacob Kurian	Jacob Kurian	Jacob Kurian
					Niveditha K H	Niveditha K H
Enterprises where control exists	Refer Annex IV (3)	Refer Annex IV (3)	Refer Annex IV (3)	Refer Annex IV (3)	Refer Annex IV (3)	Refer Annex IV (3)
Other associte entities with whom transactions have taken place during the year	Sivan Securities Private Limited	Sivan Securities Private Limited	Sivan Securities Private Limited	Sivan Securities Private Limited	Sivan Securities Private Limited	Sivan Securities Private Limited
	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited
	Vakratunda Holding Private Limited	Vakratunda Holding Private Limited	-	-	-	-
	Sivan Securities (Mangalore) Private Limited	Sivan Securities (Mangalore) Private Limited	-	-	-	-

Note 1:
The figures disclosed above are based on the restated standalone financial information of Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited).*

Note 2:
Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

20. RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

20B. Related party disclosures - Transactions during the year

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY	For the Year ended 31 March					For the period from 1 April to 31 December
		2010	2011	2012	2013	2014	2014
Services rendered (Income from hospitality services):	Karnataka Wildlife Resorts Private Limited	1.54	7.57	7.95	12.44	14.67	12.65
	Mysore Amalgamated Coffee Estates Limited	-	-	-	0.23	0.13	0.33
	Coffee Day Hotels and Resorts Private Limited	2.15	-	-	-	-	-
	Wilderness Resorts Private Limited	0.65	0.19	-	-	-	-
Services rendered (Income from consultancy services):	Tanglin Developments Limited	4.95	20.00	0.50	-	160.00	-
	Tanglin Retail Reality Developments Private Limited	-	65.00	0.20	-	-	-
	Way2Wealth Commodities Private Limited	7.45	2.99	0.20	-	-	-
	Coffee Day Hotels and Resorts Private Limited	-	2.01	0.20	-	-	-
	Sical Logistics Limited	-	-	29.50	-	-	-
	Sical Iron Ore Terminal (Mangalore) Limited	-	-	40.00	-	-	-
Rent paid:	Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*	0.07	0.08	0.09	0.10	0.10	0.07
Business unit acquired:	Wilderness Resorts Private Limited	-	48.50	-	-	-	-
Loans given to:	Tanglin Developments Limited	-	6,400.00	-	3,063.66	278.91	481.49
	Coffee Day Hotels and Resorts Private Limited	-	960.00	-	4.09	2,235.00	690.40
Purchase of debentures of :	Tanglin Developments Limited	-	-	3,751.60	-	-	-
Debentures redeemed:	Tanglin Developments Limited	-	-	3,991.62	-	-	-
Interest received:	Tanglin Developments Limited	-	-	91.74	-	-	-
Loans recovered from:	Tanglin Developments Limited	-	-	4,323.18	3,506.69	70.29	261.81
	Coffee Day Hotels and Resorts Private Limited	-	-	-	963.09	190.40	446.00
Purchase of consumables:	Mysore Amalgamated Coffee Estates Limited	-	-	0.47	0.40	0.06	0.63
Loans received from:	Sivan Securities Private Limited	111.04	1,880.87	-	498.08	98.30	-
	Mysore Amalgamated Coffee Estates Limited	345.89	-	-	-	113.01	1,284.75

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

20. RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

20B. Related party disclosures - Transactions during the year

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY	For the Year ended 31 March					For the period from 1 April to 31 December
		2010	2011	2012	2013	2014	2014
Loan repaid to:	Sivan Securities Private Limited	-	1,944.06	47.85	484.08	112.31	-
	Mysore Amalgamated Coffee Estates Limited	345.89	-	-	-	97.35	1,295.33
Shares allotted:	Sivan Securities Private Limited	1,630.00	-	-	-	-	-
Dividend received:	Mindtree Limited	-	-	10.90	20.54	84.74	91.67
Investments in shares of:	Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*	-	3,600.00	-	5,541.86	-	-
	Tanglin Developments Limited	-	500.00	-	-	-	-
	Way 2 Wealth Securities Private Limited	-	719.78	-	-	-	-
Share application money refunded by:	Coffee Day Hotels and Resorts Private Limited	-	48.50	-	-	-	-
Purchase of investments from:	Sivan Securities Private Limited	453.90	-	-	-	-	-
	Sivan Securities (Mangalore) Private Limited	7.75	-	-	-	-	-
	Vakratunda Holding Private Limited	250.00	-	-	-	-	-

Note 1:
The figures disclosed above are based on the restated standalone financial information of Coffee Day Enterprises Limited *(formerly known as Coffee Day Enterprises Private Limited)* .

Note 2:
Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

20. RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSCATIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

20C. Related party disclosures - Outstanding balances as at balance sheet date

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
Short-term borrowing:	Mysore Amalgamated Coffee Estates Limited	-	-	-	-	15.66	5.08
	Sivan Securities Private Limited	111.04	47.85	-	14.00	-	-
Long-term loans and advances recoverable:	Tanglin Developments Limited	-	2,400.00	2,067.65	1,716.36	1,924.98	2,144.66
	Coffee Day Hotels and Resorts Private Limited	-	960.00	1,066.25	15.52	2,060.11	2,304.51
Interest receivable	Tanglin Developments Limited	-	-	82.57	-	-	-
Trade payables:	Mysore Amalgamated Coffee Estates Limited	-	-	0.12	0.45	0.60	0.16
Trade receivables:	Karnataka Wildlife Resorts Private Limited	0.49	3.98	11.86	6.48	3.33	0.07
	Tanglin Developments Limited	4.72	12.05	6.71	-	163.78	0.00
	Mysore Amalgamated Coffee Estates Limited	-	0.16	0.12	-	0.02	0.25
	Coffee Day Hotels and Resorts Private Limited	2.00	3.99	4.19	-	-	-
	Way2Wealth Commodities Private Limited	7.39	2.97	0.20	-	-	-
	Tanglin Retail Reality Developments Private Limited	-	64.53	64.72	-	-	-
	Wilderness Resorts Private Limited	0.13	-	-	-	-	-
Advances recoverable in cash or in kind	Coffee Day Hotels and Resorts Private Limited	-	1.40	7.31	11.02	11.30	10.77
	Karnataka Wildlife Resorts Private Limited	-	0.57	3.88	-	0.22	-
	Wilderness Resorts Private Limited	-	1.21	1.45	0.99	-	-
	Tanglin Developments Limited	-	4,000.00	-	-	-	-

Note 1:
The figures disclosed above are based on the restated standalone financial information of Coffee Day Enterprises Limited (formerly known as Coffee Day Enterprises Private Limited).

Note 2:
Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - V

NOTES TO THE RESTATED STANDALONE FINANCIAL INFORMATION

21. Disclosure of provisions movement as required under Accounting Standard – 29 'Provisions, Contingent Liabilities and Contingent Assets' is as follows:

a) Accrual of redemption premium on preference shares:

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Balance as at beginning of the year/period	-	-	-	-	67.34	139.84
Provisions made during the year/period	-	-	-	67.34	72.50	54.62
Utilisations during the year/period	-	-	-	-	-	-
Released during the year/period	-	-	-	-	-	-
Total	**-**	**-**	**-**	**67.34**	**139.84**	**194.46**

b) Accrual of redemption premium on debentures:

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Balance as at beginning of the year/period	-	-	-	-	-	63.70
Provisions made during the year/period	-	-	-	-	63.70	159.91
Utilisations during the year/period	-	-	-	-	-	-
Released during the year/period	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**63.70**	**223.61**

Refer note 1(b)(iii) of Annexure V and Annexure VII C for details on expected timing of resulting outflow of economic benfits related to preference shares and debentures, respectively.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO AUDITED FINANCIAL STATEMENTS

The summary of results of restatement made in the audited financial statements for the respective years and its impact on the reported results of the Company is as follows :

A) IMPACT ON PROFIT / LOSSES DUE TO RESTATEMENT

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Net profit/(loss) after tax as per audited financial statements	(399.59)	37.00	(132.70)	(686.90)	(873.51)	(914.11)
Adjustments to net profit as per audited financial statements						
A) Prior period items (refer note A):						
(i) Prior period expenses	-	-	-	(51.12)	67.11	(15.99)
B) Material adjustments pertaining to previous years (refer note B)						
1) Recognition of service tax input credit	12.37	-	(12.36)	-	-	-
2) Reversal of MAT credit entitlement	-	(7.39)	(2.23)	-	9.62	-
Total impact of the adjustments	**12.37**	**(7.39)**	**(14.59)**	**(51.12)**	**76.73**	**(15.99)**
Tax impact on adjustments (refer note B)	-	-	-	-	-	-
Total adjustments	**12.37**	**(7.39)**	**(14.59)**	**(51.12)**	**76.73**	**(15.99)**
Net (loss)/profit after tax, as restated	**(387.22)**	**29.61**	**(147.29)**	**(738.02)**	**(796.78)**	**(930.10)**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO AUDITED FINANCIAL STATEMENTS

Notes on adjustments for Restated Standalone Summary Statements

A) Prior period items

In the audited standalone financial statements for the years ended 31 March 2013, 31 March 2014 and for the nine months period ended 31 December 2014, the Company had classified certain transactions as prior period items. Accordingly, in the preparation of the Restated Standalone Financial Information, the effect of these prior period items has been appropriately adjusted to the results of the respective year / period to which these items pertain to with a corresponding restatement of the respective assets / liabilities.

B) Material adjustments pertaining to previous years

1) Recognition of service tax input credit

During the years ended 31 March 2012, the Company had recognised service tax input credit pertaining to earlier years. For the purpose of the Restated Standalone Financial Information, the amount has been adjusted to the statement of profit and loss of the relevant years to which the input credit pertains to. Corresponding adjustment of respective assets / liabilities have also been made in the Restated Standalone Financial Information in the respective years.

2) Reversal of MAT credit entitlement

During the years ended 31 March 2011 and 2012 the Company had recognised MAT credit entitlement which was reversed subsequently during year ended 31 March 2014 in the absence of convincing evidence that the Company will pay normal income tax during the specified period. Accordingly, such reversal of MAT credit entitlement have been adjusted in the respective years. Corresponding adjustment of respective assets / liabilities have also been made in the Restated Standalone Financial Information in the respective years to which they relate.

3) Tax impact on adjustments

The above prior period items and other material adjustments pertaining to previous years did not have any tax impact owing to the brought forward losses of the Company on the restated results of the Company for the respective years.

C) Regrouping

Figures have been regrouped / recasted for the consistency of presentation.

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Cash flow statement						
Cash flows from investing activities have been classified as cash flows from operating activities	1,685.68	5,011.30	1,790.19	5,541.86	(213.79)	-
Revenue from operations						
Dividend income has been classified as 'Other operating revenue' from 'Other income'	-	-	10.90	20.54	-	-
Long-term provisions						
Accrual of redemption premium on preference shares has been classified as 'Long-term provisions' from 'Reserves and surplus'	-	-	-	67.34	-	-

D) Application of Revised Schedule VI

During the year ended 31 March 2012, the revised Schedule VI to the Companies Act, 1956, became applicable to the Company for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosure made in the financial statements. Accordingly, the reclassifications have been made in the financial statements for the year ended 31 March 2011 and 31 March 2010 to comply with the requirements of the revised Schedule VI. Since it does not have any impact on the recognition and measurement of the figures, these have not been included as a part of differences above.

E) Non-adjusting items

Certain qualifications in the Annexure to Auditor's report (Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act) of the financial statements for the years ended 31 March 2014, 2013, 2012, 2011 and 2010 and for the nine months period ended 31 December 2014 which do not require any quantitative adjustment in the restated standalone financial information are as follows (amounts in Rs.) :

Financial Year : 2009-10

a) According to the information and explanations given to us, the Company did not have an internal audit system during the year.

b) (1) The Company has taken loans from 2 parties covered in the register maintained u/s 301 of the Companies Act, 1956 during the period to the tune of Rs. 45.69 crores.
(2) No interest is being paid on the loan. Other terms and conditions are prima facie not prejudicial to the interest of the Company.
(3) Repayment schedule is not agreed upon hence we are unable to comment upon the regularity of repayment of the loan.

c) According to the Company, the transactions exceeding Rs.5 lakhs during the financial year in respect of each party made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 have been made at prices which compare favorably with market prices. However in the absence of comparable transactions we are unable to comment on the same.

Financial Year : 2010-11

a) According to the information and explanations given to us, the Company did not have an internal audit system during the year.

b) Where each of such transaction is in excess of Rs.5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time except in respect of certain Consultancy services provided for which comparable quotations are not available and in respect of which we are unable to comment.

Financial Year : 2011-12

a) According to the information and explanations given to us, the Company did not have an internal audit system during the year.

b) Where each of such transaction is in excess of Rs.5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time except in respect of certain Consultancy services provided for which comparable quotations are not available and in respect of which we are unable to comment.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO AUDITED FINANCIAL STATEMENTS

Financial Year : 2012-13

a) Where each of such transaction is in excess of Rs. 5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time, other than certain purchases which are of a special nature for which comparable quotations are not available and in respect of which we are , therefore, unable to comment.

b) According to the information and explanations given to us, the Company did not have an internal audit system during the year.

c) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31 March 2013 for a period of more than nine months from the date they became payable, except for Tax deducted at source of Rs.3,924,413.

d) ln our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis amounting to Rs.1,537,310,804 have been used during the year for long-term investment.

e) Except for delays in remittance of Tax Deducted at Source and Service Tax, the Company has generally been regular in depositing undisputed statutory dies, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with appropriate authorities.

Financial Year : 2013-14

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Sales tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, except undisputed Income tax and Service tax dues which have not been regularly deposited by the Company, with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Employees' State Insurance, Wealth tax, Excise duty and Custom duty during the year.

b) The accumulated losses of the Company at the end of the financial year are not more than fifty percent of its net worth. The Company has incurred cash losses in the current financial year as well as in the immediately preceding financial year.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII A

RESTATED STANDALONE STATEMENT OF SECURED AND UNSECURED LONG-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Secured						
Debentures						
2,500 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 2,500) 14.25% p.a. secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to Reliance Mutual Fund	-	-	-	-	1,930.00	2,500.00
650 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 650) zero coupon secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to DSP BlackRock Income Opportunities Fund	-	-	-	-	650.00	650.00
850 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 850) zero coupon secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to Aditya Birla Private Equity - Fund I	-	-	-	-	850.00	850.00
1,000 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 1,000) 13.75% p.a. secured rated redeemable non-convertible debentures of Rs. 1,000,000 each issued to ICICI Prudential Asset Management Company	-	-	-	-	1,000.00	1,000.00
Nil (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : 750, March 2013 : Nil, March 2014 : Nil) 12.75% non-convertible debentures of Rs.1,000,000 each issued to Reliance Mutual Fund	-	-	750.00	-	-	-
Term loans						
From other parties						
L & T Finance Limited	-	-	-	-	1,000.00	500.00
Nomura Capital India Private Limited	-	-	-	-	700.00	-
Rabo India Finance Limited	-	-	-	-	800.00	800.00
Tata Capital Limited	637.50	-	1,260.00	980.00	420.00	-

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII A

RESTATED STANDALONE STATEMENT OF SECURED AND UNSECURED LONG-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at 31 March**					**As at 31 December**
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Unsecured						
Debentures						
27,160,000 (Previous years : March 2010 : 27,160,000, March 2011 : 27,160,000, March 2012 : 27,160,000, March 2013 :27,160,000, March 2014 : 27,160,000) zero coupon compulsorily convertible debentures of Rs.100 each issued to KKR Mauritius PE Investments II Limited (Refer note 1(f)(iv) for subsequent events)	2,716.00	2,716.00	2,716.00	2,716.00	2,716.00	2,716.00
35,998,232 (Previous years : March 2010 : 35,998,232, March 2011 : 35,998,232, March 2012 : 35,998,232, March 2013 : 35,998,232, March 2014 : 35,998,232) compulsorily convertible debentures of Rs.100 each issued to Arduino Holdings Limited (Refer note 1(f)(v) for subsequent events)	3,599.82	3,599.82	3,599.82	3,599.82	3,599.82	3,599.82
Total	**6,953.32**	**6,315.82**	**8,325.82**	**7,295.82**	**13,665.82**	**12,615.82**

Note:
1. The above statement should be read with the notes to the Restated Standalone Summary Statements of Assets and Liabilities, Restated Standalone Summary Statements of Profit and Losses and Restated Standalone Summary Statements of Cash Flows appearing in Annexure IV and V.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII B

RESTATED STANDALONE STATEMENT OF SECURED AND UNSECURED SHORT-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Unsecured, considered good						
Loans from other parties						
Housing Development Finance Corporation Limited	-	4,000.00	-	-	-	-
Tata Capital Limited	-	-	-	-	-	300.00
Dues to the Promoters/ group companies / related parties						
Mysore Amalgamated Coffee Estates Limited	-	-	-	-	15.66	5.08
Sivan Securities Private Limited	111.04	47.85	-	14.00	-	-
Total	**111.04**	**4,047.85**	**-**	**14.00**	**15.66**	**305.08**

Note:

1. The figures disclosed above are based on the restated standalone summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to the Restated Standalone Summary Statements of Assets and Liabilities, Restated Standalone Summary Statements of Profit and Losses and Restated Standalone Summary Statements of Cash Flows appearing in Annexure IV and V.
3. The terms and conditions of unsecured loans taken from Promoters/ group companies / related parties as at 31 December 2014 are as follows:

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 December 2014	Interest rate	Repayment terms
Mysore Amalgamated Coffee Estates Limited	5.08	-	Repayable on demand
Total	**5.08**		

4. List of persons/ entities classified as 'Promoters/ group companies / related parties' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII C

RESTATED STANDALONE STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS OUTSTANDING AS AT 31 DECEMBER 2014

Details of long-term and short-term secured borrowings outstanding as at 31 December 2014

(Rs. in Million, unless otherwise stated)

Sl. No.	Name of the lender	Nature of borrowing facility	Amount sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
1	Reliance Mutual Fund	Secured rated redeemable non-convertible debentures	2,500.00	2,500.00	14.25%	13-Mar-13	These debentures are redeemable by way of bullet repayment at the end of 60 months from the date of issue (i.e., 31 March 2019).	None mentioned in the agreement	Any delay in repayment of interest entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited, Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) and Tanglin Development Limited held by the Company; - Pledge of a proportion of the shares of the Company held by Director Mr.V.G. Siddhartha - Lien over the limited purpose unencumbered current account and fixed deposits with Karnataka Bank Limited - Personal guarantee of Mr. V. G. Siddhartha
2	DSP BlackRock Income Opportunities Fund	Zero coupon secured rated redeemable non-convertible debentures	650.00	650.00	0.00%	11-Dec-13	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 28 December 2016). At the time of redemption, the Company will be liable to pay redemption premium equal to 15% compounded interest (compounded annually) which aggregates to Rs. 530,250 per debenture.	None mentioned in the agreement	None mentioned in the agreement	- Pledge of a proportion of the shares of Mindtree Limited and Tanglin Development Limited held by the Company - Lien over the limited purpose unencumbered current account to be opened by the Company, to be operated by and shall be lien marked in favour of IDBI Trusteeship Services Limited in case cash top up is required under the debenture trust deed - Lien over fixed deposits placed with the bank wherein the abovementioned lien is created - Personal guarantee of Mr. V. G. Siddhartha
3	Aditya Birla Private Equity - Fund I	Zero coupon secured rated redeemable non-convertible debentures	850.00	850.00	0.00%	11-Dec-13	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 27 December 2016). The Company shall make payment of a fixed redemption premium equal to 1.470290 times of the face value of the debentures subject to certain other terms of the agreement. Additionally, at the time of redemption, the Company is also liable to make payment of a floating redemption premium, which premium shall be, subject to the cap of - (i) 33.34% of stock return or (ii) 1.676450 times of the principal amount (inclusive of the fixed redemption premium payable and floating redemption premium payable).	None mentioned in the agreement	Any delay in repayment of dues under the agreement entails payment of penal interest @ 18.5% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Tanglin Development Limited held by the Company - Lien over the limited purpose unencumbered current account to be opened by the Company, to be operated by and shall be lien marked in favour of IDBI Trusteeship Services Limited in case cash top up is required under the debenture trust deed - Personal guarantee of Mr. V. G. Siddhartha
4	ICICI Prudential Asset Management Company	Secured rated redeemable non-convertible debentures	1,000.00	1,000.00	13.75%	4-Jul-13	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 4 July 2016).	The Company has an option of voluntary prepayment under certain circumstances as set out in the agreement.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited - Lien over the limited purpose unencumbered current account and fixed deposits with Karnataka Bank Limited - Post dated cheque issued by the Company for an amount equivalent to the sum of the principal, coupon under the facility and other payments accrued - Personal guarantee of Mr. V. G. Siddhartha
5	L & T Finance Limited	Term loan	1,000.00	1,000.00	14.50%	23-Dec-13	The loan is repayable by way of bullet repayment of Rs. 500 million each at the end of 24 months and 26 months from the date of issue (i.e., 25 December 2015 and 26 February 2016).	The Company has an option to repay the loan in advance with a prepayment premium of 2% either on the date falling on the expiry of 12 months from the availment date and every 3 months thereafter either in part or in full subject to a minimum prepayment of Rs. 200,000,000 per installment.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 3% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Tanglin Development Limited held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited; - Lien over the limited purpose unencumbered current account with Karnataka Bank Limited - Personal guarantee of Mr. V. G. Siddhartha
6	Nomura Capital India Private Limited	Term loan	500.00	500.00	14.00%	3-Oct-13	The loans of Rs. 500 million is repayable by way of bullet repayment at the end of 24 months from the date of issue (i.e., 1 October 2015).	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Tanglin Developments Limited held by the Company; - Personal guarantee of Mr. V. G. Siddhartha
7	Rabo India Finance Limited	Term loan	800.00	800.00	13.20%	12-Jul-13	The loan is repayable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 11 July 2016).	The Company has an option to repay the loan in advance with a prepayment premium of 2% either on the date falling on the expiry of 12 months from the availment date and every 3 months thereafter either in part or in full subject to a minimum prepayment of Rs. 200,000,000 per installment or in multiples of 100,000,000.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited, Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) and Tanglin Development Limited held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited; - Exclusive charge over the charged assets of Tanglin Development Limited in favour of the lender; - A fixed deposit with Rabo Bank of amount equivalent to one interest period (being a period of 3 months) with a lien marked in favour of Rabo Bank - Personal guarantee of Mr. V. G. Siddhartha

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VII C

RESTATED STANDALONE STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS OUTSTANDING AS AT 31 DECEMBER 2014

Details of long-term and short-term secured borrowings outstanding as at 31 December 2014

(Rs. in Million, unless otherwise stated)

Sl. No.	Name of the lender	Nature of borrowing facility	Amount sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
8	Tata Capital Limited	Term loan	1,400.00	630.00	15.00%	12-Jul-11	The loan is repayable in quarterly installments with first installment falling due on 15 October 2012 and last installment on 15 July 2015.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement. Further, the Company has an option to repay the loan in advance with a prepayment premium of 2% payable on the outstanding principal amount.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 3% p.a. for the period of delay.	- Pledge of a proportion of the shares of the Company having value not less than 200% of facility amount i.e. Rs. 280 Crores held by promoters of the Company; - Equitable mortgage having value not less than Rs.35 Crores in the form of land and property (i.e., 25% of the loan facility) of its subsidiary Tanglin Development Limited; - unconditional and irrevocable personal guarantee of Mr. V. G. Siddhartha
9	Aditya Birla Finance Limited	Secured rated redeemable non-convertible debentures	600.00	600.00	14.75%	30-May-12	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 31 May 2015). Each debenture holder shall be entitled to exercise the put option on date falling on the expiry of 15 months from the allotment date and every 3 months thereafter and require the Company to redeem the debenture held by the said debenture holder, either in part or full.	The Company has an option of voluntary prepayment in certain circumstances.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Coffee Day Global Limited (erstwhile Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited)) held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited; - Lien over the limited purpose unencumbered current account and fixed deposits with Karnataka Bank Limited - Post dated cheque issued by the Company for an amount equivalent to the sum of the principal, coupon under the facility and other payments accrued - Personal guarantee of Mr. V. G. Siddhartha
10	ICICI Prudential Asset Management Company	Secured rated redeemable non-convertible debentures	750.00	750.00	14.50%	9-Oct-13	These debentures are redeemable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 4 July 2016). Further, the Company shall be entitled to exercise the call option on the date falling on the expiry of 12 months from the allotment date. Each debenture holder shall be entitled to exercise the put option on the date falling on the expiry of 12 months from the allotment date and require the Company to redeem the debenture held by the said debenture holder in full.	The Company has an option of voluntary prepayment in certain circumstances.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited - Lien over the limited purpose unencumbered current account and fixed deposits with Karnataka Bank Limited - Post dated cheque issued by the Company for an amount equivalent to the sum of the principal amount, coupon, and other payments accrued thereon. - Personal guarantee of Mr. V. G. Siddhartha
11	L & T Finance Limited	Term loan	250.00	250.00	13.75%	2-May-12	The loan is repayable by way of bullet repayment at the end of 36 months from the date of issue (i.e., 1 May 2015). The lender is entitled to exercise the put option on date falling on the expiry of 18 months from the allotment date and every 3 months thereafter and require the Company to prepay the loan either in part or in full subject to a minimum prepayment of Rs. 500 million per installment or multiples thereof.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement.	Any delay in repayment of dues under the agreement entails payment of penal interest @ 2% p.a. for the period of delay.	- Pledge of a proportion of the shares of Mindtree Limited and Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) held by the Company; - Pledge of a proportion of the shares of Sical Logistics Limited held by Tanglin Retail Reality Developments Private Limited; - Lien over the limited purpose unencumbered current account to be opened with Karnataka Bank Limited - Personal guarantee of Mr. V. G. Siddhartha
12	Kotak Mahindra Prime Limited	Term loan	500.00	500.00	15.00%	29-Dec-14	The loan is repayable at the end of 60 months from the date of issue.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement. Further, the Company has an option to repay the loan in advance with a prepayment premium of 2%.	Amounts unpaid on due date will attract overdue interest at 24% p.a compounded monthly	- Pledge of shares of Mindtree Limited as acceptable by Kotak Mahindra Prime Limited (drawing power capped at 25 crores) - Pledge of 159,804 shares of Coffee Day Enterprises Limited (drawing power capped at 25 crores) - Personal guarantee of Mr. V. G. Siddhartha
13	Kotak Mahindra Investments Limited	Term loan	200.00	200.00	15.00%	11-Dec-14	The loan is repayable at the end of 60 months from the date of issue.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement. Further, the Company has an option to repay the loan in advance with a prepayment premium of 2%.	Amounts unpaid on due date will attract overdue interest at 24% p.a compounded monthly	- Pledge of shares of Mindtree Limited as acceptable by Kotak Mahindra Investments Limited (drawing power capped at 10 crores) - Pledge of 864,920 shares of Amalgamated Bean Coffee Trading borrower Limited ("ABCTCL") (drawing power capped at 10 crores) - Pledge of shares of Sical Logistics Ltd towards additional security for the limit of 10 crores (against Mindtree shares) - Personal guarantee of Mr. V. G. Siddhartha
14	Tata Capital Limited	Term loan	300.00	300.00	18.25%	17-Dec-14	The loan is repayable at the end of 12 months from the date of issue.	The Company has an option of voluntary prepayment under certain circumstances as set out in the arrangement. Further, the Company has an option to repay the loan in advance with a prepayment premium of 2%.	Amounts unpaid on due date will attract overdue interest at 24% p.a compounded monthly	- Pledge of 1,583,711 equity shares of Coffee Day Enterprises Limited pledged by Mr. V.G. Siddhartha having value not less than 200% of the facility amount. - Mortgage of 6 acres residential land owned by Tanglin Developments Limited located at Mangalore. - Irrevocable corporate guarantee of Tanglin Development Limited - Personal guarantee of Mr. V. G. Siddhartha

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - VIII

RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Unsecured, considered good						
Debts outstanding for a period exceeding six months from the date they became due for payment from						
- Promoters/ group companies/ related parties	-	-	82.40	-	-	0.32
- Others	-	-	-	-	-	3.10
Total (A)	-	-	82.40	-	-	3.42
Other debts						
- Promoters/ group companies / related parties	14.73	87.68	5.40	6.48	167.13	-
- Others	-	0.23	0.35	1.36	0.63	-
Total (B)	14.73	87.91	5.75	7.84	167.76	-
Total (A+B)	**14.73**	**87.91**	**88.15**	**7.84**	**167.76**	**3.42**

Note:

1. The figures disclosed above are based on the restated standalone summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to the Restated Standalone Summary Statements of Assets and Liabilities, Restated Standalone Summary Statements of Profit and Losses and Restated Standalone Summary Statements of Cash Flows appearing in Annexure IV and V.
3. The details of the trade receivables due from 'Promoters/ group companies / related parties' are given below -

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Karnataka Wildlife Resorts Private Limited	0.49	3.98	11.86	6.48	3.33	0.07
Tanglin Developments Limited	4.72	12.05	6.71	-	163.78	0.00
Mysore Amalgamated Coffee Estates Limited	-	0.16	0.12	-	0.02	0.25
Coffee Day Hotels and Resorts Private Limited	2.00	3.99	4.19	-	-	-
Way2Wealth Commodities Private Limited	7.39	2.97	0.20	-	-	-
Tanglin Retail Reality Developments Private Limited	-	64.53	64.72	-	-	-
Wilderness Resorts Private Limited	0.13	-	-	-	-	-
Total	**14.73**	**87.68**	**87.80**	**6.48**	**167.13**	**0.32**

4. List of persons/ entities classified as 'Promoters/ group companies / related parties' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IX A

RESTATED STANDALONE STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at**					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Unsecured, considered good						
Loans and advances to Promoters/ group companies / related parties						
Loans and advances to wholly owned subsidiary companies	-	3,360.00	3,133.90	1,731.88	3,985.09	4,449.17
Others						
Security deposits	-	2.56	2.80	3.12	2.81	2.81
Advance tax including tax deducted at source, net of provision for tax	2.69	19.68	33.11	18.20	31.29	30.32
Loans and advance to employees	-	-	3.00	3.00	3.00	3.00
Prepaid expenses	-	-	11.83	5.05	55.17	37.43
Balance with government authorities	12.37	12.60	4.96	5.05	5.39	5.46
Total	**15.06**	**3,394.84**	**3,189.60**	**1,766.30**	**4,082.75**	**4,528.19**

Note:

1. The figures disclosed above are based on the restated standalone summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to the Restated Standalone Summary Statements of Assets and Liabilities, Restated Standalone Summary Statements of Profit and Losses and Restated Standalone Summary Statements of Cash Flows appearing in Annexure IV and V.
3. The details of the loans and advances due from 'Promoters/ group companies / related parties' are given below -

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at 31 March**					**As at 31 December**
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Tanglin Developments Limited	-	2,400.00	2,067.65	1,716.36	1,924.98	2,144.66
Coffee Day Hotels and Resorts Private Limited	-	960.00	1,066.25	15.52	2,060.11	2,304.51
Total	**-**	**3,360.00**	**3,133.90**	**1,731.88**	**3,985.09**	**4,449.17**

4. List of persons/entities classified as 'Promoters/ group companies / related parties' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - IX B

RESTATED STANDALONE STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Unsecured, considered good						
Advances recoverable in cash or in kind						
Promoters/ group companies / related parties	-	4,003.18	12.64	12.01	11.52	10.77
Others	0.03	3.41	0.45	0.21	0.46	2.16
Prepaid expenses	0.63	1.49	12.09	430.88	315.99	263.97
Total	**0.66**	**4,008.08**	**25.18**	**443.10**	**327.97**	**276.90**

Note:

1. The figures disclosed above are based on the restated standalone summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to the Restated Standalone Summary Statements of Assets and Liabilities, Restated Standalone Summary Statements of Profit and Losses and Restated Standalone Summary Statements of Cash Flows appearing in Annexure IV and V.
3. The details of the loans and advances due from 'Promoters/ group companies / related parties' are given below -

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Coffee Day Hotels and Resorts Private Limited	-	1.40	7.31	11.02	11.30	10.77
Karnataka Wildlife Resorts Private Limited	-	0.57	3.88	-	0.22	-
Wilderness Resorts Private Limited	-	1.21	1.45	0.99	-	-
Tanglin Developments Limited	-	4,000.00	-	-	-	-
Total	**-**	**4,003.18**	**12.64**	**12.01**	**11.52**	**10.77**

4. List of persons/entities classified as 'Promoters/ group companies / related parties' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - X

RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at**					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
A. Long term investments, trade, quoted **(at cost less provision for diminution in value)**						
(i) Investment in equity shares of an associate company -						
Mindtree Limited 8,730,884 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : 4,565,442, March 2013 : 4,565,442, March 2014 : 4,365,442) equity shares of Rs 10 each, fully paid up	-	-	2,030.22	2,030.22	1,946.47	1,946.47
Total (A)	**-**	**-**	**2,030.22**	**2,030.22**	**1,946.47**	**1,946.47**
B. Long term investments, trade, unquoted **(at cost less provision for diminution in value)**						
(i) Investment in equity shares of subsidiary companies -						
Coffee Day Hotels and Resorts Private Limited 11,223,980 (Previous years : March 2010 : Nil, March 2011 : 11,223,980, March 2012 : 11,223,980, March 2013 : 11,223,980, March 2014 : 11,223,980) equity shares of Rs 10 each, fully paid up	-	701.50	701.50	701.50	701.50	701.50
Tanglin Developments Limited 5,131,651 (Previous years : March 2010 : 1,820,393, March 2011 : 5,131,651, March 2012 : 5,131,651, March 2013 : 5,131,651, March 2014 : 5,131,651) equity shares of Rs 10 each, fully paid up	273.60	773.60	773.60	773.60	773.60	773.60
Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)* 147,192,442 (Previous years : March 2010 : 97,133,333, March 2011 : 121,752,081, March 2012 : 121,752,081, March 2013 : 147,192,442, March 2014 : 147,192,442) equity shares of Rs 1 each, fully paid up	1,228.39	4,828.39	4,828.39	10,370.25	10,370.25	10,370.25

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - X

RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at**					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
Coffee Day Trading Limited *(erstwhile Global Technology Ventures Limited)*	379.70	1,353.72	1,353.72	1,353.72	1,353.72	1,353.72
30,922,186 (Previous years : March 2010 : 21,814,950, March 2011 : 30,922,186, March 2012 : 30,922,186, March 2013 : 30,922,186, March 2014 : 30,922,186) equity shares of Rs 10 each, fully paid up						
Way2Wealth Securities Private Limited	-	-	-	-	-	719.78
77,729,800 (Previous years : March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : Nil) equity shares of Rs 10 each, fully paid up						
Shares purchased pending transfer in Global Technology Ventures Limited	974.03	-	-	-	-	-
Nil (Previous years : March 2010 : 9,107,236, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : Nil) equity shares of Rs 10 each, fully paid up						
Shares purchased pending transfer in Coffee Day Hotels and Resorts Private Limited	250.00	-	-	-	-	-
Nil (Previous years : March 2010 : 3,999,980, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : Nil) equity shares of Rs 10 each, fully paid up						
Share application money pending allotment in Coffee Day Hotels and Resorts Private Limited	500.00	-	-	-	-	-
Nil (Previous years : March 2010 : 8,000,000, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : Nil) equity shares of Rs 10 each, fully paid up						

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - X

RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at**					
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	**31 December 2014**
(ii) Investment in convertible preference shares of a step subsidiary company						
Way2Wealth Securities Private Limited Nil (Previous years : March 2010 : Nil, March 2011 : 1,554,596, March 2012 : 1,554,596, March 2013 : 1,554,596, March 2014 : 1,554,596) preference shares of Rs 100 each, fully paid up	-	719.78	719.78	719.78	719.78	-
(iii) Investment in debentures of a subsidiary company						
Tanglin Developments Limited Nil (Previous years : March 2010 : Nil, March 2011 : 2,400,000, March 2012 : Nil, March 2013 : Nil, March 2014 : Nil) equity shares of Rs 10 each, fully paid up	-	240.03	-	-	-	-
Total (B)	**3,605.72**	**8,617.02**	**8,376.99**	**13,918.85**	**13,918.85**	**13,918.85**
Total (A) + (B)	**3,605.72**	**8,617.02**	**10,407.21**	**15,949.07**	**15,865.32**	**15,865.32**
Aggregate amount of quoted investments	-	-	2,030.22	2,030.22	1,946.47	1,946.47
Aggregate market value of quoted investments	-	-	2,233.87	4,162.09	5,155.72	11,287.72
Aggregate amount of unquoted investments	3,605.72	8,617.02	8,376.99	13,918.85	13,918.85	13,918.85

Notes:

1. The figures disclosed above are based on the restated standalone summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to the Restated Standalone Summary Statements of Assets and Liabilities, Restated Standalone Summary Statements of Profit and Losses and Restated Standalone Summary Statements of Cash Flows appearing in Annexure IV and V.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XI

RESTATED STANDALONE STATEMENT OF OTHER INCOME

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period 1 April 2014 to 31 December 2014	Related / Not related to business activity
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014		
Other income, as restated	24.96	128.78	96.53	8.85	143.32	14.23	-
Net (loss)/profit before tax	(387.22)	36.99	(145.05)	(738.02)	(796.78)	(930.10)	-
Percentage	**-6%**	**348%**	**-67%**	**-1%**	**-18%**	**-2%**	
Sources of other income							
Recurring							
Interest							
- from banks	12.60	128.78	4.60	7.58	12.84	14.23	Related
Non-recurring							
Interest on loans and advances	-	-	91.74	-	-	-	Related
Interest from income tax refund	-	-	0.19	-	-	-	Related
Income tax refund	-	-	-	1.27	0.44	-	Related
Profit on sale of shares	-	-	-	-	130.04	-	Related
Service tax input credit availed	12.36	-	-	-	-	-	Related
Total	**24.96**	**128.78**	**96.53**	**8.85**	**143.32**	**14.23**	

Note:

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

2. The amounts disclosed above are based on the restated standalone summary statements of profit and loss of the Company.

3. The above statement should be read with the notes to the Restated Standalone Summary Statements of Assets and Liabilities, Restated Standalone Summary Statements of Profit and Losses and Restated Standalone Summary Statements of Cash Flows as appearing in Annexure IVA, IV B and IV C.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XII

RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at					
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Corporate guarantee given for loan taken by group companies	1,660.90	2,051.87	2,047.39	3,023.94	568.29	497.70
Shares pledged for loan taken by a subsidiary	5,400.00	3,991.42	238.79	77.32	12.05	-
Other commitments towards advertisement contract entered by the Company	-	-	-	50.00	50.00	50.00
Bank guarantees	-	5.30	-	-	-	-
Capital commitments	-	6.50	-	-	-	-

Note :

1. The above statement should be read with the notes to Restated Standalone Summary Statements of Assets and Liabilities, Restated Standalone Summary Statements of Profit and Losses and Restated Standalone Summary Statements of Cash Flows appearing in Annexure IV and V.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XIII

RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at and for the year ended					As at and for the period from 1 April to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Net worth (A)	5,372.71	5,402.32	5,255.03	5,399.66	4,466.68	3,322.05
Restated profit/(loss) after tax (B)	(387.22)	29.61	(147.29)	(738.02)	(796.78)	(930.10)
Weighted average number of equity shares outstanding during the year / period						
- For basic earnings/(loss) per share (C)	12,866,316	14,075,689	14,075,689	14,156,288	14,246,727	14,246,727
- For diluted earnings/(loss) per share (D)*	12,866,316	19,005,397	14,075,689	14,156,288	14,246,727	14,246,727
Earnings/(loss) per share Rs. 10 each						
- Basic earnings/(loss) per share (Rs.) (E = B/C)	(30.10)	2.10	(10.46)	(52.13)	(55.93)	(65.29)
- Diluted earnings/(loss) per share (Rs.) (F = B/D)	(30.10)	1.56	(10.46)	(52.13)	(55.93)	(65.29)
Return on net worth (%) (G = B/A)	-7.21%	0.55%	-2.80%	-13.67%	-17.84%	-28.00%
Number of shares outstanding at the end of the year / period (H)	14,075,689	14,075,689	14,075,689	14,246,727	14,246,727	14,246,727
Net assets value per share of Rs. 10 each (I = A/H)	381.70	383.81	373.34	379.01	313.52	233.18

*As the effect of conversion of compulsorily convertible preference shares and compulsorily convertible debentures are anti- dilutive for the years ended 31 March 2010, 2012, 2013 and 2014 and nine months period ended 31 December 2014 dilutive effect have been considered as Nil.

Notes:
1. The above ratios are calculated as under:
a) Basic earnings per share = Net profit/(loss) after tax, as restated attributable to shareholders / Weighted average number of shares outstanding for the year / period.
b) Diluted earnings per share = Net profit/(loss) after tax, as restated / Weighted average number of diluted equity shares outstanding during the year / period.
c) Return of net worth (%) = Net profit/(loss) after tax, as restated / Net worth as restated as at year or period end
d) Net asset value per share (Rs.) = Net worth as restated / Number of equity shares as at year or period end

2. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
3. Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including Securities Premium, (Deficit)/surplus in Statement of Profit and Loss).
4. Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, notified under the Companies (Accounting Standards) Rules 2006, as amended.
5. The figures disclosed above are based on the restated standalone summary statement of assets and liabilities of the Company.
6. The above statement should be read with the notes to Restated Standalone Summary Statements of Assets and Liabilities, Restated Standalone Summary Statements of Profit and Losses and Restated Standalone Summary Statements of Cash Flows appearing in Annexure IV and V.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XIII

RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

7. **Proforma accounting ratio disclosure**
Subsequent to 31 December 2014, the capital structure of the Company has changed due to the following transactions :
i) Pursuant to the approval of the Board of Directors at its meeting held on 2 March 2015, the Company has issued 344,824 fresh equity shares of Rs 10 each, at a premium of Rs 2,890 per share.
ii) Pursuant to the approval of the shareholders granted at its extraordinary general meeting held on 8 May 2015, 102,140,857 equity shares were allotted as fully paid-up to the existing shareholders of the Company in the ratio of seven equity shares for every one equity share held on 7 May 2015. As on 7 May 2015, 14,591,551 equity shares were outstanding. The bonus equity shares were issued by capitalisation of the reserves lying to the credit of the securities premium account of the Company.

The impact of the above post balance sheet adjustments to equity share capital on the accounting ratios has been provided below:

Computation of proforma equity shares:

Particulars	**No. of equity shares**
Number of equity shares outstanding as on 31 December 2014	14,246,727
Add: Equity shares issued as per note 7(i) above	344,824
Add: Bonus equity shares issued in the ratio of seven equity shares for every one equity share held as per note 7(ii) above	102,140,857
Proforma basic number of equity shares outstanding after impacting the above post balance sheet adjustments (J)	**116,732,408**
Add: Dilutive effect of conversion of the balance 27,160,000 zero coupon compulsorily convertible debentures issued to KKR Mauritius PE Investments II Limited (refer note 1(f) of Annexure V)	17,826,912
Add: Dilutive effect of conversion of 35,998,232 compulsorily convertible debentures issued to Arduino Holdings Limited ((refer note 1(f) of Annexure V)	22,412,192
Add: Dilutive effect of conversion of 1,357,410 compulsorily convertible preference shares issued to Standard Chartered Private Equity (Mauritius) II Limited ((refer note 1(f) of Annexure V)	13,969,232
Proforma diluted number of equity shares outstanding after impacting the above dilutive effect (K)	**170,940,744**

PROFORMA STATEMENT OF ACCOUNTING RATIOS

Particulars	**31-Mar-10**	**31-Mar-11**	**31-Mar-12**	**31-Mar-13**	**31-Mar-14**	**31-Dec-14**
Proforma Net Assets Value per share of Rs. 10 each based on the equity shares outstanding, after impacting the post balance sheet adjustments (L = A/J)	46.03	46.28	45.02	46.26	38.26	28.46
Proforma Net Assets Value per share of Rs. 10 each based on the equity shares outstanding, after impacting the post balance sheet adjustments and dilutive effect of convertible instruments (M = A/K)	31.43	31.60	30.74	31.59	26.13	19.43
Proforma Basic earnings per share after impacting the post balance sheet adjustments (N = B/J)	(3.32)	0.25	(1.26)	(6.32)	(6.83)	(7.97)
Proforma Diluted earnings per share after impacting the post balance sheet adjustments and dilutive effect of convertible instruments (O = B/K)	(3.32)	0.17	(1.26)	(6.32)	(6.83)	(7.97)

Notes:
1. The effect of potential diluted shares for the years ended 31 March 2010, 2012, 2013, 2014 and nine months period ended 31 December 2014 have not been considered as these are anti-dilutive in nature.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XIV

RESTATED CAPITALISATION STATEMENT

(Rs. in Million, unless otherwise stated)

PARTICULARS	Pre-issue as at 31 December 2014	Post issue
Debt		
Short term debt (A)	305.08	[.]
Long term debt (B)	16,545.82	[.]
Total Debt	16,850.90	
Shareholders funds		
Share capital	158.86	[.]
Reserves and surplus	3,163.19	[.]
Total funds attributable to equity shareholders (C)	3,322.05	
Long term debt/ equity (B/C)	**4.98**	[.]

Note:

1. The above has been computed on the basis of the restated standalone summary statements of assets and liabilities of the company as on 31 December 2014.

2. The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

3. Post issue details have not been provided as the issue price of the share is not known at the date of the report.

4. Subsequent to 31 December 2014, the Company has made the following changes in its capital structure, the effect of which has not been considered above:

i) Pursuant to the approval of the Board of Directors at its meeting held on 2 March 2015, the Company has issued 344,824 fresh equity shares of Rs 10 each, at a premium of Rs 2,890 per share.

ii) Pursuant to the approval of the shareholders granted at its extraordinary general meeting held on 8 May 2015, 102,140,857 equity shares were allotted as fully paid-up to the existing shareholders of the Company in the ratio of seven equity shares for every one equity share held on 7 May 2015. As on 7 May 2015, 14,591,551 equity shares were outstanding. The bonus equity shares were issued by capitalisation of the reserves lying to the credit of the securities premium account of the Company.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XV

RESTATED STATEMENT OF DIVIDEND

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period from 1 April to
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
Equity share capital	154.33	154.33	154.33	158.86	158.86	158.86
Dividend on equity share capital	-	-	-	-	-	-

Notes:
1. The Company has not paid any dividend for the above period.

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XVI

STATEMENT OF TAX SHELTER

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended					For the period from 1 April to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Restated profit/(loss) before tax (A)	(387.22)	36.99	(145.05)	(738.02)	(796.78)	(930.10)
Income tax rates (including surcharge and education cess) applicable (B)	32.45%	32.45%	33.99%	33.99%	33.99%	33.99%
Tax thereon at the above rates (C = A * B)	(125.65)	12.00	(49.30)	(250.85)	(270.83)	(316.14)
Permanent differences						
Dividend income exempt under section 10(34)	-	-	10.90	20.54	84.74	91.67
Preliminary expenses written-off	0.67	-	-	-	-	-
Disallowance under section 14A	254.59	-	166.78	302.33	285.63	750.78
Disallowance under section 37	-	0.23	0.38	0.68	51.12	0.81
Expenditure of capital nature	62.54	-	-	-	-	-
Profit on sale of shares	-	-	-	-	130.04	-
Total permanent differences (D)	**317.79**	**0.23**	**178.05**	**323.55**	**551.54**	**843.26**
Timing differences						
Differences between book depreciation and tax depreciation	-	(3.43)	(4.25)	(3.79)	(2.65)	(3.24)
Amounts disallowed u/s.43B, net	-	-	-	-	102.47	191.11
Provision for gratuity disallowed under section 40(A)(7)	-	1.06	1.58	0.89	0.33	4.11
Amount inadmissible u/s 40(a)(ia)	0.12	-	-	-	-	-
Income from other sources considered separately	12.60	-	0.19	1.27	0.44	-
Lease rentals	-	2.32	3.03	2.23	2.12	1.52
Brought forwarded losses	(3.32)	(37.19)	(46.85)	(30.40)	(405.57)	(1,053.90)
Total timing differences (E)	**9.39**	**(37.25)**	**(46.30)**	**(29.79)**	**(302.85)**	**(860.40)**
Net adjustments(F)=(D+E)	**327.19**	**(37.01)**	**131.76**	**293.76**	**248.69**	**(17.14)**
Tax impact of adjustments (G)=(F)*(B)	**106.17**	**(12.01)**	**44.78**	**99.85**	**84.53**	**(5.82)**
Tax expenses / (saving) thereon (H = G + C)	**(19.48)**	**(0.01)**	**(4.52)**	**(151.00)**	**(186.30)**	**(321.97)**
Deferred tax impact on timing differences (I) [Refer note 3]	**-**	**-**	**-**	**-**	**-**	**-**
Total tax expenses (J = H+I)	**-**	**-**	**-**	**-**	**-**	**-**

Coffee Day Enterprises Limited ***(formerly known as Coffee Day Enterprises Private Limited)***

ANNEXURE - XVI

STATEMENT OF TAX SHELTER

(Rs. in Million, unless otherwise stated)

PARTICULARS	**For the year ended**					**For the period from 1 April to 31 December 2014**
	31 March 2010	**31 March 2011**	**31 March 2012**	**31 March 2013**	**31 March 2014**	
Minimum alternate tax						
Book profit	(387.22)	36.99	(145.05)	(738.02)	(796.78)	(930.10)
Expenditure relating to exempt income	-	-	167.16	-	-	750.78
Amount of income to which Sec 10 applies	-	-	(10.90)	-	-	-
Adjusted book profit for MAT (K)	**(387.22)**	**36.99**	**11.21**	**(738.02)**	**(796.78)**	**(179.32)**
Tax liability as per MAT (L)	**(77.48)**	**7.38**	**2.24**	**(147.68)**	**(159.44)**	**(35.88)**
Tax liability being higher of J or L	**-**	**7.38**	**2.24**	**-**	**-**	**-**
Provision for tax as per books of accounts	**-**	**7.38**	**2.24**	**-**	**-**	**-**

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with the notes to restated standalone summary statement of assets and liabilities, restated standalone summary statement of profits and losses and restated standalone summary statement of cash flows appearing in Annexure IV and V.
3. Timing differences arising on account of carried forward losses result in a deferred tax position. However, in accordance with AS 22 - "Accounting for taxes on income", no deferred tax assets have been recognized in the books in the absence of virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

B S R & Co. LLP

Chartered Accountants

Maruthi Info-Tech Centre
11-12/1 Inner Ring Road
Koramangala
Bangalore 560 071 India

Telephone: + 91 80 3980 6000
Fax: + 91 80 3980 6999

EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Coffee Day Global Limited,
(*formerly Amalgamated Bean Coffee Trading Company Limited*),
23/2, Coffee Day Square,
Vittal Mallya Road,
Bangalore - 560 001

Dear Sirs

1) We have examined the attached Restated Consolidated Financial Information of Coffee Day Global Limited *(formerly Amalgamated Bean Coffee Trading Company Limited)*, (the 'Company'), along with its subsidiaries (collectively referred to as the 'Group') as set out in clause 3(v) of Annexure IV of the Restated Consolidated Financial Information as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014, together with the annexure and notes thereto, as approved by the Board of Directors of the Company, prepared in terms of the requirements of Section 26 of the Companies Act, 2013 (the 'Act') read with The Companies (Prospectus and Allotment of Securities) Rules, 2014 to the extent applicable, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the Guidance note on "Reports in Company's Prospectus (Revised)" issued by the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable ('Guidance Note') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 26 March 2015 in connection with the proposed initial public offering of equity shares of the parent company of the Company i.e. Coffee Day Enterprises Limited (formerly known as Coffee Day Enterprises Private Limited).

2) The above Restated Consolidated Financial Information has been extracted by the Management from the Company's consolidated audited financial statements as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014.

3) With respect to the consolidated financial statements of the Company, audit for the financial years ended 31 March 2010 and 31 March 2011 was conducted by previous auditor, B S R and Co., Chartered Accountants and audit for the financial years ended 31 March 2012, 2013 and 2014 were conducted by previous auditor, B S R R & Co., Chartered Accountants and accordingly reliance has been placed on these financial statements for the purpose of the restated consolidated financial information of the Company. The financial statements for the nine months period ended 31 December 2014 have been audited by us. B S R and Co., B S R R & Co. and B S R & Co. LLP are member entities of B S R & Affiliates, a network, registered with the Institute of Chartered Accountants of India.

4) The financial statements of certain subsidiaries included in the Company's consolidated audited financial statements as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 were audited by the other firm of Chartered Accountants as set out in appendix I to this examination report, whose reports have been furnished to us and accordingly relied upon by us.

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:
1st Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalakshmi
Mumbai - 400 011

5) In accordance with the requirements of Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note and the terms of our engagement agreed with you, we further report that:

   a) The restated consolidated summary statement of assets and liabilities of the Group as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 examined by us, as set out in Annexure I to this report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making adjustments and regroupings as in our opinion were appropriate and more fully described in Statement of adjustments to consolidated audited financial statements under Indian GAAP enclosed as Annexure VI to this examination report.

   b) The restated consolidated summary statement of profit and loss of the Group, and the restated consolidated summary statement of cash flows of the Group for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014, as set out in Annexure II and III, respectively, to this report read with the significant accounting policies in Annexure IV and notes to accounts in Annexure V are after making adjustments and regroupings as in our opinion were appropriate and more fully described in Statement of adjustments to consolidated audited financial statements under Indian GAAP enclosed as Annexure VI to this examination report.

   c) Based on the above, the Restated Consolidated Financial Information of the Company:

      i. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting years / period based on the policies adopted by the Group as at 31 December 2014:

      ii. have been made after incorporating adjustments for the prior period and other material amounts in the respective financial years to which they relate:

      iii. do not contain any extra-ordinary items that need to be disclosed separately in the accounts and do not contain any qualifications requiring adjustments.

      iv. Other remarks/comments in the Companies (Auditors Report) Order, 2003, as amended, issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956 on the financial statements of the Company as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014 which do not require any corrective adjustment in the Restated Consolidated Financial Information are mentioned in Clause G: Non-adjusting items under Annexure VI.

   d) We have also examined the following other financial information of the Group set out in Annexures prepared by the Management and approved by the Board of Directors of the Company as at and for the financial years ended 31 March 2010, 2011, 2012, 2013, 2014 and as at and for the nine months period ended 31 December 2014:

      i) Statement of adjustments to consolidated audited financial statements, included in Annexure VI

      ii) Restated consolidated statement of secured and unsecured long-term borrowings, included in Annexure VII A

      iii) Restated consolidated statement of secured and unsecured short-term borrowings, included in Annexure VII B

      iv) Restated statement of principal terms of secured borrowings outstanding as at 31 December 2014, included in Annexure VII C

      v) Restated consolidated statement of trade receivables, included in Annexure VIII

vi) Restated consolidated statement of long-term loans and advances, included in Annexure IX A

vii) Restated consolidated statement of short-term loans and advances, included in Annexure IX B

viii) Restated consolidated statement of other income, included in Annexure X

ix) Restated consolidated statement of contingent liabilities, included in Annexure XI

x) Restated consolidated statement of accounting ratios, included in Annexure XII

xi) Restated consolidated statement of dividend, included in Annexure XIII

6) In our opinion, the above financial information contained in Annexures I to XIII accompanying this report read along with the Basis of preparation and significant accounting policies (Refer Annexure IV) and Statement of adjustments to consolidated audited financial statements (Refer Annexure VI) are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with the Section 26 of the Act read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by ICAI, as amended from time to time, and in terms of our engagement agreed with you.

7) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as an opinion on any of the consolidated financial statements referred to herein.

8) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9) Our report is intended solely for use of the management for inclusion in the offer document in connection with the proposed issue of equity shares of the parent company i.e. Coffee Day Enterprises Limited (formerly known as Coffee Day Enterprises Private Limited). Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

for **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Supreet Sachdev
Partner
Membership No.: 205385

Bangalore
Date: 5 May 2015

Appendix I: The Restated Consolidated Financial Information, have been prepared by the Company's management from the audited financial statements of the Company along with its subsidiaries as at and for the financial years ended 31 March 2010, 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014 and as at and for the nine months period ended 31 December 2014 which were audited by the other firm of Chartered Accountants as set out below:

Name of the Subsidiaries including step subsidiaries	Year ended / Period ended (YE / PE)	Total assets as included in consolidated financial information (Rs.millions)	Net movement in cash and bank balances included in consolidated financial information (Rs. millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (Rs. millions)	Name of the auditors
Coffee Day Global Limited (' CDGL')	31 March 2010	11,359.50	(183.86)	5,473.59	B S R and Co*
	31 March 2011	14,346.95	19.64	8,667.13	
	31 March 2012	14,257.95	1,140.40	9,209.02	B S R R & Co*
	31 March 2013	13,857.31	(393.61)	10,000.68	
	31 March 2014	14,417.87	(16.10)	10,318.47	
Amalgamated Holdings Limited ('AHL')	31 March 2010	189.37	0.57	507.26	B S R and Co*
	31 March 2011	215.07	2.31	564.66	
	31 March 2012	235.19	(1.94)	721.99	B S R R & Co*
	31 March 2013	279.63	1.95	709.76	
	31 March 2014	290.47	(0.90)	759.55	
Coffeelab Limited	31 March 2010	6.70	(0.82)	13.90	B S R and Co*
	31 March 2011	7.60	0.81	14.71	
	31 March 2012	8.66	0.49	20.03	B S R R & Co*
	31 March 2013	7.79	(0.00)	17.00	
	31 March 2014	8.85	(2.72)	17.06	
Coffee Day Properties (India) Private Limited	31 March 2010	32.20	0.07	45.11	B S R and Co*
	31 March 2011	61.74	(0.14)	56.45	
	31 March 2012	125.89	0.01	88.48	B S R R & Co*
	31 March 2013	99.43	0.18	74.51	
	31 March 2014	19.32	0.03	30.19	
Ganga Coffee Curing Works Limited	31 March 2010	24.66	0.41	2.44	B. N. Ramesh & Co
	31 March 2011	28.07	0.21	-	
	31 March 2012	30.12	(0.52)	9.72	
	31 March 2013	29.05	(0.03)	28.55	
	31 March 2014	32.16	(0.01)	25.19	
	31 December 2014	33.65	0.16	5.98	

Name of the Subsidiaries including step subsidiaries	Year ended / Period ended (YE / PE)	Total assets as included in consolidated financial information (Rs.millions)	Net movement in cash and bank balances included in consolidated financial information (Rs. millions)	Total revenue from operations (excluding other income) as included in consolidated financial information (Rs. millions)	Name of the auditors
Classic Coffee Curing Works	31 March 2010	30.09	0.22	-	Chandrasekhar Kote & Co.
	31 March 2011	28.13	0.32	-	
	31 March 2012	25.53	(0.62)	-	
	31 March 2013	26.11	(0.10)	-	
	31 March 2014	24.31	0.00	-	
	31 December 2014	23.11	0.00	-	
A.N Coffee day International Limited	31 March 2010	1.49	(0.01)	0.45	KPMG Limited**
	31 March 2011	101.57	-	0.37	
	31 March 2012	100.51	0.37	0.23	
	31 March 2013	97.84	(0.35)	-	
	31 March 2014	98.66	0.82	-	
	31 December 2014	99.52	0.86	-	
Coffee Day Gastronomie Und Kaffeehandles GmbH	31 March 2010	48.02	(1.28)	83.23	KPMG Austria AG**
	31 March 2011	42.14	(0.20)	57.63	
	31 March 2012	30.92	0.28	50.74	
	31 March 2013	23.10	(2.20)	51.20	
	31 March 2014	20.24	(0.21)	57.86	
	31 December 2014	30.04	3.20	22.31	
COFFEE DAY CZ a.s. (formerly CAFÉ Emporio a.s.)	31 March 2011	76.27	2.42	176.82	KPMG Czech Republic**
	31 March 2012	87.88	1.45	225.99	
	31 March 2013	79.08	(1.11)	194.16	
	31 March 2014	72.38	0.27	226.99	
	31 December 2014	46.51	(0.58)	120.23	

*B S R and Co, B S R R & Co and B S R & Co. LLP are member entities of B S R & Affiliates, a network, registered with the Institute of Chartered Accountants of India.

** subsidiaries incorporated outside India are audited in accordance with the generally accepted accounting principles of the respective countries ('the local GAAP') by other auditors duly qualified to act as auditors in those countries.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - I

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
EQUITY AND LIABILITIES							
A. Shareholders' funds							
Share capital	Note 1 of Annexure V	2,012.54	2,037.16	2,037.16	613.97	613.97	256.57
Reserves and surplus	Note 2 of Annexure V	1,884.46	5,529.80	5,332.53	6,730.03	6,667.83	7,506.52
		3,897.00	**7,566.96**	**7,369.69**	**7,344.00**	**7,281.80**	**7,763.09**
B. Non-current liabilities							
Long-term borrowings	Annexure VIIA & VIIC	4,778.17	4,355.66	4,226.63	3,713.46	3,937.66	3,201.53
Deferred tax liabilities, net	Note 3 of Annexure V	47.57	29.32	133.80	213.64	212.27	194.35
Other long-term liabilities	Note 4 of Annexure V	345.60	322.70	356.11	437.90	497.11	495.37
Long-term provisions	Note 5 of Annexure V	0.36	1.18	-	16.20	14.70	8.43
		5,171.70	**4,708.86**	**4,716.54**	**4,381.20**	**4,661.74**	**3,899.68**
C. Current liabilities							
Short-term borrowings	Annexure VIIB and VIIC	1,276.84	1,227.43	1,381.38	1,438.20	1,174.27	1,377.90
Trade payables	Note 6 of Annexure V	376.41	226.83	172.04	155.24	326.15	136.45
Other current liabilities	Note 7 of Annexure V	993.11	1,178.95	1,415.60	1,425.20	1,727.48	1,864.77
Short-term provisions	Note 8 of Annexure V	55.25	102.57	107.17	128.31	64.17	56.44
		2,701.61	**2,735.78**	**3,076.19**	**3,146.95**	**3,292.07**	**3,435.56**
E. Total (D= A + B+ C)		**11,770.31**	**15,011.60**	**15,162.42**	**14,872.15**	**15,235.61**	**15,098.33**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - I

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
ASSETS							
E. Non-current assets							
Goodwill on consolidation		52.78	150.67	150.67	150.70	150.70	150.70
Fixed assets							
- Tangible assets	Note 18 of Annexure V	4,767.72	5,931.70	7,544.85	8,763.36	9,237.81	9,100.03
- Intangible assets	Note 18 of Annexure V	11.86	11.86	7.12	7.22	3.00	1.68
- Capital work in progress		297.11	328.62	396.50	358.76	319.22	354.25
		5,129.47	**6,422.85**	**8,099.14**	**9,280.04**	**9,710.73**	**9,606.66**
Long-term loans and advances	Annexure IX - A	861.06	823.81	1,057.88	1,227.00	1,337.95	1,437.53
Other non-current assets	Note 9 of Annexure V	38.32	137.64	145.05	192.91	202.67	202.49
		899.38	**961.45**	**1,202.93**	**1,419.91**	**1,540.62**	**1,640.02**
F. Current assets							
Inventories	Note 10 of Annexure V	1,275.10	1,469.05	1,424.34	1,419.50	1,582.01	1,248.97
Trade receivables	Annexure VIII	685.91	1,117.55	1,097.38	1,095.60	786.02	1,035.64
Cash and bank balances	Note 11 of Annexure V	3,116.13	4,154.23	2,595.86	1,005.00	963.77	1,052.47
Short-term loans and advances	Annexure IX - B	656.17	845.43	717.81	638.40	650.06	508.75
Other current assets	Note 12 of Annexure V	8.15	41.04	24.96	13.70	2.40	5.82
		5,741.46	**7,627.30**	**5,860.35**	**4,172.20**	**3,984.26**	**3,851.65**
G. Total (H = E + F)		**11,770.31**	**15,011.60**	**15,162.42**	**14,872.15**	**15,235.61**	**15,098.33**

Note:
The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - II

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs. in Million, unless otherwise stated)

PARTICULARS	Note/ Annexure reference	For the year ended 31 March					For the period from 1 April to 31 December
		2010	2011	2012	2013	2014	2014
INCOME :							
Revenue from operations	Note 13 of Annexure V	6,139.39	9,538.12	10,326.13	11,075.60	11,435.02	8,747.55
Other income	Annexure X	205.33	415.81	377.57	188.30	106.90	72.35
Total income		**6,344.72**	**9,953.93**	**10,703.70**	**11,263.90**	**11,541.92**	**8,819.90**
EXPENSES :							
Cost of material consumed	Note 14(a) of Annexure V	2,857.71	5,998.35	6,124.28	5,976.00	5,893.39	4,041.67
Changes in inventories of finished goods and work-in-progress	Note 14(b) of Annexure V	310.08	(194.46)	47.95	79.64	(147.30)	58.89
Employee benefits	Note 15 of Annexure V	496.66	688.60	902.79	1,149.70	1,330.80	1,028.88
Finance costs	Note 16 of Annexure V	594.12	464.56	431.90	399.80	449.40	410.53
Depreciation and amortisation expense	Note 18 of Annexure V	595.87	792.45	935.69	1,208.55	1,540.76	1,190.46
Other expenses	Note 17 of Annexure V	1,434.41	1,994.49	2,150.65	2,355.52	2,570.32	2,188.16
Total expenses		**6,288.85**	**9,743.99**	**10,593.26**	**11,169.21**	**11,637.37**	**8,918.59**
Net profit / (loss) before tax		**55.87**	**209.94**	**110.44**	**94.69**	**(95.45)**	**(98.69)**
Less: Provision for tax							
a) Current tax / Minimum Alternate Tax (MAT)		71.77	119.44	44.79	62.20	4.47	28.35
b) MAT Credit		-	-	(44.50)	(48.50)	(4.47)	-
c) Deferred tax charge/ (credit)		(9.87)	(18.26)	104.49	79.85	(1.37)	(17.96)
Total provision for tax		**61.90**	**101.18**	**104.78**	**93.55**	**(1.37)**	**10.38**
Net profit / (loss) as restated		**(6.03)**	**108.76**	**5.66**	**1.13**	**(94.08)**	**(109.07)**

Note :

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - III

RESTATED CONSOLIDATED SUMMARY CASH FLOW STATEMENT

(Rs. in Million, unless otherwise stated)

	For the year ended 31 March					For the period from 1 April to 31 December
Particulars	**2010**	**2011**	**2012**	**2013**	**2014**	**2014**
Cash flows from operating activities:						
Profit/(loss) before tax	55.87	209.94	110.44	94.69	(95.45)	(98.69)
Adjustments:						
- Interest income	(165.44)	(376.68)	(341.17)	(166.90)	(92.30)	(53.61)
- Stock compensation expense	3.83	1.77	(5.62)	3.30	2.10	0.11
- Loss on sale of fixed assets	5.58	5.14	5.38	9.70	12.50	40.41
- Unrealised (gain)/ loss on restatement of foreign currency loans	(116.28)	(64.20)	157.60	181.27	245.56	56.65
- Effect of foreign currency translation of subsidiaries	(1.52)	0.44	4.74	(3.80)	(1.90)	4.17
- Interest expense	446.19	373.01	389.07	376.90	407.60	371.02
- Depreciation and amortization	595.87	792.45	935.69	1,208.55	1,540.76	1,190.46
Operating cash flow before working capital changes	824.10	941.87	1,256.13	1,703.71	2,018.87	1,510.52
Changes in						
- Trade receivables	(95.74)	(501.74)	20.17	1.80	309.60	(249.62)
- Loans and advances and other current and non-current assets	127.81	(183.99)	(11.16)	(36.50)	(102.90)	46.25
- Inventories	(151.04)	(193.96)	44.72	4.80	(162.50)	333.03
- Liabilities and provisions (current and non-current)	641.03	200.12	268.03	(15.30)	282.43	(216.04)
Cash generated from operations	1,346.16	262.30	1,577.89	1,658.51	2,345.50	1,424.14
Income taxes paid	(42.45)	(158.51)	(57.86)	(58.50)	(40.90)	(10.61)
Net cash provided by operating activities	**1,303.71**	**103.79**	**1,520.03**	**1,600.01**	**2,304.60**	**1,413.53**
Cash flows from investing activities:						
Purchase of fixed assets	(1,116.89)	(2,005.81)	(2,689.86)	(2,452.10)	(1,650.63)	(1,315.37)
Proceeds from sale of fixed assets	1.43	0.68	15.99	3.40	33.60	115.99
(Increase in)/ redemption of fixed deposits	(1,837.19)	(463.76)	2,266.04	1,195.60	22.40	29.12
Interest received	165.51	347.66	353.83	175.00	101.90	51.03
Proceeds from sale of investments	175.00	-	-	-	-	-
Net cash (used in) / provided by investing activities	**(2,612.14)**	**(2,121.23)**	**(54.00)**	**(1,078.10)**	**(1,492.73)**	**(1,119.23)**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - III

RESTATED CONSOLIDATED SUMMARY CASH FLOW STATEMENT

(Rs. in Million, unless otherwise stated)

	For the year ended 31 March					For the period from 1 April to 31 December
Particulars	**2010**	**2011**	**2012**	**2013**	**2014**	**2014**
Cash flows from financing activities:						
Proceeds from issue of share capital (including securities premium)	-	3,600.00	-	-	-	-
Preference dividend and tax on dividend paid	(109.14)	(81.53)	(138.95)	(27.00)	(28.90)	-
Interest paid on loans	(446.88)	(354.56)	(391.25)	(360.00)	(419.10)	(341.21)
(Repayment of) / proceeds from short term secured and unsecured loans, net	87.47	(82.49)	153.95	56.80	(263.90)	203.61
Redemption of / (investment in) fixed deposit as security for a loan availed	(2.46)	(175.50)	(12.61)	9.60	(9.30)	9.61
Proceeds/ (repayments) from long term loans	1,875.39	(259.89)	(223.11)	(531.56)	(82.67)	(43.00)
Net cash used in financing activities	**1,404.38**	**2,646.03**	**(611.97)**	**(852.16)**	**(803.87)**	**(170.99)**
Increase in cash and cash equivalents	**95.95**	**628.59**	**854.06**	**(330.25)**	**8.00**	**123.31**
Cash and cash equivalents at the beginning of the year	338.78	154.07	611.67	1,319.35	924.10	905.27
Less: Book overdraft	(280.66)	(170.99)	(146.38)	(65.00)	(26.83)	(5.49)
Cash and cash equivalents at the end of the year	**154.07**	**611.67**	**1,319.35**	**924.10**	**905.27**	**1,023.09**

Components of cash and cash equivalents

	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Cash on hand	30.49	37.02	46.80	69.50	45.11	53.73
Balance with scheduled banks:						
- In current accounts	123.53	142.38	98.76	304.50	133.76	221.96
- In exchange earners foreign currency account	0.05	0.04	0.05	-	-	-
- In fixed deposits	-	432.23	1,173.74	550.10	726.40	747.40
Total cash and cash equivalents	**154.07**	**611.67**	**1,319.35**	**924.10**	**905.27**	**1,023.09**

Note :

The above statement should necessarily be read with the basis of preparation and significant accounting policies appearing in Annexure IV, Notes to the Restated Consolidated Financial Information appearing in Annexure V and Statement of adjustments to audited consolidated financial statements appearing in Annexure VI.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

1. Background

Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) (‘CDGL’ or ‘the Company’) was incorporated as a private limited company as Amalgamated Bean Coffee Trading Company Private Limited on 6 December 1993 under the Companies Act, 1956. Subsequently on 3 February 1997, the status of the Company was changed to a public company and the Company deleted the word “Private” from its name. The Company changed its name to Coffee Day Global Limited with effect from 20 March 2015.

The registered office of the Company is located at Chikmagalur, Karnataka. The Company is a subsidiary of Coffee Day Enterprises Limited (formerly Coffee Day Enterprises Private Limited) (the ‘parent company’).

CDGL together with its related entities (collectively referred to as ‘CDGL Group’ or ‘the Group’) is primarily engaged in the business of selling clean coffee to domestic and overseas customers. It is also engaged in the retailing of coffee and other related products through its chain of outlets under the Café and Xpress kiosks formats, under the brand name ‘Cafe Coffee Day’ and 'Fresh and Ground'. The Group also derives its revenue from retail operations from the sale of coffee beans and other related products and services in respect of coffee vending machines.

The restated consolidated financial information relate to the CDGL Group and have been specifically prepared for inclusion in the document to be filed by the parent company with the Securities and Exchange Board of India (“SEBI”) in connection with the proposed Initial Public Offering ('IPO') of equity shares of the parent company (referred to as the "Issue"). The restated consolidated financial information consist of the restated consolidated summary statement of assets and liabilities of the CDGL Group as at 31 March 2010, 2011, 2012, 2013, 2014 and 31 December 2014, the related restated consolidated summary statement of profits and losses for the years ended 31 March 2010, 2011, 2012, 2013, 2014 and the nine months period ended 31 December 2014 and the related restated consolidated summary statement of cash flows for each of the years ended 31 March 2010, 2011, 2012, 2013, 2014 and the nine months period ended 31 December 2014 (hereinafter collectively referred to as “the Restated Consolidated Financial Information”) and a summary of significant accounting policies and other explanatory information.

The Restated Consolidated Financial Information have been prepared to comply in all material respects with the requirements of Section 26 of Companies Act, 2013 ('the Act') read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 (“the SEBI Regulations”) notified by SEBI on August 26, 2009, as amended from time to time.

These Restated Consolidated Financial Information were approved by the Board of Directors of the Company in their meeting held on 5 May 2015.

2. Basis of preparation

The Restated Consolidated Financial Information of the Group have been prepared and presented under the historical cost convention on the accrual basis of accounting, except for certain financial instruments which are measured at fair values, and comply with the Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply under section 133 of the Companies Act 2013 [which has superseded section 211(3C) of the Companies Act 1956 w.e.f. 12 September 2013], other pronouncements of the Institute of Chartered Accountants of India (‘ICAI’), the provisions of the Companies Act, 2013 (to the extent notified) and the Companies Act, 1956, (to the extent applicable).

These restated consolidated financial information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI Regulations:
(a) Adjustments for audit qualification requiring corrective adjustment in the financial statements;
(b) Adjustments for the material amounts in respective years / periods to which they relate;
(c) Adjustments for previous years identified and adjusted in arriving at the profits of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred;
(d) Adjustment to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years;
(e) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited consolidated financial statements of the Group as at and for the nine months period ended 31 December 2014 and the requirements of the SEBI Regulations;
(f) The resultant impact of tax due to the aforesaid adjustments.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

All assets and liabilities have been classified as current or non-current as per the normal operating cycle of entities within the Group and other criteria as set out in the Schedule III to the Companies Act, 2013. Based on the nature of products / services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, entities within the Group have ascertained their operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

3. Principles of consolidation

The Restated Consolidated Financial Information has been prepared based on the consolidated financial statements which have been prepared on the following basis:

(i) The financial statements of the parent company and the subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profits in full in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements" ('AS 21'). Unrealised losses/gains resulting from intra-group transactions have also been eliminated in full. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.

(ii) The excess of cost to the Company of its investment in subsidiaries over its portion of equity in the subsidiaries at the respective dates on which investment in subsidiaries was made is recognised in the consolidated financial statements as goodwill. When the cost to the Company of its investment in subsidiaries is less than its portion of equity of the subsidiaries, at the date on which investment in the subsidiaries was made, the difference is treated as a capital reserve in the consolidated financial statements. The Company's portion of equity in the subsidiaries is determined on the basis of the value of assets and liabilities as per the financial statements of the subsidiaries as on the date of investment.

(iii) The consolidated financial statements are prepared by applying uniform accounting policies for similar transactions and other events in similar circumstances across the Group.

(iv) Exchange difference resulting from the difference due to translation of foreign currency assets and liabilities in non-integral foreign subsidiaries is disclosed as foreign currency translation reserve.

(v) The subsidiaries and partnership firms consolidated under the CDGL Group comprise the entities listed below:

Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %*					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
A	**DIRECT SUBSIDIARIES**							
1	Amalgamated Holdings Limited ('AHL')	a subsidiary of the Company incorporated under the laws of India	100%	100%	100%	100%	100%	100%
2	Ganga Coffee Curing Works Limited	a subsidiary of the Company incorporated under the laws of India	100%	100%	100%	100%	100%	100%
3	A.N Coffeeday International Limited ('AN CCD')	a subsidiary of the Company incorporated under the laws of Cyprus	100%	100%	100%	100%	100%	100%
4	Coffee Day Properties (India) Private Limited	a subsidiary of the Company incorporated under the laws of India	100%	100%	100%	100%	100%	100%
5	Classic Coffee Curing Works	a partnership firm registered under the laws of India	99%	99%	99%	99%	99%	99%
B	**STEP-DOWN SUBSIDIARIES**							
1	Coffeelab Limited	a subsidiary of AHL incorporated under the laws of India	100%	100%	100%	100%	100%	100%

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Sl No	Name of Entity	Country of Incorporation and other particulars	Shareholding %*					
			31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	31 December 2014
2	Coffee Day Gastronomie Und Kaffeehandles GmbH	a subsidiary of AN CCD incorporated under the laws of Austria	100%	100%	100%	100%	100%	100%
3	COFFEE DAY CZ a.s. (formerly CAFÉ Emporio a.s.)	a subsidiary of AN CCD incorporated under the laws of Czech Republic	NA	100%	100%	100%	100%	100%

*The shareholding percentage indicated above represents equity interest of CDGL in its direct subsidiaries and equity interest of direct subsidiaries in their down-stream subsidiaries

4. Significant accounting policies

a) Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

b) Fixed assets and depreciation

Fixed assets are stated at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes freight, duties, taxes and other incidental expenses relating to the acquisition and installation of the respective assets. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized.

Advance paid towards the acquisition of fixed assets outstanding at each balance sheet and the cost of fixed assets not ready for their intended use before such date, are disclosed as capital advances.

Depreciation is provided on a Straight Line Method ('SLM') over estimated useful life of the fixed assets estimated by the Management. The Management believes that the useful lives as given below best represent the period over which management expects to use these assets based on internal assessment and technical advice where necessary. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. If the Management's estimate of the useful life of the fixed assets at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid Schedule, depreciation is provided at a higher rate based on the Management's estimate of the useful life or remaining useful life. Depreciation for assets purchased/ sold during a period is proportionately charged.

Pursuant to this policy, depreciation on assets has been provided at the rates based on the following useful lives of these fixed assets as estimated by the Management:

Category of assets	Estimated useful life (in years)	Method of Depreciation
Buildings	30 to 60	SLM
Leasehold improvements	Lease term or estimated useful life of 9 years, whichever is lower	SLM
Plant and machinery	12	SLM
Office equipment	5	SLM
Furniture and fittings	8 to 10	SLM
Computers (including software)	3	SLM
Vehicles	8	SLM
Coffee vending machines	9	SLM
Leasehold land	Lease term (27 years)	SLM

Pro-rata depreciation is provided on all fixed assets purchased and sold during the year.

Individual assets costing Rs 5,000 or less are depreciated in full on the date of acquisition.

Freehold land is not depreciated. The building built on leasehold land is classified as building and is amortised over the lease term or the useful life of the building, whichever is lower.

c) Inventories :

Inventories are valued at the lower of cost and net realizable value. ‘Cost’ comprises purchase cost and all expenses incurred in bringing the inventory to its present location and condition. Cost has been determined as follows:

Nature of Inventory	**Method of Valuation**
Raw coffee	Cost of purchase of raw coffee determined under First In First Out (‘FIFO’) basis
Finished goods of clean and roasted coffee	Cost of materials including costs of conversion, where cost of material is determined under FIFO. Cost of conversion is considered at actuals.
Perishables, consumables and merchandise	At cost on a FIFO basis
Packing materials	At cost on a FIFO basis
Work in progress	Cost of materials including costs of conversion, where cost of material is determined under FIFO basis. Cost of conversion is considered at actuals up to the stage of conversion.

The comparison of cost and net realizable value is made on an item by item basis. The Group periodically assesses the inventory for obsolescence and slow moving stocks.

d) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Nature of Revenue	**Revenue recognition**
Sale of products	
Sale of coffee beans	Revenue from sale of clean coffee bean is recognised on transfer of all significant risks and rewards of ownership to the buyer.
Sale of food, beverages, merchandise and other items	Revenue from retailing of coffee products and other related products (such as food, beverages, merchandise and other items) is recognised on transfer of all significant risks and rewards of ownership to the buyer. Revenue from franchisee arrangement consists of sale of coffee products and other related products as well as royalties paid by franchisees to use the ‘Coffee Day’ brand. Sales of coffee products and other related products are recognized on transfer of all significant risks and rewards of ownership to franchisee. Royalty revenues are recognized based upon a percentage of reported revenues by the franchisee in accordance with the terms of the relevant arrangement unless significant future contingencies exist. Advances received for sale of gift vouchers are reported as liabilities until all conditions for revenue recognition are met and is recognized as income either on redemption or on expiry of gift vouchers, whichever is earlier.
Sale of services	
Service income from coffee vending machines	Services income from coffee vending machine is recognized when the related services are rendered unless significant future contingencies exist.

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Revenue	**Revenue recognition**
Other operating revenue	
Sale of import entitlements	Sale of import entitlements on account of foreign currency earnings is recognised on an accrual basis in the year of export unless there exists significant uncertainty in the ultimate collection of amount of consideration.
Advertisement income	Income from advertising is recognized ratably over the period of the contract, based on the terms of the contract and is billable in accordance with the specific terms of the contracts with the customer.
Gain / loss from commodity futures	Gain/ loss from commodity future transactions is settled on a net basis and recognized on accrual basis in the statement of profit and loss.
Other income	
Interest income	Interest on the deployment of funds is recognised using the time-proportion method, based on underlying interest rates.
Dividend income	Dividend income is recognised when the Group's right to receive dividend is established.

Sales are disclosed both gross and net of government levies (such as sales tax, services tax, etc.), trade discount and quality claims.

Excise duty is not applicable on revenue related activities of the Group.

e) Government grants
Grants from the Government are recognised when there is reasonable assurance that:

(i) the Group will comply with the conditions attached to them; and
(ii) the grant will be received.

The grants received in advances from the Government are reported as liabilities until all above conditions are met. Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. Where the Group receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognised at a nominal value.

f) Foreign currency transactions

Foreign exchange transactions are recorded at the rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year except for exchange difference arising on settlement of long-term foreign currency monetary items (i.e. an asset or liability which is expressed in a foreign currency and has a term of 12 months or more at the date of the origination of the asset or liability) relating to acquisition of depreciable capital asset at rates different from those at which they were initially recorded during the year, or reported in previous financial statements are added or deducted from the cost of the asset and are depreciated over the remaining life of the asset.

Monetary assets and liabilities denominated in foreign currency currencies as at the balance sheet date are translated into Indian rupees at the closing exchange rates on that date. The resultant exchange differences are recognised in the statement profit and loss except that:

a) Exchange differences pertaining to long term foreign currency monetary items that are related to acquisition of depreciable assets are adjusted in the carrying amount of the related fixed assets;
b) Exchange difference arising on other long-term foreign currency monetary items are accumulated in 'Foreign Currency Monetary Item Translation Difference Account' (FCMITDA'), and are amortised over the balance period of the relevant foreign currency item.

Exchange differences arising on a monetary item that, in substance, forms part of the Group's net investment in a non-integral foreign operation are accumulated in a foreign currency translation reserve until the disposal of the net investment, at which time the accumulated amount is recognised as income or as expense.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency are translated at the exchange rate prevalent at the date of transaction.

Forward exchange contracts and other similar instruments that are not in respect of forecasted transactions are accounted for using the guidance in Accounting Standard ('AS') 11, 'The effects of changes in foreign exchange rates'. For such forward exchange contracts and other similar instruments covered by AS 11, based on the nature and purpose of the contract, either the contracts are recorded based on the forward rate/ fair value at the reporting date, or based on the spot exchange rate on the reporting date. For contracts recorded at the spot exchange rates, the premium or discount at the inception is amortized as income or expense over the life of the contract.

g) Derivative instruments and hedge accounting

The Group is exposed to foreign currency and interest rate fluctuations on foreign currency assets, liabilities and forecasted cash flows denominated in foreign currency. The Group limits the effects of foreign exchange and interest rate fluctuations by following established risk management policies including the use of derivatives. The Group enters into derivative financial instruments, where the counterparty is a bank.

The Group has adopted the principles of AS 30 issued by ICAI except to the extent the adoption of AS 30 does not conflict with existing accounting standards prescribed by Companies (Accounting Standard) Rules, 2006 and other authoritative pronouncements.

In accordance with the recognition and measurement principles set out in AS 30, changes in fair value of derivative financial instruments designated as cash flow hedges are recognised directly in shareholders' funds and reclassified into the statement of profit and loss upon the occurrence of the hedged transaction.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the statement of profit and loss.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

h) Employee Benefits

Gratuity, which is a defined benefit, is accrued based on an actuarial valuation, carried out by an independent actuary. Actuarial gains and losses are recognized in the statement of profit and loss.

Contributions payable to the recognized provident fund, which is a defined contribution, is charged to the statement of profit and loss on an accrual basis.

Compensated absence, which is a short term defined benefit, is accrued based on full liability method based on current salaries at the balance sheet date for unexpired portion of leave.

i) Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the relevant tax regulations applicable to respective entities within the Group) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future, however, where there is a unabsorbed depreciation or carry-forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at the balance sheet date and written down or written-up to reflect the amount that is reasonably/ virtually certain as the case may be to be realised.

Minimum alternate tax ('MAT') paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as 'MAT Credit Entitlement'. The Group reviews the 'MAT credit entitlement' asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

The entities within the Group offset, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

j) Leases

Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalised at the fair value of the asset or the present value of the minimum lease payments at the inception of the lease, whichever is lower.

Lease payments under operating lease are recognised as an expense in the statement of profit and loss on a straight line basis over the lease term. Lease term is the non-cancellable period for which the Company has agreed to lease the asset together with any further periods for which the Company has the option to continue the lease and at the inception of the lease it is reasonably certain that the Company will exercise such an option.

k) Employees' stock option scheme

The Group accounts for stock based compensation based on intrinsic value method as required by the Guidance Note on "Accounting for Employee Share-based Payments" issued by Institute of Chartered Accountants of India ('ICAI'). Accordingly, intrinsic value of each option on the grant date is amortised over the vesting period.

As the employee stock options are issued by the promoter of the Company, the stock based compensation cost has been recognised with a corresponding credit to capital reserves, in accordance with the said Guidance Note.

In accordance with the said Guidance Note, the necessary disclosures including pro-forma disclosures for fair value of stock options have been made for grants made on or after 1 April 2005, being the date from which the guidance note is effective.

l) Impairment of assets

The Group assesses at each consolidated balance sheet date whether there is any indication that an asset or a group of assets (including goodwill) comprising a cash-generating unit may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the consolidated balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognised.

m) Provisions and contingent liabilities

Provision is recognised when, as a result of an obligating event, there is a present obligation that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

The disclosure of contingent liability is made when, as a result of an obligating event, there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

No provision or disclosure is made when, as a result of an obligating event, there is a possible obligation or a present obligation where the likelihood of an outflow of resources is remote.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

n) Cash and cash equivalents

Cash and cash equivalents comprise cash and balances with banks. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

Cash flows are reported using the indirect method, whereby consolidated net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

o) Segment reporting

The Group's operating businesses are organized and managed separately according to the nature of business and services provided, with each segment representing a strategic business unit that offers different products / services and serves different markets. The analysis of secondary segments is based on the geographical location of the customers.

The accounting policies adopted for segment reporting are in conformity with the accounting policies followed for the Group. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under 'Unallocable'.

ANNEXURE - IV

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

p) Earnings per share

The basic earnings/ (loss) per share is computed by dividing the net profit/ (loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/ (loss) per share comprises the weighted average shares considered for deriving basic earnings/ (loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

q) Investments

Investments are either classified as current or long term based on management's intention at the time of purchase. Current investments are valued at the lower of cost and fair value as at the balance sheet date determined individually for each investment. Long-term investments are valued at cost less provision for diminution, other than temporary, to recognise any decline in the value of such investments. Such an assessment is carried out individually for each investment. Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Authorised						
2,260,890,413 (Previous years: March 2010: 405,967,795, March 2011: 405,967,795, March 2012: 405,967,795, March 2013: 1,882,890,413, March 2014: 1,882,890,413) equity shares of Rs.1 each	405.97	405.97	405.97	1,882.89	1,882.89	2,260.89
Nil (Previous years: March 2010: 11,922,618, March 2011: 11,922,618, March 2012: 11,922,618, March 2013: Nil, March 2014: Nil) Series A preference shares of Rs 1 each	11.92	11.92	11.92	-	-	-
Nil (Previous years: March 2010: 4,800,000, March 2011: 4,800,000, March 2012: 4,800,000, March 2013: Nil, March 2014: Nil) Series B preference shares of Rs 100 each	480.00	480.00	480.00	-	-	-
3,970,222 (Previous years: March 2010: 3,970,222, March 2011: 3,970,222, March 2012: 3,970,222, March 2013: 3,970,222, March 2014: 3,970,222) IFC Subscribed "A" preference shares of Rs 1 each	3.97	3.97	3.97	3.97	3.97	3.97
900,000 (Previous years: March 2010: 900,000, March 2011: 900,000, March 2012: 900,000, March 2013: 900,000, March 2014: 900,000) IFC Subscribed "B" preference shares of Rs 100 each	90.00	90.00	90.00	90.00	90.00	90.00
Nil (Previous years: March 2010: 98,500, March 2011: 98,500, March 2012: 98,500, March 2013: Nil, March 2014: Nil) DB Subscribed "A" preference shares of Rs 10,000 each	985.00	985.00	985.00	-	-	-
Nil (Previous years: March 2010: 378,000,000, March 2011: 378,000,000, March 2012: 378,000,000, March 2013: 378,000,000, March 2014: 378,000,000) DAMF II Series "A" Preference Shares of Rs 1 each	378.00	378.00	378.00	378.00	378.00	-
	2,354.86	**2,354.86**	**2,354.86**	**2,354.86**	**2,354.86**	**2,354.86**
Issued, subscribed and fully paid up						
162,598,207 (Previous years: March 2010: 106,609,551; March 2011: 131,228,302, March 2012: 131,228,302, March 2013: 155,043,975, March 2014: 155,043,975) equity shares of Rs.1 each	106.61	131.23	131.23	155.00	155.00	162.60
Nil (Previous years: March 2010: 11,922,608, March 2011: 11,922,608, March 2012: 11,922,608, March 2013: Nil, March 2014: Nil) Series A preference shares of Rs 1 each	11.92	11.92	11.92	-	-	-
Nil (Previous years: March 2010: 4,500,000, March 2011: 4,500,000, March 2012: 4,500,000, March 2013: Nil, March 2014: Nil) Series B preference shares of Rs 100 each	450.00	450.00	450.00	-	-	-
3,970,222 (Previous years: March 2010: 3,970,222, March 2011: 3,970,222, March 2012: 3,970,222, March 2013: 3,970,222, March 2014: 3,970,222) IFC Subscribed "A" preference shares of Rs 1 each	3.97	3.97	3.97	3.97	3.97	3.97
900,000 (Previous years: March 2010: 900,000, March 2011: 900,000, March 2012: 900,000, March 2013: 900,000 , March 2014: 900,000) IFC Subscribed "B" preference shares of Rs 100 each	90.00	90.00	90.00	90.00	90.00	90.00
Nil (Previous years: March 2010: 98,500, March 2011: 98,500, March 2012: 98,500, March 2013: Nil, March 2014: Nil) DB Subscribed "A" preference shares of Rs 10,000 each	985.00	985.00	985.00	-	-	-
Nil (Previous years: March 2010: 365,036,400, March 2011: 365,036,400, March 2012: 365,036,400, March 2013: 365,036,400, March 2014: 365,036,400) DAMF II Series "A" Preference Shares of Rs 1 each	365.04	365.04	365.04	365.00	365.00	-
	2,012.54	**2,037.16**	**2,037.16**	**613.97**	**613.97**	**256.57**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(a) Reconciliation of the number of equity and preference shares outstanding at the beginning and at the end of the reporting year/period is as given below:

(i) Equity shares of Rs.1 each:

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	106,609,541	106.61	106,609,541	106.61	131,228,302	131.23	131,228,302	131.23	155,043,975	155.03	155,043,975	155.03
Add: Shares issued during the year/period	-	-	24,618,761	24.62	-	-	23,815,673	23.80	-	-	7,554,232	7.57
Number of shares outstanding at the end of the year/period	**106,609,541**	**106.61**	**131,228,302**	**131.23**	**131,228,302**	**131.23**	**155,043,975**	**155.03**	**155,043,975**	**155.03**	**162,598,207**	**162.60**

(ii) Preference shares:
(iia) Series A preference shares of Rs 1 each:

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	11,922,608	11.92	11,922,608	11.92	11,922,608	11.92	11,922,608	11.92	-	-	-	-
Add: Shares issued/(converted) during the year/period	-	-	-	-	-	-	(11,922,608)	(11.92)	-	-	-	-
Number of shares outstanding at the end of the year/period	**11,922,608**	**11.92**	**11,922,608**	**11.92**	**11,922,608**	**11.92**	**-**	**-**	**-**	**-**	**-**	**-**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(iib) Series B preference shares of Rs 100 each:

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	4,500,000	450	4,500,000	450	4,500,000	450	4,500,000	450	-	-	-	-
Add: Shares issued/(converted) during the year/period	-	-	-	-	-	-	(4,500,000)	(450)	-	-	-	-
Number of shares outstanding at the end of the year/period	**4,500,000**	**450**	**4,500,000**	**450**	**4,500,000**	**450**	**-**	**-**	**-**	**-**	**-**	**-**

(iic) IFC Subscribed "A" preference shares of Rs 1 each:

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	3,970,222	3.97	3,970,222	3.97	3,970,222	3.97	3,970,222	3.97	3,970,222	3.97	3,970,222	3.97
Add: Shares issued during the year/period	-	-	-	-	-	-	-	-	-	-	-	-
Number of shares outstanding at the end of the year/period	**3,970,222**	**3.97**	**3,970,222**	**3.97**	**3,970,222**	**3.97**	**3,970,222**	**3.97**	**3,970,222**	**3.97**	**3,970,222**	**3.97**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(iid)IFC Subscribed "B" preference shares of Rs 100 each

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	900,000	90.00	900,000	90.00	900,000	90.00	900,000	90.00	900,000	90.00	900,000	90.00
Add: Shares issued during the year/period	-	-	-	-	-	-	-	-	-	-	-	-
Number of shares outstanding at the end of the year/period	**900,000**	**90.00**	**900,000**	**90.00**	**900,000**	**90.00**	**900,000**	**90.00**	**900,000**	**90.00**	**900,000**	**90.00**

(iie) DB Subscribed "A" preference shares of Rs 10,000 each:

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	98,500	985.00	98,500	985.00	98,500	985.00	98,500	985.00	-	-	-	-
Add: Shares issued/(converted) during the year/period	-	-	-	-	-	-	(98,500)	(985.00)	-	-	-	-
Number of shares outstanding at the end of the year/period	**98,500**	**985.00**	**98,500**	**985.00**	**98,500**	**985.00**	**-**	**-**	**-**	**-**	**-**	**-**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(iif) DAMF II Series "A" Preference Shares of Rs 1 each:

Amount in Rs millions. (except share data)

	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Number of shares at the beginning of the year/period	365,036,400	365.04	365,036,400	365.04	365,036,400	365.04	365,036,400	365.04	365,036,400	365.04	365,036,400	365.04
Add: Shares issued/ (converted) during the year/period	-	-	-	-	-	-	-	-	-	-	(365,036,400)	(365.04)
Number of shares outstanding at the end of the year/period	**365,036,400**	**365.04**	**365,036,400**	**365.04**	**365,036,400**	**365.04**	**365,036,400**	**365.04**	**365,036,400**	**365.04**	**-**	**-**

(b) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

(i) Equity shares of Rs. 1 each:

The Company has one class of equity shares having a par value of Re.1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) IFC Subscribed "A" preference shares of Re 1 each:-

The Company had issued 3,970,222 IFC Subscribed "A" preference shares of Re. 1 each to shareholder. IFC Subscribed "A" preference shares carry a dividend rate of 0.001% p.a. The preference 'A' shares will participate with the equity shares in any dividend declaration assuming a conversion ratio of 1:1. No dividend shall be paid on any other shares if the preference dividend has not been allocated and paid to shareholders.

IFC has the option to seek redemption/ conversion of IFC Subscribed "A" preference shares.

Redemption - IFC at its option, can seek redemption of preference shares at any time on or after 31 December 2011. Redemption price shall be determined to provide shareholders with an 18% compounded annual internal rate of return on the preference shares, calculated in rupee terms. As at 31 December 2014, the shareholders have not given the notice for redemption.

Conversion – On conversion of IFC Subscribed "A" preference shares and IFC Subscribed "B" preference shares, shareholders shall receive such number of equity shares in order to achieve 2.78% of the outstanding shares of the Company on a fully diluted basis subject to achievement of certain performance parameters.

Liquidation preference - Upon the liquidation or winding up of the Company or occurrence of any transaction involving the transfer of more than 26% of the Company's capital , shareholders shall be entitled to receive, in priority to other shareholders of the Company, other than preference shareholders that are at parity with shareholders' rights, proceeds equal to 100% of the subscription price for the preference shares plus at shareholders' discretion, accrued but unpaid preference dividends or such amounts as will be received upon shareholders participating pro-rata on as converted basis with the holders of equity shares.

1. SHARE CAPITAL

(iii)IFC Subscribed "B" preference shares of Rs 100 each:-

The Company has issued 900,000 IFC Subscribed "B" preference shares of Rs. 100 each to International Financial Corporation ('IFC'). IFC Subscribed "B" preference shares carry a dividend rate of 0.001% p.a. No dividend shall be paid on any other shares if the preference dividend has not been allocated and paid to IFC for the IFC preference shares.

Redemption - IFC at its option, can seek redemption of preference shares at any time on or after 31 December 2011.Redemption price shall be determined to provide IFC with an 18% compounded annual internal rate of return on the preference shares, calculated in rupee terms. As at 31 December 2014, the shareholders have not given the notice for redemption.

Conversion – Refer note 2(b)(ii) for terms of conversion of IFC Subscribed "B" preference shares.

Liquidation preference - Upon the liquidation or winding up of the Company or occurrence of any transaction involving the transfer of more than 26% of the Company's capital , IFC shall be entitled to receive, in priority to other shareholders of the Company, other than preference shareholders that are at parity with IFC's rights, proceeds equal to 100% of the subscription price for the preference shares plus at IFC's discretion, accrued but unpaid preference dividends or such amounts as will be received upon IFC participating pro-rata on an as converted basis with the holders of equity shares.

(iv)DAMF II Series "A" Preference Shares of Re 1 each:-

The Company has issued 36,50,36,400 DAMF II Series "A" Preference Shares of Rs 1 each to DAMF II Coffee Holdings Limited. Preference 'A' shares carry a dividend rate of 5% p.a.
Conversion - The preference shares can be converted into equity shares at any time after the date of issue .i.e. 31 March 2008 . The number of equity shares arising upon conversion will result in 2.0595% of total issued and paid up equity share capital of the Company on a fully diluted basis. In the event of IPO, the Investor shall have the right to convert the whole of the preference shares into equity shares:
(i) at a price which is at a discount of 12.5% to the IPO price; or
(ii) in the manner set out above
In the event the investor has not exercised the above options during the period commencing on 5 year 10 months from the Closing date till 6 years from the Closing date and the promoters have not exercised call option right to purchase all the preference shares held by the investors in the Company at a price equal to investment amount plus IRR of 16.5% p.a. in USD terms at the end of 5 years and 6 months from the closing date, the investor shall have the option to convert all the preference shares into such number of equity shares entitling the investor to 9.36% of the total issued and paid up equity share capital of the Company.

Liquidation preferences -
Before conversion - the assets of the Company available for distribution amongst its members shall be applied first in payment towards the subscription amount along with any accrued dividend (subject to applicable laws) on the face value of the Preference “A” Shares, pro-rata and pari passu with all other preference shares issued by the Company in priority to any payment to any other holders of any other shares, subject only to payments that are mandatorily preferred by applicable Laws. After conversion - Last preference after all liabilities and preference shares.

During the year ended 31 March 2014, Mr V. G. Siddhartha (the promoter) and DAMF II Coffee Holdings Limited (DAMF) have entered into a Share Purchase Agreement under which DAMF proposes to sell compulsorily convertible debentures (CCD) , DAMF II Series “A” Preference Shares and equity shares (hereinafter collectively referred to as the "DAMF Sale Securities") held by it in the Company to Mr. V.G. Siddhartha (VGS) in accordance with the terms of the aforesaid Share Purchase Agreement. In view of the above arrangement, DAMF has waived its right to receive the dividend and interest with respect to the DAMF II Series “A” Preference Shares and compulsorily convertible debentures respectively held by it in the Company. Further during the nine months period ended 31 December 2014, VGS has acquired these shares and CCD's through his associate entity (Devardarshini Info Technologies Private Limited), and has converted these preference shares and CCD's to 7,554,23 equity shares in accordance with the conversion terms as per original agreement.

1. SHARE CAPITAL

(v) DB Subscribed "A" preference shares of Rs 10,000 each:-

The Company had issued 98,500 fully and compulsorily convertible DB Subscribed "A" preference shares of Rs. 10,000 each to DB International (Asia) Limited. DB Subscribed "A" preference shares carry a dividend rate of 5% p.a. Under no circumstances shall any amounts be paid or dividends declared on any of the ordinary equity shares until the accrued dividend and other amounts due and owing on the DB Subscribed "A" preference shares shall have been paid in full.

Conversion by the investor - The investor at any time prior to the mandatory conversion date (i.e. the date falling on the fifth anniversary of the issue of the preference shares .i.e. 18 December 2007) has a right to convert whole or part of the DB Subscribed "A" preference shares into equity shares such that post conversion, the total number of equity shares become 6.25% of the equity capital of the Company on a fully diluted basis on the closing date.

In the event of an IPO, the investor has the following option to convert the whole of the DB Subscribed "A" preference shares, then held by the Investor –

(i) in the manner mentioned above; or

(ii) into equity shares at such the conversion price which shall be 87.5% of the minimum IPO Price; or

With regard to conversion of the DB Subscribed "A" preference shares under (i) above (Conversion by the Investor), the investor may, at any time, issue a notice of conversion to the Company requesting the conversion of all or some of the Preference “A” Shares on the Specified conversion date and the Company will, and the controlling shareholders shall ensure that all necessary processes are fulfilled to, complete the conversion.

Mandatory conversion – In the event promoters either (i) have not provided a call exercise notice to the investor within 15 days of the occurrence of a call option event under clause 10.2 of the Option Deed or (ii) having provided such call exercise notice, completion has not occurred as per clause 6 of the Option Deed, each outstanding DB Subscribed "A" preference shares shall automatically and mandatorily be converted by the Company into equity shares such that if all DB Subscribed "A" preference shares are converted, the number of resultant equity shares would be equal to 26% of the total equity shares of the Company on a fully Diluted Basis at the time of conversion.

During the financial year ended 31 March 2013, GS Strategic Investments Limited had purchased 65,667 preference shares and Jardine Rothschild Asia Capital (Mauritius) Limited had purchased 32,833 preference shares of Rs 10,000 each from DB International (Asia) Limited. Subsequently these shares were purchased by Coffee Day Enterprises Limited, the ultimate holding company and the same has been converted into 85,18,006 equity shares of Rs.1 each at a premium of Rs.114.637 per share.

(vi) Series A preference shares of Rs 1 each:-

The Company had issued 11,922,608, Series A preference shares of Rs 1 each to Sequoia Capital India Growth Investment Holdings I. Series A preference shares carry a dividend rate of 0.001% p.a. In addition, the Series A preference shares shall participate with the equity share in any dividend declared on an as if converted basis.

The series A preference shares will be entitled to vote in "as if converted to Equity share basis". Thus, each such share will carry one vote on all the matters requiring shareholder approval.

Redemption - The preference shares (unless converted into equity shares) shall be redeemed at the option of investor at any time after the fifth anniversary of the issue date i.e. 11,481,471 shares issued on 10 November 2006 and 441,137 issued on 5 March 2007 but before 12 May 2012. The preference shares shall be redeemed at the higher of -

(i) The investor subscription price ($20 million) including 18% IRR (in rupee terms); or

(ii) 10% of the fair market value of the Company determined by using the formula of 1.5 times gross turnover of the Company (including all businesses that may have been hived off from the Company into independent businesses) of the fifth years sale.

Conversion – Series A Preference Shares - The investor can convert the Series A Preference Shares into equity shares in the ratio of 1:1 resulting in 1,20,15,504 equity shares on a fully dilutive basis.

Liquidation preferences -

Before conversion - the assets of the Company available for distribution amongst its members shall be applied first in payment towards the subscription amount along with any accrued dividend (subject to applicable laws) on the face value of the Preference “A” Shares, pro rata and pari passu with all other preference shares issued by the Company in priority to any payment to any other holders of any other shares, subject only to payments that are mandatorily preferred by applicable Laws.

During the year ended 31 March 2012, on the expiry of the fifth anniversary of the issue and pursuant to the redemption notice issued by the shareholder, the Company along with Sequoia Capital India Growth Investment Holdings I and Coffee Day Enterprises Limited (parent company) entered into a share purchase/ redemption agreement dated 21 March 2012. As per this agreement, Coffee Day Enterprises Limited had agreed to purchase from Sequoia Capital India Growth Investment Holdings I, the 11,922,608 Series A preference shares of Rs 1 each and 4,500,000 Series B preference shares of Rs 1 each at a consideration resulting in 18% IRR on the subscription amount paid by Sequoia Capital India Growth Investment Holdings I subsequent to such purchase. Coffee Day Enterprises Limited had a right to convert 11,922,608 Series A preference shares of Rs 1 each into 11,922,608 equity shares of Rs. 1 each and 4,500,000 Series B preference shares of Rs 1 each into 23,815,673 equity shares of Rs.1 each at a premium of Rs.132.23. Consequently, during the year ended 31 March 2013, the above Series A preference shares and Series B preference shares were converted into equity shares in accordance with aforementioned conversion ratio

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ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(vii) Series B preference shares of Rs 100 each:-

The Company had issued 4,500,000 Series B preference shares of Rs 100 each to Sequoia Capital India Growth Investment Holdings I. Series B preference shares carry a dividend rate of 0.001% p.a. In addition, the Series B preference shares shall participate with the equity share in any dividend declared on an as if converted basis in the event agreed ratios are achieved.
Redemption - The preference shares (unless converted into equity shares) shall be redeemed at the option of investor at any time after the fifth anniversary of the issue date i.e. 10 November 2006. The preference shares shall be redeemed at the higher of -
(i) The investor subscription price ($20 million) including 18% IRR (in rupee terms); or
(ii) 10% of the fair market value of the Company determined by using the formula of 1.5 times gross turnover of the Company (including all businesses that may have been hived off from the Company into independent businesses) of the fifth years sale.
Conversion – Series B Preference Shares - The investor can convert Series B Preference Shares into equity shares at a 10% discount to the IPO floor price as arrived at by the merchant/ investment bankers appointed by the Company. In case the Company issues any shares to a third party private equity investor prior to an IPO, the conversion prices for the Series B Investor Preference Shares shall be the valuation of the Company determined for the purpose of such investment.
Liquidation preferences -
Before conversion - the assets of the Company available for distribution amongst its members shall be applied first in payment towards the subscription amount along with any accrued dividend (subject to applicable laws) on the face value of the Preference “A” Shares, pro rata and pari passu with all other preference shares issued by the Company in priority to any payment to any other holders of any other shares, subject only to payments that are mandatorily preferred by applicable Laws.

Refer note 1 (b)(vi) for the subsequent conversion of these preference shares

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(c) Equity and preference shareholders holding more than 5% of equity and preference shares along with the number of equity and preference shares held at the beginning and at the end of the year is as given below:

Name of shareholder	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares
Equity shares of Rs 1 each												
Coffee Day Enterprises Limited	91.11%	97,133,330	92.78%	121,752,081	92.78%	121,752,081	94.94%	147,192,442	94.94%	147,192,442	90.53%	147,192,442
Devardarshini Info Technologies Private Limited	-	-	-	-	-	-	-	-	-	-	5.05%	8,205,742
Series A preference shares of Rs 1 each												
Sequoia Capital India Growth Investment Holdings I	100%	11,922,608	100.00%	11,922,608	100.00%	11,922,608	-	-	-	-	-	-
Series B preference shares of Rs 100 each												
Sequoia Capital India Growth Investment Holdings I	100%	4,500,000	100.00%	4,500,000	100%	4,500,000	-	-	-	-	-	-
IFC Subscribed "A" preference shares of Rs 1 each												
International Finance Corporation	100%	3,970,222	100%	3,970,222	73%	2,894,411	73%	2,894,411	73%	2,894,411	73%	2,894,411
Mr. V. G. Siddhartha	-	-	-	-	27%	1,075,811	27%	1,075,811	27%	1,075,811	27%	1,075,811
IFC Subscribed "B" preference shares of Rs 100 each												
International Finance Corporation	100%	900,000	100%	900,000	100%	900,000	100%	900,000	100%	900,000	100%	900,000

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1. SHARE CAPITAL

Name of shareholder	31 March 2010		31 March 2011		31 March 2012		31 March 2013		31 March 2014		31 December 2014	
	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares
DB Subscribed "A" preference shares of Rs 10,000 each												
DB International (Asea) Ltd.	100%	98,500	100%	98,500	100%	98,500	-	-	-	-	-	-
DAMF II Series "A" Preference Shares of Rs 1 each												
DAMF II Coffee Holdings Limited - Series B	100%	365,036,400	100%	365,036,400	100%	365,036,400	1.00	365,036,400	100%	365,036,400	-	-

(d) Securities convertible into equity or redeemable (in the descending order):

Particulars	Manner of conversion/ redemption	Convertible into	Earliest date of conversion/redemption
IFC Subscribed "A" preference shares of Re 1 each	Optional	Equity	*
IFC Subscribed "B" preference shares of Rs 100 each	Optional	Equity	*

The above securities are convertible/ redeemable on the dates mentioned above or the date of IPO, whichever is earlier.

*These securities are due for redemption/conversion as at 31 December 2014. However, notice seeking conversion can be given at any time at the option of IFC. As at 31 December 2014, the shareholders have not given the notice for redemption or conversion.

(e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

2. RESERVES AND SURPLUS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Securities premium account						
Balance at the beginning of the year	1,372.04	1,372.04	4,947.42	4,947.42	6,370.50	6,370.50
Add: Additions during the year/period	-	3,575.38	-	1,423.08	-	925.32
Balance at the end of the year/period	**1,372.04**	**4,947.42**	**4,947.42**	**6,370.50**	**6,370.50**	**7,295.82**
Capital reserve						
Balance at the beginning of the year/period	16.36	20.19	21.96	16.34	19.70	21.76
Add: During the year/period	3.83	1.77	(5.62)	3.36	2.06	0.21
Balance at the end of the year/period	**20.19**	**21.96**	**16.34**	**19.70**	**21.76**	**21.96**
General reserve						
Balance at the beginning of the year/period	106.49	106.49	106.49	106.49	106.49	106.49
Add: During the year/period	-	-	-	-	-	-
Balance at the end of the year/period	**106.49**	**106.49**	**106.49**	**106.49**	**106.49**	**106.49**
Hedge reserve						
Balance at the beginning of the year/period	-	-	40.53	(77.12)	(74.47)	(42.77)
Add: During the year/period	-	40.53	(117.65)	2.65	31.70	18.09
Balance at the end of the year/period	**-**	**40.53**	**(77.12)**	**(74.47)**	**(42.77)**	**(24.68)**
Foreign currency translation reserve						
Balance at the beginning of the year/period	1.36	(0.15)	0.28	5.03	1.20	(0.68)
Add: During the year/period	(1.52)	0.43	4.75	(3.83)	(1.88)	4.17
Balance at the end of the year/period	**(0.15)**	**0.28**	**5.03**	**1.20**	**(0.68)**	**3.48**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

2. RESERVES AND SURPLUS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Debenture redemption reserve						
Balance at the beginning of the year/period	-	-	-	-	-	41.70
Add : Transfer from statement of profit and loss account during the year/period	-	-	-	-	41.70	31.25
Balance at the end of the year/period	**-**	**-**	**-**	**-**	**41.70**	**72.95**
Deficit (Balance in the statement of profit and loss)						
Balance at the beginning of the year/period	478.79	385.89	413.12	334.37	306.61	170.83
Add: Profit / (Loss) for the year/period	(6.03)	108.76	5.66	1.13	(94.08)	(109.07)
Balance at the end of the year/period	**472.76**	**494.65**	**418.78**	**335.50**	**212.53**	**61.75**
Less: Appropriations						
Preference dividend	(74.12)	(69.92)	(72.39)	(24.89)	-	-
Tax on preference dividend	(12.75)	(11.61)	(12.02)	(4.00)	-	-
Transferred to debenture redemption reserve	-	-	-	-	(41.70)	(31.25)
	(86.87)	**(81.53)**	**(84.41)**	**(28.89)**	**(41.70)**	**(31.25)**
Balance at the end of the year/period	**385.89**	**413.12**	**334.37**	**306.61**	**170.83**	**30.50**
Total	**1,884.46**	**5,529.80**	**5,332.53**	**6,730.03**	**6,667.83**	**7,506.52**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

3. DEFERRED TAX LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Deferred tax liability						
Excess of depreciation/ amortisation on fixed assets under income-tax law over depreciation/ amortisation provided in accounts	81.59	71.88	239.67	311.54	324.77	301.50
	81.59	71.88	239.67	311.54	324.77	301.50
Deferred tax asset						
Employee benefits	0.39	1.70	3.84	9.20	2.20	2.66
Rent straightlining in accordance with AS 19-Leases	33.18	40.86	54.40	62.10	72.10	104.49
Unabsorbed losses	-	-	47.29	26.20	38.20	-
Others	0.44	-	0.34	0.40	-	-
	34.02	42.56	105.87	97.90	112.50	107.15
Net deferred tax liabilities	**47.57**	**29.32**	**133.80**	**213.64**	**212.27**	**194.35**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

4. OTHER LONG-TERM LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Deposits from vending customers	248.06	206.87	137.11	177.30	228.04	227.77
Derivative liability	-	-	66.80	74.40	42.70	26.07
Creditors for expenses	97.54	115.83	152.20	186.20	226.37	241.52
	345.60	**322.70**	**356.11**	**437.90**	**497.11**	**495.37**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

5. LONG-TERM PROVISIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Provision for employee benefits - Gratuity (refer note 20 of Annexure V)	0.36	1.18	-	16.20	14.70	8.43
	0.36	**1.18**	**-**	**16.20**	**14.70**	**8.43**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

6. TRADE PAYABLES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Trade payables						
- Dues to micro and small enterprises	4.82	3.76	-	-	-	-
- Dues to other creditors	371.59	223.07	172.04	155.24	326.15	136.45
	376.41	**226.83**	**172.04**	**155.24**	**326.15**	**136.45**

Note: The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2010, 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014 and 31 December 2014 has been made in the financial statements based on information received and available with the Group.

(Rs. in Million, unless otherwise stated)

	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	4.82	3.76	-	-	-	-
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;	1.59	-	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting period; and	-	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise;	0.10	-	-	-	-	-

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

7. OTHER CURRENT LIABILITIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Current maturities of long-term debt **(Refer annexure VII-C)**						
From banks						
- Canara Bank	100.00	120.00	99.99	40.00	6.10	-
- Indian Overseas Bank	40.00	48.00	39.99	16.00	5.10	-
- Punjab National Bank	20.00	24.00	20.00	8.00	0.90	-
- Vijaya Bank	60.00	60.00	39.36	-	100.00	250.00
- Rabo Bank, Singapore	9.07	40.43	89.69	136.50	355.00	238.73
- Standard Chartered Bank	-	-	-	240.90	196.10	374.47
- Vehicle loans from banks	-	0.83	0.97	0.50	0.60	0.60
From financial institutions and others						
- Deutsche Investitions-Und Entwicklungsgesellschaft MBH	64.35	64.33	119.52	146.00	181.10	214.85
- International Finance Corporation	82.45	81.67	93.18	99.30	109.70	57.87
- Housing Development Finance Corporation Limited	19.50	19.50	21.28	-	-	-
Book overdraft	280.66	170.99	146.38	65.00	26.83	5.49
Deposits from customers	47.25	132.26	223.61	231.50	291.40	287.22
Advance payments towards unexpired gift vouchers	13.88	5.23	4.95	6.70	12.60	8.17
Unearned revenue	1.19	-	-	-	-	-
Interest accrued and not due on borrowings	26.60	45.06	42.88	59.80	48.30	78.11
Other payables						
- Statutory dues	26.49	35.83	56.61	84.60	83.89	85.70
- Creditors for capital goods	34.71	64.29	27.34	20.70	57.77	28.82
- Accrued salaries and benefits	30.79	45.70	49.05	74.10	71.49	80.50
- Creditors for expenses	136.17	220.83	330.49	195.60	180.60	153.95
- Derivative liability	-	-	10.31	-	-	0.28
	993.11	**1,178.95**	**1,415.60**	**1,425.20**	**1,727.48**	**1,864.77**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

8. SHORT-TERM PROVISIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Provision for employee benefits						
- Gratuity (refer note 20 of Annexure V)	5.56	9.15	11.85	11.50	2.80	7.84
- Compensated absence	4.19	4.14	10.42	10.70	5.40	5.80
Provision for preference dividend	0.01	69.91	23.16	24.90	-	-
Provision for corporate dividend tax	-	11.61	3.85	4.00	-	-
Provision for taxation, net of advance tax and tax deducted at source	45.49	7.76	57.89	77.21	55.97	42.80
	55.25	**102.57**	**107.17**	**128.31**	**64.17**	**56.44**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

9. OTHER NON-CURRENT ASSETS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Unsecured, considered good						
Fixed deposit accounts with banks*	25.00	82.83	95.44	85.80	95.10	85.49
Margin money deposits with banks	13.32	14.28	5.11	14.10	6.70	39.40
Minimum alternate tax credit	-	-	44.50	93.01	100.87	77.60
Derivative asset	-	40.53	-	-	-	-
	38.32	**137.64**	**145.05**	**192.91**	**202.67**	**202.49**

* includes Rs 25.00, Rs 82.83, Rs. 93.91, Rs. 85.50, Rs. 94.90 and Rs. 85.49 for the year ended 31 March 2010, 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014 and period ended 31 December 2014 respectively, given as security for loan availed by the Group. These fixed deposits cannot be withdrawn by the Group within 12 months of balance sheet date.

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

10. INVENTORIES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Stock of raw coffee and packing materials	638.59	571.49	420.96	356.00	334.41	65.79
Stock of perishables, consumables and merchandise	417.98	484.57	638.34	778.10	814.90	809.37
Work in progress	9.32	7.92	105.00	77.90	32.60	-
Finished goods of clean and roasted coffee	209.21	405.07	260.04	207.50	400.10	373.81
	1,275.10	**1,469.05**	**1,424.34**	**1,419.50**	**1,582.01**	**1,248.97**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

11. CASH AND BANK BALANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Cash and cash equivalents						
Cash on hand	30.49	37.02	46.80	69.50	45.11	53.73
Balance with scheduled banks:						
- In current accounts	123.53	142.38	98.76	304.50	133.76	221.96
- In exchange earners foreign currency account	0.05	0.04	0.05	-	-	-
- In fixed deposits	-	432.23	1,173.74	550.10	726.40	747.40
	154.07	**611.67**	**1,319.35**	**924.10**	**905.27**	**1,023.09**
Other bank balances						
- In fixed deposits	2,962.06	3,542.56	1,276.51	80.90	58.50	29.38
	3,116.13	**4,154.23**	**2,595.86**	**1,005.00**	**963.77**	**1,052.47**

Note: Fixed deposits with a original maturity period of less than 3 months are classified as "Cash and cash equivalents" and fixed deposits with a original maturity period of greater than 3 months, but with a maturity date of less than 12 months from balance sheet date are classified as "Other bank balances".

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

12. OTHER CURRENT ASSETS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Claims receivable	6.36	10.36	6.94	3.70	2.00	2.84
Interest accrued but not due	1.79	30.68	18.02	10.00	0.40	2.98
	8.15	**41.04**	**24.96**	**13.70**	**2.40**	**5.82**

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

13. REVENUE FROM OPERATIONS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Revenue from operations						
Sale of products						
Sale of coffee beans	2,464.35	4,651.07	4,590.35	4,431.26	3,697.42	2,110.75
Sale of food, beverages and other items	3,527.05	4,596.95	5,657.99	6,598.34	8,013.23	6,888.91
Sale of merchandise items	224.00	327.31	363.71	407.10	416.20	349.77
Sale of services						
Service income from coffee vending machines	120.69	177.29	222.83	359.00	428.89	399.62
Other operating revenue						
Sale of import entitlements	82.45	226.33	207.67	210.20	126.10	89.17
Advertisement income	108.47	158.83	161.28	125.40	144.12	124.22
Gain / (loss) from commodity futures	13.42	26.98	36.30	(32.20)	32.60	(18.44)
Royalty income	98.55	-	-	-	-	-
	6,638.98	**10,164.76**	**11,240.13**	**12,099.10**	**12,858.56**	**9,944.00**
Less: Quality claims	(16.23)	(26.65)	(30.19)	(36.90)	(18.90)	(20.23)
Less: Sales tax	(449.55)	(512.26)	(668.37)	(773.60)	(906.56)	(728.09)
Less: Service tax	(21.29)	(21.03)	(36.57)	(52.40)	(266.23)	(229.19)
Less: Trade discounts	(12.52)	(66.70)	(178.87)	(160.60)	(231.85)	(218.94)
	6,139.39	**9,538.12**	**10,326.13**	**11,075.60**	**11,435.02**	**8,747.55**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

14. COST OF INVENTORIES SOLD

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
14. (a) Cost of materials consumed						
Opening stock of raw materials, packing materials, stock of perishable, consumable and merchandise	677.77	1,056.57	1,056.07	1,059.30	1,134.10	1,149.31
Purchase of raw materials and packing materials						
- Purchase of coffee beans	2,051.16	4,257.26	4,208.15	3,869.40	3,287.06	1,500.20
- Purchase of food, consumables and packing materials	1,146.31	1,595.53	1,736.67	1,993.20	2,434.04	2,108.41
- Purchase of merchandise items	39.04	145.06	182.69	188.20	187.50	158.91
Closing stock of raw materials and packing materials	1,056.57	1,056.07	1,059.30	1,134.10	1,149.31	875.15
	2,857.71	**5,998.35**	**6,124.28**	**5,976.00**	**5,893.39**	**4,041.67**
14. (b) Changes in inventories of finished goods and work-in-progress						
Opening stock						
Finished goods	517.11	209.21	405.07	260.04	207.50	400.10
Work-in-progress	11.50	9.32	7.92	105.00	77.90	32.60
	528.61	218.53	412.99	365.04	285.40	432.70
Closing stock						
Finished goods	209.21	405.07	260.04	207.50	400.10	373.81
Work-in-progress	9.32	7.92	105.00	77.90	32.60	-
	218.53	412.99	365.04	285.40	432.70	373.81
	310.08	**(194.46)**	**47.95**	**79.64**	**(147.30)**	**58.89**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

15. EMPLOYEE BENEFITS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Salaries and wages	420.74	582.60	782.86	986.40	1,166.60	906.89
Contribution to provident and other funds	51.08	78.65	97.36	129.90	129.40	98.59
Stock compensation expense (refer note 21 of Annexure V)	3.83	1.77	(5.62)	3.30	2.10	0.11
Staff welfare expenses	21.01	25.58	28.19	30.10	32.70	23.29
	496.66	**688.60**	**902.79**	**1,149.70**	**1,330.80**	**1,028.88**

16. FINANCE COSTS

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Interest expenses	446.19	373.20	389.07	376.90	407.60	371.02
Other borrowing costs	147.93	91.36	42.83	22.90	41.80	39.51
	594.12	**464.56**	**431.90**	**399.80**	**449.40**	**410.53**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

17. OTHER EXPENSES

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Rent (Refer note 19 of Annexure V)	609.43	753.26	925.23	1,028.60	1,176.10	1,042.56
Power and fuel	169.45	242.84	244.79	258.60	279.70	239.72
Advertising and business promotion expenses	69.42	89.47	73.03	100.50	85.30	40.67
Travelling and conveyance	75.06	92.12	77.40	92.30	127.00	116.73
Café housekeeping and maintenance	90.84	149.35	164.82	144.00	160.70	129.03
Legal, professional and consultancy	22.40	40.17	42.26	38.40	34.26	25.09
Rates and taxes	35.04	60.78	55.11	51.20	55.90	30.16
Subcontracting charges	9.49	14.55	15.24	62.00	95.11	86.83
Freight and handling charges	53.18	96.61	116.80	104.20	87.60	46.47
Communication expenses	25.99	39.98	38.55	39.00	40.31	41.76
Brokerage and commission	74.05	109.96	103.87	106.80	83.80	109.16
Grinding and curing charges	24.52	28.50	31.09	35.10	51.27	44.59
Office maintenance and utilities	40.32	54.91	46.64	37.80	36.06	28.31
Insurance	7.35	9.32	12.19	10.90	11.72	7.03
Loss on sale of assets, net	5.58	5.14	5.38	18.22	12.51	40.41
Repairs and maintenance						
- plant and machinery	53.74	78.43	79.05	78.80	90.00	74.06
- buildings	0.91	1.00	0.77	0.90	0.60	0.61
- others	12.22	17.01	27.03	26.50	28.70	12.93
Foreign exchange loss, net	17.57	-	17.61	-	0.16	0.05
Miscellaneous	37.85	111.09	73.79	121.70	113.52	71.99
	1,434.41	**1,994.49**	**2,150.65**	**2,355.52**	**2,570.32**	**2,188.16**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

18. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

a. For the year ended 31 March 2010 :

(Rs. in Million, unless otherwise stated)

Description	Gross block				Accumulated depreciation				Net block	
	As at 1 April 2009	Additions during the year*	Deletions during the year	As at 31 March 2010	As at 1 April 2009	Charge for the year	Deletions during the year	As at 31 March 2010	As at 31 March 2010	As at 31 March 2009
Tangible fixed assets - Owned										
Freehold land	27.34	0.27	-	27.61	-	-	-	-	27.61	27.34
Buildings ^	304.13	5.09	6.49	302.73	36.04	13.51	4.08	45.47	257.26	268.09
Plant and machinery	1,408.39	211.46	1.36	1,618.49	454.53	106.39	0.30	560.62	1,057.87	953.86
Furniture and fittings	586.52	103.69	2.34	687.87	189.15	64.06	1.18	252.03	435.84	397.37
Vehicles	45.57	1.30	-	46.87	26.25	4.27	-	30.52	16.35	19.32
Office equipment	97.63	12.25	-	109.88	87.43	2.91	-	90.34	19.54	10.20
Leasehold improvements	2,014.45	615.55	6.61	2,623.39	307.75	272.42	1.82	578.35	2,045.04	1,706.70
Computers	63.00	13.93	-	76.93	29.37	25.60	-	54.97	21.96	33.63
Coffee vending machine	894.52	299.23	26.63	1,167.12	228.39	105.93	26.63	307.69	859.43	666.13
Tangible fixed assets- Leased										
Leasehold land	28.78	-	-	28.78	1.18	0.78	-	1.96	26.82	27.60
	5,470.33	**1,262.77**	**43.43**	**6,689.67**	**1,360.09**	**595.87**	**34.01**	**1,921.95**	**4,767.72**	**4,110.24**
Intangible fixed assets - Owned										
Software	52.94	-	-	52.94	41.08	-	-	41.08	11.86	11.86
	52.94	**-**	**-**	**52.94**	**41.08**	**-**	**-**	**41.08**	**11.86**	**11.86**
Total	**5,523.27**	**1,262.77**	**43.43**	**6,742.61**	**1,401.17**	**595.87**	**34.01**	**1,963.03**	**4,779.58**	**4,122.10**

^ includes building constructed on leasehold land.

* Additions / adjustments include foreign exchange gain (net) amounting to Rs 126.63 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

18. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

b. For the year ended 31 March 2011 :

(Rs. in Million, unless otherwise stated)

Description	Gross block				Accumulated depreciation				Net block	
	As at 1 April 2010	Additions during the year*	Deletions during the year	As at 31 March 2011	As at 1 April 2010	Charge for the year	Deletions during the year	As at 31 March 2011	As at 31 March 2011	As at 31 March 2010
Tangible fixed assets - Owned										
Freehold land	27.61	-	-	27.61	-	-	-	-	27.61	27.61
Buildings ^	302.73	12.69	-	315.42	45.47	10.81	-	56.28	259.14	257.26
Plant and machinery	1,618.49	421.24	-	2,039.73	560.62	134.39	-	695.01	1,344.72	1,057.87
Furniture and fittings	687.87	163.02	0.18	850.71	252.03	80.51	0.18	332.36	518.35	435.84
Vehicles	46.87	3.02	-	49.89	30.52	3.93	-	34.45	15.44	16.35
Office equipment	109.88	0.87	-	110.75	90.34	2.90	-	93.24	17.51	19.54
Leasehold improvements	2,623.39	958.37	9.30	3,572.45	578.35	382.51	3.49	957.38	2,615.09	2,045.04
Computers	76.93	3.92	-	80.85	54.97	24.13	-	79.10	1.75	21.96
Coffee vending machine	1,167.12	399.11	38.06	1,528.17	307.69	152.49	38.06	422.12	1,106.05	859.43
	-	-	-							
	-	-	-							
Leasehold land	28.78	-	-	28.78	1.96	0.78	-	2.74	26.04	26.82
	6,689.67	**1,962.24**	**47.54**	**8,604.37**	**1,921.95**	**792.45**	**41.73**	**2,672.67**	**5,931.70**	**4,767.72**
Intangible fixed assets - Owned										
Software	52.94	-	-	52.94	41.08	-	-	41.08	11.86	11.86
	52.94	**-**	**-**	**52.94**	**41.08**	**-**	**-**	**41.08**	**11.86**	**11.86**
Total	**6,742.61**	**1,962.24**	**47.54**	**8,657.31**	**1,963.03**	**792.45**	**41.73**	**2,713.75**	**5,943.56**	**4,779.58**

^ includes building constructed on leasehold land.

* Additions / adjustments include foreign exchange gain (net) amounting to Rs 61.63 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

18. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

c. For the year ended 31 March 2012 :

(Rs. in Million, unless otherwise stated)

Description	Gross block				Accumulated depreciation				Net block	
	As at 1 April 2011	Additions during the year *	Deletions during the year	As at 31 March 2012	As at 1 April 2011	Charge for the year	Deletions during the year	As at 31 March 2012	As at 31 March 2012	As at 31 March 2011
Tangible fixed assets - Owned										
Freehold land	27.61	8.69	-	36.30	-	-	-	-	36.30	27.61
Buildings ^	315.42	6.29	0.13	321.58	56.28	11.25	0.00	67.53	254.06	259.14
Plant and machinery	2,039.73	699.37	46.98	2,692.13	695.01	172.88	34.50	833.39	1,858.73	1,344.72
Furniture and fittings	850.71	198.18	5.40	1,043.49	332.36	93.47	4.26	421.57	621.92	518.35
Vehicles	49.89	2.25	2.87	49.27	34.45	3.75	2.55	35.65	13.62	15.44
Office equipment	110.75	314.18	0.52	424.41	93.24	3.15	0.03	96.36	328.05	17.51
Leasehold improvements	3,572.46	869.32	11.85	4,429.93	957.37	459.18	5.07	1,411.48	3,018.45	2,615.09
Computers	80.85	6.32	0.03	87.14	79.10	3.39	0.01	82.48	4.66	1.75
Coffee vending machine	1,528.17	460.86	27.45	1,961.58	422.12	183.10	27.45	577.77	1,383.81	1,106.05
Tangible fixed assets - Leased										
Leasehold land	28.78	-	-	28.78	2.74	0.78	-	3.52	25.26	26.04
	8,604.37	**2,565.46**	**95.23**	**11,074.60**	**2,672.67**	**930.95**	**73.87**	**3,529.75**	**7,544.85**	**5,931.70**
Intangible fixed assets - Owned										
Software	52.94	-	-	52.94	41.08	4.74	-	45.82	7.12	11.86
	52.94	**-**	**-**	**52.94**	**41.08**	**4.74**	**-**	**45.82**	**7.12**	**11.86**
Total	**8,657.31**	**2,565.46**	**95.23**	**11,127.54**	**2,713.75**	**935.69**	**73.87**	**3,575.57**	**7,551.97**	**5,943.56**

^ includes building constructed on leasehold land.
* Additions / adjustments include foreign exchange loss (net) amounting to Rs 393.23 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

18. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

d. For the year ended 31 March 2013 :

(Rs. in Million, unless otherwise stated)

Description	Gross block				Accumulated depreciation				Net block	
	As at 1 April 2012	Additions during the year *	Deletions during the year	As at 31 March 2013	As at 1 April 2012	Charge for the year	Deletions during the year	As at 31 March 2013	As at 31 March 2013	As at 31 March 2012
Tangible fixed assets - Owned										
Freehold land	36.30	0.70	-	37.00	-	-	-	-	37.00	36.30
Buildings ^	321.58	8.30	-	329.88	67.53	11.39	-	78.92	250.96	254.05
Plant and machinery	2,692.12	729.30	97.30	3,324.12	833.39	221.26	92.50	962.15	2,361.97	1,858.73
Furniture and fittings	1,043.49	327.80	36.10	1,335.19	421.57	120.99	35.90	506.66	828.53	621.92
Vehicles	49.27	0.70	1.80	48.17	35.65	3.63	1.60	37.68	10.49	13.62
Office equipment	424.41	80.80	1.90	503.31	96.36	2.93	1.80	97.49	405.81	328.05
Leasehold improvements	4,429.93	646.00	316.30	4,759.63	1,411.48	595.59	299.98	1,707.09	3,052.54	3,018.45
Computers	87.14	3.30	-	90.44	82.48	3.72	-	86.20	4.24	4.66
Coffee vending machine	1,961.58	649.10	166.60	2,444.08	577.78	245.56	166.60	656.74	1,787.34	1,383.80
Tangible fixed assets- Leased										
Leasehold land	28.78	-	1.40	27.38	3.52	0.78	1.40	2.90	24.48	25.26
	11,074.60	**2,446.00**	**621.40**	**12,899.20**	**3,529.76**	**1,205.85**	**599.78**	**4,135.83**	**8,763.36**	**7,544.84**
Intangible fixed assets - Owned										
Software	52.94	2.80	-	55.74	45.82	2.70	-	48.52	7.22	7.12
	52.94	**2.80**	**-**	**55.74**	**45.82**	**2.70**	**-**	**48.52**	**7.22**	**7.12**
Total	**11,127.54**	**2,448.80**	**621.40**	**12,954.94**	**3,575.58**	**1,208.55**	**599.78**	**4,184.35**	**8,770.58**	**7,551.96**

^ includes building constructed on leasehold land.

* Additions / adjustments include foreign exchange loss (net) amounting to Rs 200.20 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

18. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

e. For the year ended 31 March 2014:

(Rs. in Million, unless otherwise stated)

Description	Gross block				Accumulated depreciation				Net block	
	As at 1 April 2013	Additions/ adjustment during the year*	Deletions during the year	As at 31 March 2014	As at 1 April 2013	Charge for the year	Deletions /adjustment for the year	As at 31 March 2014	As at 31 March 2014	As at 31 March 2013
Tangible fixed assets - Owned										
Freehold land	37.00	-	-	37.00	-	-	-	-	37.00	37.00
Buildings ^	329.88	1.90	-	331.78	78.92	11.54	-	90.46	241.32	250.96
Plant and machinery	3,324.12	(267.80)	1.98	3,054.34	962.15	298.51	156.90	1,103.76	1,950.58	2,361.97
Furniture and fittings	1,335.19	246.10	12.19	1,569.10	506.66	151.71	9.00	649.37	919.73	828.53
Vehicles	48.17	2.90	-	51.07	37.68	3.29	-	40.97	10.10	10.49
Office equipment	503.31	(472.60)	3.38	27.33	97.49	15.26	88.30	24.45	2.88	405.82
Leasehold improvements	4,759.63	1,890.70	245.90	6,404.43	1,707.09	699.21	(47.00)	2,453.30	3,951.13	3,052.54
Computers	90.44	2.30	-	92.74	86.20	0.92	-	87.12	5.62	4.24
Coffee vending machine	2,444.08	662.70	-	3,106.78	656.74	354.29	-	1,011.03	2,095.75	1,787.34
Tangible fixed assets- Leased										
Leasehold land	27.38	-	-	27.38	2.90	0.78	-	3.68	23.70	24.48
	12,899.20	**2,066.20**	**263.45**	**14,701.95**	**4,135.83**	**1,535.51**	**207.20**	**5,464.14**	**9,237.81**	**8,763.37**
Intangible fixed assets - Owned										
Software	55.74	1.03	-	56.77	48.52	5.25	-	53.77	3.00	7.22
	55.74	**1.03**	**-**	**56.77**	**48.52**	**5.25**	**-**	**53.77**	**3.00**	**7.22**
Total	**12,954.94**	**2,067.23**	**263.45**	**14,758.72**	**4,184.35**	**1,540.76**	**207.20**	**5,517.91**	**9,240.81**	**8,770.59**

^ Includes building constructed on leasehold land.

* Additions / adjustments include foreign exchange loss (net) amounting to Rs 328.60 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

18. RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

f. For the nine month period ended 31 December 2014:

(Rs. in Million, unless otherwise stated)

Description	Gross block				Accumulated depreciation				Net block	
	As at 1 April 2014	Additions during the period	Deletions during the period	As at 31 December 2014	As at 1 April 2014	Charge for the period	Deletions during the period	As at 31 December 2014	As at 31 December 2014	As at 31 March 2014
Tangible fixed assets - Owned										
Freehold land	37.00	0.10	-	37.10	-	-	-	-	37.10	37.00
Buildings ^	331.78	-	-	331.78	90.46	8.66	-	99.13	232.66	241.32
Plant and machinery	3,054.34	182.70	66.21	3,170.83	1,103.76	218.63	58.66	1,263.73	1,907.11	1,950.58
Furniture and fittings	1,569.10	112.29	18.78	1,662.61	649.37	125.82	22.38	752.82	909.79	919.73
Vehicles	51.07	-	-	51.07	40.97	2.62	-	43.59	7.49	10.10
Office equipment	27.33	1.80	-	29.13	24.45	3.68	0.90	27.23	1.90	2.88
Leasehold improvements	6,404.43	402.10	450.50	6,356.03	2,453.30	535.44	300.46	2,688.28	3,667.74	3,951.13
Computers	92.74	0.50	-	93.24	87.12	3.31	-	90.43	2.81	5.62
Coffee vending machine	3,106.78	504.95	-	3,611.73	1,011.03	290.37	-	1,301.40	2,310.33	2,095.75
Tangible fixed assets- Leased										
Leasehold land	27.38	-	-	27.38	3.68	0.59	-	4.27	23.11	23.70
	14,701.95	**1,204.44**	**535.50**	**15,370.90**	**5,464.14**	**1,189.14**	**382.40**	**6,270.88**	**9,100.03**	**9,237.81**
Intangible fixed assets - Owned										
Software	56.77	-	-	56.77	53.77	1.32	-	55.09	1.68	3.00
	56.77	**-**	**-**	**56.77**	**53.77**	**1.32**	**-**	**55.09**	**1.68**	**3.00**
Total	**14,758.72**	**1,204.44**	**535.50**	**15,427.67**	**5,517.91**	**1,190.46**	**382.40**	**6,325.97**	**9,101.71**	**9,240.81**

^ Includes building constructed on leasehold land.
* Additions / adjustments include foreign exchange loss (net) amounting to Rs 109.52 million in accordance with paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

19. LEASES

The Group leases office premises, residential facilities and shop spaces under operating lease agreements. The Group intends to renew such leases in the normal course of its business. Total rental expense under operating leases is as below:

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Lease rental expense	609.43	753.26	925.23	1,028.60	1,176.10	1,042.56

Future minimum lease payments under operating lease are as follows:

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Not later than one year	412.74	444.94	583.00	694.40	909.60	1,044.45
Later than one year and not later than five years	1,077.20	1,303.78	1,981.14	2,444.60	3,184.10	3,898.91
Later than five years	446.25	831.27	966.04	982.30	1,426.20	2,599.67
Total	**1,936.19**	**2,579.99**	**3,530.17**	**4,121.30**	**5,519.90**	**7,543.03**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. GRATUITY

The Group's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined benefit plans is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the profit and loss account. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Obligations at beginning of the year	24.07	27.20	36.39	44.59	65.09	77.19
Service cost	4.90	5.69	7.43	8.60	13.40	8.83
Interest on defined benefit obligation	2.03	2.18	3.29	3.70	6.20	3.49
Benefits settled	(1.89)	(1.86)	(4.22)	(5.40)	(4.50)	2.71
Actuarial (gain)/loss	(1.91)	2.71	1.70	13.60	(3.00)	(5.03)
Past service cost	-	0.47	-	-	-	
Obligations at year end/ period	**27.20**	**36.39**	**44.59**	**65.09**	**77.19**	**87.18**
Plan assets at year beginning, at fair value	8.73	21.27	26.06	32.74	37.39	59.69
Expected return on plan assets (estimated)	1.38	2.05	2.50	3.00	4.30	3.69
Actuarial gain / (loss)	(0.02)	-	0.17	0.20	(2.20)	(8.52)
Contributions	12.65	4.36	7.62	6.90	24.40	13.33
Benefits settled	(1.47)	(1.62)	(3.61)	(5.45)	(4.20)	2.71
Plan assets at year end, at fair value	**21.27**	**26.06**	**32.74**	**37.39**	**59.69**	**70.91**
Reconciliation of present value of the obligation and the fair value of the plan assets:						
Obligations at year end/ period	27.20	36.39	44.59	65.09	77.19	87.18
Plan assets at year end, at fair value	21.27	26.06	32.74	37.39	59.69	70.91
(Asset)/ liability recognised in the balance sheet	**5.93**	**10.33**	**11.85**	**27.70**	**17.50**	**16.27**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. GRATUITY

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Gratuity cost for the year						
Service cost	4.90	5.69	7.43	8.60	13.40	8.83
Interest cost	2.03	2.18	3.29	3.70	6.20	3.49
Expected return on plan assets	(1.38)	(2.05)	(2.50)	(3.00)	(4.30)	(3.69)
Actuarial (gain)/loss	(1.89)	2.71	1.53	13.40	(0.80)	3.49
Past service cost	-	0.47	-	-	-	-
Net gratuity cost	**3.66**	**9.00**	**9.75**	**22.70**	**14.50**	**12.12**
Assumptions						
Interest rate	7.50%	7.89%	8.50%	8.00%	8.75%	8.75%
Estimated rate of return on plan assets	7.50%	7.89%	9.00%	9.00%	9.00%	9.00%
Salary increase	4.00%	4.00%	4.00%	4.00%	4.00%	4.00%
Attrition rate	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%
Mortality table	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)	Indian Assured lives (2006-08)	Indian Assured lives (2006-08)

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

21. EMPLOYEE STOCK OPTION PLAN

The chairman of the Group, V G Siddhartha has reserved 62 lakh equity shares of the Company held by him with ABC Employees' Welfare Trust ('the Trust') for issuance to eligible employees of the parent company and its subsidiaries, under an ESOP plan ('Plan'). These shares have been transferred solely by the promoters and the Group has not transferred or reserved any shares for issuance of employee stock options ('ESOP')

The Plan is administered by an ESOP Advisory Committee ('the Committee') constituted by the Board of the Group. Under the plan, the options will be issued to employees at an exercise price, which would be decided by the committee from time to time. The equity shares covered under these options vest over a period of thirty six months from the date of grant. The options vest on a graded basis - 25% on completion of Year 1 from the date of entitlement, 25% on completion of Year 2 from the date of entitlement and 50% on completion of Year 3 from the date of entitlement.

The Group applies the intrinsic value-based method of accounting, as specified in the guidance note, to account for stock options. Under this method, compensation expense is recorded over the vesting period of the underlying stock based on the intrinsic value, as estimated by an independent valuer, in excess of the exercise price on the date of grant.

The movements in the options under the plan is set out below:

(Rs. in Million, except per share data)

Particulars	**For the year ended 31 March**										**For the period from 1 April to 31 December**	
	2010		**2011**		**2012**		**2013**		**2014**		**2014**	
	Shares arising out of options	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**
Outstanding at the beginning of the year	1,128,812	0.10	953,812	0.10	915,062	0.10	545,000	28.49	531,875	29.16	463,250	26.77
Granted during the year	-	-	30,000	0.10	522,500	30.00	125,000	30.00	108,250	19.91	-	-
Forfeitures during the year	(105,000)	0.10	(7,500)	0.10	(601,625)	0.10	-	0.00	-	-	-	-
Exercised during the year	(70,000)	0.10	(61,250)	0.10	(290,937)	0.10	(138,125)	28.38	(176,875)	26.77	(81,250)	11.60
Outstanding at the end of the year	953,812	0.10	915,062	0.10	545,000	28.49	531,875	29.16	463,250	26.77	382,000	30.00
Exercisable at the end of the year	-	-	-	-	-		-	-	-	-	-	-

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

21. EMPLOYEE STOCK OPTION PLAN

Had compensation cost for the stock options been determined in a manner consistent with the fair value approach described in the guidance note, the Group's net profit/ (loss) and basic earnings/ (loss) per share as reported would have reduced to the proforma amounts indicated below.

(Rs. in Million, except per share data)

Particulars	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Net profit/ (loss) as reported	(6.03)	108.76	5.66	1.13	(94.08)	(109.07)
Add: Stock based employee compensation expense determined under the intrinsic value method	3.83	1.77	(5.62)	3.30	2.10	0.11
Less: Stock based employee compensation expense determined under the fair value method	(4.46)	(1.84)	(4.08)	(4.40)	(2.90)	(1.71)
Pro-forma net profit/ (loss) for pro-forma basic EPS	**(6.66)**	**108.69**	**(4.05)**	**0.03**	**(94.88)**	**(110.67)**
Add: Adjustment for the purpose of diluted earnings per share	0.01	0.01	-	-	-	-
Pro-forma net profit/ (loss) for pro-forma diluted EPS	**(6.65)**	**108.70**	**(4.05)**	**0.03**	**(94.88)**	**(110.67)**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

21. EMPLOYEE STOCK OPTION PLAN

Particulars	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Profit/ (Loss) per share: Basic and Diluted						
Basic						
As reported	(0.06)	0.86	0.04	0.01	(0.61)	(0.70)
Pro-forma	(0.06)	0.86	(0.03)	0.00	(0.61)	(0.71)
Diluted						
As reported	(0.06)	0.74	0.04	0.01	(0.61)	(0.70)
Pro-forma	(0.05)	0.74	(0.03)	0.00	(0.61)	(0.71)

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

22. UNHEDGED FOREIGN CURRENCY EXPOSURE

Particulars of un-hedged foreign currency exposure as at the balance sheet date

Amounts in millions

PARTICULARS		As at 31 March										As at 31 December	
		2010		2011		2012		2013		2014		2014	
	Currency	Foreign currency	Rs.	Foreign currency	Rs.	Foreign currency	Rs.	Foreign currency	Rs.	Foreign currency	Rs.	Foreign currency	Rs.
Secured loans	USD	42.60	1,931.82	69.12	3,104.78	66.67	3,414.53	54.10	2,954.40	42.70	2,577.30	33.89	2,157.15
Trade receivables	USD	9.65	433.60	17.25	767.79	12.56	643.30	11.70	634.50	5.80	347.36	3.13	197.51
	EURO	0.29	17.66	-	-	-	-	-	-	-	-		
Advances recoverable in cash or in kind	USD	0.25	11.44	0.32	14.05	0.05	2.42	0.20	9.00	1.76	105.36	(0.03)	(1.96)
Cash in bank	USD	-	0.05	-	0.05	-	0.05	-	-	0.01	0.84	-	-
	EURO	-	-	-	-	-	-	-	-	0.01	0.82	-	-
	CZK	-	-	-	-	-	-	-	-	1.00	3.01	-	-
Net assets/ (liabilities) of foreign entities	USD	-	-	(0.03)	(1.54)	0.04	2.15	0.10	5.20	0.11	6.46	11.28	542.96
	EURO	-	-	0.30	19.22	0.18	12.54	0.08	5.24	(0.03)	(2.70)	0.06	5.41
	CZK	-	-	2.91	7.57	(40.66)	(111.38)	(82.82)	(224.00)	(112.93)	(340.46)	(61.28)	(177.47)

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
23. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
23A. Details of the list of related parties and nature of relationships

Particulars	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Ultimate parent company	Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)	Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)	Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)	Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)	Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)	Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)
Executive key management personnel represented on the Board of the Company	V. G. Siddhartha	V. G. Siddhartha	V. G. Siddhartha	V. G. Siddhartha	V. G. Siddhartha	V. G. Siddhartha
	Malavika Hegde	Malavika Hegde	Malavika Hegde	Malavika Hegde	Malavika Hegde	Malavika Hegde
	-	-	Jayraj Hubli, appointed with effect from 6 July 2011	Jayraj Hubli	Jayraj Hubli	Jayraj Hubli
	Alok Gupta	-	-	Venu Madhav, appointed with effect from 11 January 2013	Venu Madhav	Venu Madhav
Non-executive key management personnel represented on the Board of the Company	K P Balraj	K P Balraj	K P Balraj	K P Balraj	K P Balraj	K P Balraj
	M. S. Krishna Bhat	M. S. Krishna Bhat	M. S. Krishna Bhat	M. S. Krishna Bhat	M. S. Krishna Bhat	M. S. Krishna Bhat, resigned with effect from 16 October 2014
	Gaurav Pradhan	Gaurav Pradhan	Gaurav Pradhan	Gaurav Pradhan, resigned with effect from 29 November 2012	-	-
	-	Alok Gupta	Alok Gupta, resigned with effect from 6 July 2011	-	-	-
	-	Sanjay Nayar, appointed with effect from 7 June 2010	Sanjay Nayar	Sanjay Nayar	Sanjay Nayar	Sanjay Nayar
	-	Nainesh Jaisingh, appointed with effect from 7 June 2010	Nainesh Jaisingh	Nainesh Jaisingh	Nainesh Jaisingh	Nainesh Jaisingh
	-	Parag Saxena, appointed with effect from 7 June 2010	Parag Saxena	Parag Saxena	Parag Saxena	Parag Saxena
	-	H.V Santhrupth, appointed with effect from 7 June 2010	H.V Santhrupth	H.V Santhrupth, resigned with effect from 14 August 2012	-	-
	-	Niveditha K.H, appointed with effect from 7 June 2010	Niveditha K.H	Niveditha K.H, resigned with effect from 11 January 2013	-	-

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
23. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
23A. Details of the list of related parties and nature of relationships

Particulars	**For the year ended 31 March**					**For the period from 1 April to 31 December**
Non-executive key management personnel represented on the Board of the Company	-	-	-	Lakshmiah Naidu, appointed with effect from 12 December 2012	Lakshmiah Naidu	Lakshmiah Naidu
Enterprises where control exists	**Also refer note 3(vi) of the accounting policy for the name of the enterprises where control exists.**					
Parties where significant influence exists and with whom transactions have taken place	Tanglin Developments Limited	Tanglin Developments Limited	Tanglin Developments Limited	Tanglin Developments Limited	Tanglin Developments Limited	Tanglin Developments Limited
	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited	Kesar Marbles and Granites Limited
	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited	Mysore Amalgamated Coffee Estates Limited
	Chetan Wood Processing Private Limited	Chetan Wood Processing Private Limited	Chetan Wood Processing Private Limited	-	-	-
	-	-	Dark Forest Furniture Company Private Limited	Dark Forest Furniture Company Private Limited	Dark Forest Furniture Company Private Limited	Dark Forest Furniture Company Private Limited
	-	-	-	Mindtree Limited	Mindtree Limited	Mindtree Limited
	-	-	Sical Logistics Limited	Sical Logistics Limited	Sical Logistics Limited	Sical Logistics Limited

Note 1:
The figures disclosed above are based on the restated financial information of Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited)

Note 2:
Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules,

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
23. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
23B. Related party disclosures - Transactions during the year

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY/ INDIVIDUAL	For the year ended 31 March					For the period from 1 April to 31 December
		2010	2011	2012	2013	2014	2014
Loan / advance given	Mysore Amalgamated Coffee Estates Limited	1,951.93	3,930.48	4,636.40	2,054.30	2,342.60	1,537.24
	Chetan Wood Processing Limited	-	11.05	47.80	-	-	-
	Dark Forest Furniture Company Private Limited	-	-	-	35.30	-	-
	Total	**1,951.93**	**3,941.53**	**4,684.20**	**2,089.60**	**2,342.60**	**1,537.24**
Repayment of loan/ advances	Coffee Day Enterprises Limited	-	0.01	-	0.10	0.10	-
	Kesar Marbles and Granites Limited	10.41	-	-	-	-	-
	Tanglin Developments Limited	2.45	-	-	-	-	-
	Mysore Amalgamated Coffee Estates Limited	1,968.77	3,640.30	4,317.00	1,741.80	1,977.80	1,555.30
	Total	**1,981.63**	**3,640.31**	**4,317.00**	**1,741.90**	**1,977.90**	**1,555.30**
Interest on advance given to	Mysore Amalgamated Coffee Estates Limited	10.84	11.68	18.50	8.90	28.40	18.96
	Total	**10.84**	**11.68**	**18.50**	**8.90**	**28.40**	**18.96**
Reimbursement of expenses paid	Tanglin Developments Limited	2.54	2.45	2.50	2.90	2.90	2.59
	Kesar Marbles and Granites Limited	1.52	1.52	1.60	1.80	1.80	0.90
	Total	**4.06**	**3.97**	**4.10**	**4.70**	**4.70**	**3.49**
Purchase of fixed assets	Chetan Wood Processing Private Limited	12.54	80.10	58.90	-	-	-
	Dark Forest Furniture Company Private Limited	-	-	18.60	110.50	144.30	126.93
	Total	**12.54**	**80.10**	**77.50**	**110.50**	**144.30**	**126.93**
Sale of fixed assets	Dark Forest Furniture Company Private Limited	-	-	-	-	32.48	126.32
	Total	**-**	**-**	**-**	**-**	**32.48**	**126.32**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
23. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
23B. Related party disclosures - Transactions during the year

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY/ INDIVIDUAL	For the year ended 31 March					For the period from 1 April to 31 December
		2010	2011	2012	2013	2014	2014
Purchase of clean and raw coffee	Mysore Amalgamated Coffee Estates Limited	162.48	297.33	337.90	321.40	393.20	0.90
	Total	**162.48**	**297.33**	**337.90**	**321.40**	**393.20**	**0.90**
Sale of coffee and service income	Mindtree Limited	-	-	-	15.30	18.30	14.39
	Total	**-**	**-**	**-**	**15.30**	**18.30**	**14.39**
Remuneration to directors	Jayraj Hubli and Venu Madhav	-	-	4.30	5.70	11.20	9.12
	Total	**-**	**-**	**4.30**	**5.70**	**11.20**	**9.12**
Sale of shares of Devadarshini Info Technologies Private Limited to	V.G Siddhartha	175.00	-	-	-	-	-
	Total	**175.00**	**-**	**-**	**-**	**-**	**-**
Transportation charges paid	SICAL Logistics Limited	-	-	1.10	18.90	68.69	59.23
	Total	**-**	**-**	**1.10**	**18.90**	**68.69**	**59.23**

Note 1:
The figures disclosed above are based on the restated consolidated financial information of Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited).

Note 2:
Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - V

NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
23. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS - AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES
23C. Related party disclosures - Outstanding balances as at balance sheet date

(Rs. in Million, unless otherwise stated)

PARTICULARS	ENTITY	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
Trade payable	Mysore Amalgamated Coffee Estates Limited	4.52	-	-	-	-	-
	Sical Logistics Limited	-	-	-	10.60	19.70	15.19
	Total	**4.52**	**-**	**-**	**10.60**	**19.70**	**15.19**
Trade receivable	Mindtree Limited	-	-	-	2.00	2.70	3.64
	Total	**-**	**-**	**-**	**2.00**	**2.70**	**3.64**
Short term loans and advances	Coffee Day Enterprises Limited (erstwhile Coffee Day Enterprises Private Limited)	0.01	-	-	-	-	-
	Chetan Wood Processing Limited	-	11.05	-	-	-	-
	Kesar Marbles and Granites Limited	-	-	0.50	-	-	0.28
	Tanglin Developments Limited	0.09	-	-	-	-	2.51
	Total	**0.10**	**11.05**	**0.50**	**-**	**-**	**2.79**

Note 1:
The figures disclosed above are based on the restated financial information of Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited)

Note 2:
Above disclosures are made in accordance with Accounting Standard (AS) 18 "Related Parties" prescribed by the Companies (Accounting Standards) Rules, 2006.

ANNEXURE - V

NOTES TO RESTATED CONSOLIDATED SUMMARY STATEMENTS:

24. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

The Group is primarily engaged in in the business of selling clean coffee to domestic and overseas customers. It is also engaged in the retailing of coffee and other related products through its chain of outlets under the Café and Xpress kiosks formats, under the brand name 'Cafe Coffee Day' and 'Fresh and Ground'. The Group also derives its revenue from retail operations from the sale of coffee beans and other related products and services in respect of coffee vending machines.

Retail operations and production, procurement and exports divisions are identified as reportable business segments of the Group. The Group considers the business segment as the primary segment and geographical segment based on the location of customers as the secondary segment.

The retailing operations comprise retailing of coffee products and other related products (such as food, beverages, other items and merchandise).

The procurement, processing and exports division is engaged in selling various grades of coffee in the domestic and international markets.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments.

Assets, liabilities, revenues and direct expenses in relation to segments are categorized based on items that are individually identifiable to that segment, while other costs, wherever allocable, are apportioned to the segments on an appropriate basis. Certain items are not specifically allocable to individual segments as the underlying services are used interchangeably. The Group therefore believes that it is not practicable to provide segment disclosures relating to such items, and accordingly such items are separately disclosed as 'unallocated'.

A significant part of the fixed assets of the Group are located in India.

Customer relationships are driven based on the location of the respective customers. The geographical segments include Europe, India and the rest of the world.

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO RESTATED CONSOLIDATED SUMMARY STATEMENTS:

24. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

(Rs. in million, unless otherwise stated)

Primary segment information:

PARTICULARS	For the year ended 31 March					For the period 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Segment revenue						
Retail operation	4,612.50	5,562.06	6,286.84	7,325.20	8,471.62	7,139.52
Procurement, processing and exports division	1,526.89	3,976.06	4,039.29	3,750.40	2,963.40	1,608.03
Unallocated						
Total segment revenue	**6,139.39**	**9,538.12**	**10,326.13**	**11,075.60**	**11,435.02**	**8,747.55**

PARTICULARS	For the year ended 31 March					For the period 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Segment result						
Retail operation	493.08	252.86	126.99	244.59	229.34	228.20
Procurement, processing and exports division	12.86	46.73	86.20	86.30	34.56	30.16
	505.94	**299.60**	**213.19**	**330.89**	**263.90**	**258.36**
Other unallocable expenditure, net of unallocable income	(450.07)	(89.65)	(102.75)	(236.20)	(359.34)	(357.05)
Profit before tax	55.87	209.94	110.44	94.69	(95.44)	(98.69)
Less: Income taxes	(61.89)	(101.19)	(104.78)	(93.56)	1.37	(10.38)
Profit after tax	**(6.03)**	**108.76**	**5.66**	**1.13**	**(94.08)**	**(109.07)**
Depreciation						
Retail operation	586.22	769.17	900.90	1,173.34	1,511.15	1,168.16
Procurement, processing and exports division	9.65	23.28	34.79	35.21	29.61	22.30
	595.87	**792.45**	**935.69**	**1,208.55**	**1,540.76**	**1,190.46**
Capital expenditure						
Retail operation	1,235.31	1,991.19	2,619.52	2,384.60	1,959.09	1,283.48
Production, procurement and exports division	9.60	7.69	33.33	12.90	14.20	1.67
	1,244.91	**1,998.88**	**2,652.85**	**2,397.50**	**1,973.29**	**1,285.16**

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - V

NOTES TO RESTATED CONSOLIDATED SUMMARY STATEMENTS:

24. RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Segment assets						
Retail operation	6,612.58	7,868.36	9,895.73	10,908.73	11,879.74	12,529.01
Procurement, processing and exports division	4,213.50	2,956.66	2,594.20	2,357.30	2,293.80	1,524.82
Unallocated	944.22	4,186.58	2,672.49	1,606.12	1,062.07	1,044.49
	11,770.31	**15,011.60**	**15,162.42**	**14,872.15**	**15,235.61**	**15,098.33**
Segment liabilities						
Retail operation	1,576.82	1,087.08	460.55	622.84	892.36	1,548.24
Procurement, processing and exports division	1,072.68	952.09	1,016.20	897.60	803.60	886.22
Unallocated	5,223.81	5,405.48	6,315.98	6,007.71	6,257.85	4,900.78
	7,873.31	**7,444.64**	**7,792.73**	**7,528.15**	**7,953.81**	**7,335.24**

Secondary segment information

PARTICULARS	For the year ended 31 March					For the period 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Segment revenue						
Europe	1,362.49	3,670.28	3,252.80	3,502.90	1,884.22	1,266.91
India	4,639.71	5,428.68	6,538.88	7,303.60	9,261.60	7,388.37
Rest of the World	137.19	439.15	534.46	269.10	289.20	92.27
Total segment revenue	**6,139.39**	**9,538.12**	**10,326.13**	**11,075.60**	**11,435.02**	**8,747.55**

Capital expenditure						
India	1,244.91	1,998.88	2,652.85	2,397.50	1,973.29	1,285.16
Total	**1,244.91**	**1,998.88**	**2,652.85**	**2,397.50**	**1,973.29**	**1,285.16**

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Segment assets						
Europe	638.85	744.33	622.50	694.00	634.38	1,058.59
India	11,095.34	14,157.88	14,348.20	14,122.96	14,580.21	14,033.96
Rest of the World	36.12	109.39	191.72	55.19	21.02	5.78
	11,770.31	**15,011.60**	**15,162.42**	**14,872.15**	**15,235.61**	**15,098.33**

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Summarised below are the restatement adjustments made to the Consolidated Audited Financial Statements for the years ended 31 March 2010 , 2011 , 2012 , 2013, 2014 and period ended 31 December 2014 and their impact on the profit / (loss) of the Group :

A) IMPACT ON CONSOLIDATED PROFIT / LOSSES DUE TO RESTATEMENT

(Rs. in millions)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	2011	2012	2013	2014	2014
Net (loss)/ profit after tax as per audited financial statements	**121.13**	**104.52**	**(64.89)**	**(46.60)**	**(27.40)**	**(69.61)**
Adjustments to net (loss)/ profit as per audited consolidated financial statements						
A) Change in accounting policies (refer note A)						
(i) Change in depreciation policy from Written Down Value Method (WDV) to Straight Line Method (SLM)	(3.02)	(6.47)	3.99	3.67	(1.65)	(2.17)
(ii) Adjustment of foreign exchange gain / loss and consequent impact to depreciation charge on account of the capitalisation of foreign exchange difference pursuant to the adoption of Para 46A of AS 11: The Effects of Changes in Foreign Exchange Rates	(109.99)	(38.83)	22.67	21.28	21.28	14.99
(iii) Accounting of derivative liability	-	-	-	-	-	-
C) Material adjustments pertaining to previous years (refer note C)						
(i) Impact on depreciation on account of revision in estimated useful life of fixed assets	(14.41)	80.97	77.81	63.58	(125.18)	(76.21)
(ii) (Loss) / Profit on sale of fixed assets	-	-	-	(1.63)	4.49	3.47
Total impact of the adjustments	**(127.42)**	**35.67**	**104.47**	**86.90**	**(101.06)**	**(59.92)**
(iii) Tax impact on re-stated adjustments						
Deferred tax impact on restated adjustments	0.26	(31.43)	(33.92)	(39.17)	34.38	20.46
Total impact of the adjustments	**(127.16)**	**4.24**	**70.55**	**47.73**	**(66.68)**	**(39.46)**
Net (loss) / profit after tax, as restated	**(6.03)**	**108.76**	**5.66**	**1.13**	**(94.08)**	**(109.07)**

Note :

The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, restated consolidated summary statement of profit and loss and restated consolidated summary cash flows as appearing in Annexure IV and Annexure V.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Notes on adjustments for Restated Summary Statements

A) Change in accounting policies

(i) Change in Depreciation policy from Written Down Value Method (WDV) to Straight Line Method (SLM)

During the year ended 31 March 2014, Coffee Day Global Limited (erstwhile Amalgamated Bean Coffee Trading Company Limited) and Amalgamated Holdings Limited had changed the method of depreciation from Written down value method (WDV) to Straight line method (SLM). The depreciation figures appearing in the audited consolidated financial statements for the years ended 31 March 2010, 2011, 2012, 2013, 2014 and nine month period ended 31 December 2014. The net block of fixed assets has been accordingly changed in each of the financial years ending 31 March 2010, 2011, 2012, 2013, 2014 and nine months period ended 31 December 2014 has been restated to reflect consistent accounting policy across all years/ period presented.

(ii) Adjustment of foreign exchange gain / loss and consequent impact to depreciation charge on account of the capitalisation of foreign exchange difference pursuant to the adoption of Para 46A of AS 11: The Effects of Changes in Foreign Exchange Rates

The Group had opted to avail the option available under paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates inserted vide Notification dated December 29, 2011 with effect from 1 April 2011. Consequently, the exchange differences on long term foreign currency monetary items, which were until then being recognised in the statement of profit and loss were adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset. On restatement of consolidated financial statements, the exchange difference on long term foreign currency items recognised in the statement of profit and loss during the financial year ended 31 March 2010 and 31 March 2011 have been adjusted to the cost of the respective depreciable asset and the revised cost has been depreciated over the balance life of the asset.

(iii) Accounting of derivative liability

Effective 1 April 2011, an entity within the Group had adopted the principles of AS 30, as per announcement of ICAI except to the extent such principles of AS 30 do not conflict with existing accounting standards prescribed by Companies (Accounting Standards) Rules, 2006. In accordance with the provisions of AS 30, the derivative instruments which qualify for cash flow hedge accounting were measured at fair value on 1 April 2011. The gain on such measurement amounting to Rs 40.53 million had been recorded as an adjustment to the opening balance of the statement of profit and loss as transitional adjustment in accordance with AS 30. For the purpose of the Restated Consolidated Financial Information, these derivative instruments have been measured at fair value from the first year since entering into such an instrument and the resultant gain / loss has been recorded in the hedge reserve of respective year since the aforesaid hedged instrument met the conditions of a cash flow hedge.

B) Material adjustments pertaining to previous years

(i) Impact on depreciation on account of revision in estimated useful life

During the year ended 31 March 2014, the Group had revised the estimated useful life for certain assets. For the purpose of the Restated Consolidated Financial Information, the surplus in depreciation recognised during the year ended 31 March 2014 has been adjusted to the statement of profit and loss of those years to which depreciation was pertaining to and reserves as at 1 April 2009 have been restated for the depreciation pertaining to periods prior to the same.

(ii) (Loss) / profit on sale of fixed assets

The profit and loss on fixed assets sold in each of the financial years have been recomputed in line with the revised accounting policy / estimated useful life as explained in Note A(i), A(ii) and B(i).

(viii) Tax impact of the adjustments

Tax impact (including deferred tax related) on adjustments relating to the adjustments made in respect of restatement of the consolidated financial statements have been adjusted in the respective years. The current taxes provided in the years ended 31 March 2010, 2011, 2012, 2013, 2014 and for nine month period ended 31 December 2014 are on an estimated basis.

Coffee Day Global Limited *(erstwhile Amalgamated Bean Coffee Trading Company Limited)*

ANNEXURE - VI

STATEMENT OF ADJUSTMENTS TO CONSOLIDATED AUDITED FINANCIAL STATEMENTS

E) Material regroupings

Appropriate adjustments have been made in the restated consolidated summary statements of assets and liabilities, restated consolidated summary statement of profit and loss and restated consolidated summary cash flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the Company as at and for the nine months period ended 31 December 2014, prepared in accordance with Revised Schedule VI and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

F) Application of Revised Schedule VI

During the year ended 31 March 2012, the revised Schedule VI to the Companies Act, 1956, became applicable to the Group for the preparation and presentation of its consolidated financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosure made in the standalone financial statements of the Company and entities within the Group. Accordingly, the reclassifications have been made in the consolidated financial statements for the year ended 31 March 2010 and 2011 to comply with the requirements of the revised Schedule VI. Since it does not have any impact on the recognition and measurement of the figures, these have not been included as a part of differences above.

G) Non-adjusting items

Certain qualifications in the Annexure to Auditor's report (Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act) of the financial statements for the years ended 31 March 2014, 2013, 2012, 2011 and 2010 which do not require any quantitative adjustment in the restated consolidated financial information are as follows :

Financial Year : 2012-13

Audit Qualification in respect of financial statements of Amalgamated Holdings Limited

a) According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that short term funds have been applied for long term investment amounting to Rs. 120.81 million as at 31 March 2013.

Audit Qualification in respect of financial statements of Coffeeday Properties (India) Private Limited

b) The accumulated losses of the company at the end of the financial year are more than fifty percent of its networth. The Company has incurred cash losses in the current financial year and in the immediately preceding financial year.

Financial Year : 2013-14

Audit Qualification in respect of financial statements of Amalgamated Holdings Limited

a) According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that short term funds have been applied for long term investment amounting to Rs. 141.00 million as at 31 March 2014.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - VII A

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED LONG-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Long term borrowings						
Secured						
Debentures						
500 (Previous years: March 2010 : Nil, March 2011 : Nil, March 2012 : Nil, March 2013 : Nil, March 2014 : 500) 12.5% p.a. non convertible redeemable debentures of Rs. 1 million each issued to ING Vysya Bank	-	-	-	-	500.00	500.00
Term loans						
From banks						
- Axis Bank Limited	99.69	39.81	-	-	-	-
- Canara Bank	900.00	148.21	48.22	7.10	-	-
- Indian Overseas Bank	360.00	61.15	21.16	5.30	-	-
- Punjab National Bank	180.00	30.05	9.43	1.00	-	-
- Rabo Bank	671.18	624.39	622.69	526.90	386.20	248.27
- Standard Chartered Bank	-	1,123.00	1,281.25	1,124.10	887.50	655.32
- Vijaya Bank	-	-	-	-	400.00	750.00
- vehicle loans (secured by hypothecation of vehicles)	3.40	0.88	1.33	1.20	1.70	1.26
From financial institutions and others						
- Deutsche Investitions-Und Entwicklungsgesellschaft MBH ('DEG')	774.94	703.27	682.86	581.50	461.70	367.64
- International Finance Corporation	329.82	245.02	186.36	99.30	-	-
- Housing Development Finance Corporation Limited	38.93	21.80	1.14	-	-	-

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - VII A

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED LONG-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Unsecured						
Debentures						
- Compulsorily convertible debentures issued to DAMF II (refer note 2 below)	567.83	567.83	567.83	567.83	567.83	-
- Compulsorily convertible debentures issued to FMO (refer note 2 below)	679.03	679.03	679.03	679.03	679.03	679.03
Term loans						
Fixed deposits from public	173.35	111.22	125.33	120.20	53.70	-
	4,778.17	**4,355.66**	**4,226.63**	**3,713.46**	**3,937.66**	**3,201.53**

Note:

1. The above should be read with the notes to restated consolidated summary statement of assets and liabilities, profit and loss and cash flows appearing in Annexures IV and V.

2. Terms of conversion:

a. Compulsorily convertible debentures issued to

These debentures carry interest rate of 6 months USD LIBOR plus margin of 3.50% p.a. payable annually. Any delay in repayment entails payment of penal interest @ 2.5% p.a. for the period of delay.

The debentures are convertible into equity shares on the occurrence of Initial Public Offering ('IPO') or at the end of five years six months from the date of issue (i.e., 31 March 2008), whichever is earlier. The number of equity shares arising upon conversion will result in 2.66% of total issued and paid up equity share capital of the Company on a fully diluted basis on the date of issue of debentures.
During the nine months period ended 31 December 2014, VGS has acquired these shares and Compulsorily convertible debentures (CCD's) through his associate entity (Devardarshini Info Technologies Private Limited), and has converted these preference shares and CCD's to 7,554,23 equity shares in accordance with the conversion terms as per original agreement.

b. Compulsorily convertible debentures issued to

These debentures carry interest rate of 2% p.a. payable bi-annually. Any delay in repayment entails payment of penal interest @ 2.5% p.a. for the period of delay.

The debentures shall be converted into equity shares on earlier of the following dates:
- Mandatory conversion date i.e. date falling 10 years after the issue of debentures (i.e., 30 March 2010);
- Optional conversion date i.e. dates falling 66 months, 72 months, 78 months, 84 months, 90 months, 96 months, 102 months and 108 months from the closing date (i.e. 30 March 2010);
- In the event of IPO, the latest permissible date up to which the debentures can remain outstanding under local laws; and
- At the investors option upon the occurrence of an event of default.

The number of equity shares arising upon conversion will result in 2.85% of total issued and paid up equity share capital of the Company on a fully diluted basis on the date of issue of debentures.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - VII B

RESTATED CONSOLIDATED STATEMENT OF SECURED AND UNSECURED SHORT-TERM BORROWINGS

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Short term borrowings						
Secured						
Bank overdraft						
- Karnataka Bank Limited	49.19	22.05	50.43	50.00	0.30	0.40
- Axis Bank Limited	16.16	0.90	-	-	-	-
- HSBC Bank Limited	25.00	25.00	25.00	25.00	-	100.00
- ING Bank N.V	-	35.36	118.21	117.00	135.67	148.87
- Oriental Bank of Commerce	-	-	-	-	-	225.85
Packing credit loan from banks						
- Karnataka Bank Limited	122.72	44.92	77.82	38.20	225.40	197.15
- Oriental Bank of Commerce	355.93	282.82	203.75	286.70	192.30	180.87
Bill discounting facility from banks						
- Karnataka Bank Limited	101.24	158.00	273.85	229.00	154.40	149.07
- Oriental Bank of Commerce	73.55	164.15	145.24	178.90	76.00	16.92
- Small Industries Development Bank of India	5.55	-	-	-	-	-
	749.34	**733.20**	**894.30**	**924.80**	**784.07**	**1,019.13**
Unsecured						
Bank overdraft						
- HSBC Bank Limited	27.50	37.50	37.50	37.10	-	-
- ING Bank N.V	-	-	-	13.00	16.50	-
Commercial papers issued to banks/ financial institution	500.00	456.73	449.58	463.30	373.70	358.76
	527.50	**494.23**	**487.08**	**513.40**	**390.20**	**358.77**
	1,276.84	**1,227.43**	**1,381.38**	**1,438.20**	**1,174.27**	**1,377.90**

Note:
1. The above should be read with the notes to restated consolidated summary statement of assets and liabilities, profit and loss and cash flows appearing in Annexures IV and V.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***
ANNEXURE - VII - C
RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS OUTSTANDING AS AT 31 December 2014

Details of long-term and short-term secured borrowings outstanding as at 31 December 2014

(Rs. in Million, unless otherwise stated)

SI. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
1	Vijaya Bank	Long Term	1,000.00	1,000.00	12.45% p.a	20-Mar-14	20 quarterly installments starting from December-2014 with 6 months Moratorium	Nil	Any delay in repayment entails payment of penal interest @ 2% p.a. for the period of delay.	a. First charge over specific fixed assets (i e. 4000 vending machines, 165 cafe outlets opened at the cost of Rs. 1,333.40 m million) b. Post dated cheques for the entire loan amount and monthly interest b. Personal Guarantee of Managing Director
2	Deutsche Investitions-Und Entwicklungsgesellschaft MBH ('DEG')	External Commercial Borrowing	USD 15.00	582.49	3 months LIBOR plus 4.15% p.a	30-Oct-09	Half yearly 12 equal installments starting from Sep-11 to March-17	Nil	Nil	a. Personal guarantee of Managing Director; b. Charge on specific movable assets of the Company; and c. First ranking equitable mortgages on the following immovable properties of the Company – (i) Converted land of 2 estates with building located in Mangalore owned by Tanglin Developments Limited (ii) Girikhan Estate (coffee estate) located in Chikmangalur owned by promoters; (iii) Land and building located in Hassan, owned by Ganga Coffee Curing Works; and (iv) Land located in Palace Road, Bangalore owned by the Company. d. Second ranking equitable mortgage on the land and buildings of the Corporate Headquarters of the Company located at Vittal Mallya Road, Bangalore
3	International Finance Corporation	External Commercial Borrowing	USD 10.00	57.87	6 months LIBOR plus 2.75% margin p.a.	30-Sep-06	Half yearly 8 equal installment starting from Jul-11 to Jan-15	Nil	Any delay in repayment entails payment of penal interest, which is the sum of (i) 2% or penal interest charged by any other lending bank, whichever is higher and (ii) the interest rate in effect.	Collaterally secured by a. Pari-passu charge on leasehold land at Bangalore, along with appurtenant building; and b. Charge on all movable assets (excluding receivables and inventories) of the Company.
4	Karnataka Bank Limited	Working capital-(includes bank overdraft, bills discounting and packing credit loan account)	520.00	346.61	Overdraft- 13.5% p.a , Bills purchased & Packing credit limit- 11.25% p.a	17-Jan-14	The facility shall be repaid out of the proceeds of export bills/ post shipment credit extended.	Nil	Nil	a. Hypothecation of stocks of coffee beans located at Chikmangalur unit of the Company/ receivables and advance paid to planters b. Hypothecation of goods covered under export bills c. Further, the loan is collaterally secured by - (i) Deposit of title deeds of a property belonging to a relative of Managing Director; (ii) Personal guarantee of Managing Director and relatives of Managing Director; and (iii)Promissory note provided by the Company and the Managing Director.
5	ING Vysya Bank	Secured non convertible redeemable debentures	500.00	500.00	12.5% p.a	18-Nov-13	These debentures are redeemable by way of bullet repayment at the end of 3 years from the date of issue (i.e., 20 November 2016).	Nil	Nil	a. Hypothecation of movable fixed assets of 100 cafe outlets and 1,751 coffee vending machines. b. Charge on cash flows from above 100 cafe outlets c. Personal guarantee of the Managing Director
6	Rabo Bank	External Commercial Borrowing	USD 15.00	487.00	3 months LIBOR plus 4.15% p.a	2-Jun-09	a. Loan amounting to Rs 315.8 million is repayable in half yearly installment starting from July- 11to July -16 b. Loan amounting to Rs 188.7 million is repayable in half yearly installment starting from May-11 to Nov-16.	Prepayment premium @ 2% of the prepaid amount.	Nil	a. Personal guarantee of the Managing Director; b. Charge on specific movable assets of the Company; and c. First ranking equitable mortgages on the following immovable properties of the Company – (i) Converted land of 2 estates with building located in Mangalore owned by Tanglin Developments Limited (ii) Girikhan Estate (coffee estate) located in Chikmangalur owned by promoters; (iii) Land and building located in Hassan, owned by Ganga Coffee Curing Works; and (iv) Land located in Palace Road, Bangalore owned by the Company. d. Second ranking equitable mortgage on the land and buildings of the Corporate Headquarters of the Company located at Vittal Mallya Road, Bangalore

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***
ANNEXURE - VII - C
RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS OUTSTANDING AS AT 31 December 2014

Details of long-term and short-term secured borrowings outstanding as at 31 December 2014

(Rs. in Million, unless otherwise stated)

Sl. No.	Name of the lender	Nature of borrowing facility	Amount Sanctioned	Amount outstanding as of 31 December 2014	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security offered
7	Standard Chartered Bank	External Commercial Borrowing	USD 25.00	1,029.79	6 months LIBOR plus 2.75% margin p.a	13-Aug-10	17 Quarterly repayment starting from Aug-13 to Aug-17	Nil	Nil	Secured by : a. Charge over all movable fixed assets aggregating to Rs. 2,249 million of the Company; b. Charge over all cash deposits with landlords for cafes and future cafes starting with Standard Chartered Bank facility. c. First exclusive charge and irrecoverable rights of lien and set-off on the fixed deposit of Rs.75.5 million maintained with Standard Chartered Bank. d. Entire balance maintained in the debt service reserve account
8	HDFC Bank Limited	Vehicle Loan	3.18	1.87	11%-11.75% p.a	Various Dates	The principal amount has to be repaid in equal installments over the period of loan in respect of each vehicle.	Nil	Nil	Secured by Hypothecation of vehicles.
9	Oriental Bank of Commerce	Working capital-Overdraft Retail	250.00	225.85	12.5% p.a	2-Aug-14	Working capital - yearly renewable	Nil	Nil	Secured by a. Foreign documentary demand/ usance bill having maximum usance of 270 days accompanied by Airways bills/ Bill of Lading and drawn under irrevocable letter of credit/ confirmed orders only towards bills purchased; b. Hypothecation of stock of coffee at Hassan earmarked for export and advance paid to planters towards packing credit loan account; c. Equitable/ Registered mortgage of 9.98 Acre (9 Acre 39 guntas) of non agricultural industrial land in the name of Classic Coffee Curing Works at Chikmangalur. d. Further collaterally secured by – (i) Corporate guarantee of Coffee day Enterprises Limited; (ii) Personal guarantee of the Managing Director and relatives of the Managing Director.
		Working capital-(includes bills purchased and packing credit loan account)	400.00	197.79	11% p.a	2-Aug-14	Working capital - yearly renewable	Nil	Nil	
10	HSBC	Working capital-Overdraft Retail	172.50	100.00	Bank Base Rate - 9.7% plus Interest on this facility will be charged @ 1% p.a. over the prevalent Bank base rate subject to fluctuation	25-Nov-14	Repayable on demand	Any cancellation or prepayment will be subject to funding penalties at the bank's discretion	Nil	1. 40% of Deposit under Lien (DUL) 2. Exclusive charge over movable fixed assets, both present and future of CCD outlets (café's) with asset cover of 1.75x. 3. Personal Guarantee of Managing Director
11	ING Bank N.V	Working capital-Overdraft Retail	EUR 1.90	148.87	2% p.a	29-Oct-10	The facility shall be repaid on 31 July 2015	Nil	Nil	Standby letter of credit

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - VIII

RESTATED CONSOLIDATED STATEMENT OF TRADE RECEIVABLES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Unsecured, considered good						
Debts outstanding for a period exceeding six months from the date they became due for payment from						
Promoters/ group companies/ related parties	-	-	-	-	-	-
Others	17.14	39.77	25.17	12.20	26.70	-
Total (A)	**17.14**	**39.77**	**25.17**	**12.20**	**26.70**	**-**
Other debts						
Promoters/ group companies/ related parties	-	-	-	2.00	2.70	3.64
Others, considered good	668.77	1,077.78	1,072.21	1,081.40	756.62	1,032.00
Total (B)	**668.77**	**1,077.78**	**1,072.21**	**1,083.40**	**759.32**	**1,035.64**
Total (A+B)	**685.91**	**1,117.55**	**1,097.38**	**1,095.60**	**786.02**	**1,035.64**

Note:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Group.

2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.

3. List of persons/ entities classified as Promoters/ group companies/ related parties has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - IX - A

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Long-term loans and advances						
Unsecured, considered good						
Other than promoters/ group companies/ related parties						
Capital advance	299.89	240.68	260.21	303.40	302.18	347.86
Security deposits	533.14	565.41	708.40	818.20	915.72	981.07
Advance tax including tax deducted at source, net of provision for tax	1.50	3.62	66.81	71.80	66.05	58.37
Deposit with government authorities	0.50	2.05	5.62	0.90	1.60	1.64
Statutory dues paid under protest	2.45	2.73	6.16	16.80	34.40	34.45
Advances for supply of goods and rendering of services	23.58	9.32	10.68	15.90	18.00	14.13
	861.06	**823.81**	**1,057.88**	**1,227.00**	**1,337.95**	**1,437.53**

Note:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.
3. List of persons/entities classified as Promoters/ group companies/ related parties has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - IX - B

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs. in Million, unless otherwise stated)

PARTICULARS	As at 31 March					As at 31 December
	2010	2011	2012	2013	2014	2014
Short-term loans and advances						
Secured						
Unsecured, considered good except otherwise stated						
Loans and advances to promoters/ group companies/ related parties						
-Coffeeday Resorts Private Limited	0.01	-	-	-	-	-
-Chetan Wood Processing Limited	-	11.05	-	-	-	-
-Kesar Marbles and Granites Limited	-	-	0.50	-	-	0.28
-Tanglin Developments Limited	0.09	-	-	-	-	2.51
Other than promoters/ group companies/ related parties						
Advances for supply of goods and rendering of services	546.49	565.82	497.58	424.70	405.39	365.75
Balances with government authorities	12.28	42.72	41.72	44.50	24.79	21.28
Staff advances	14.04	13.74	18.15	20.20	15.97	34.81
Prepaid expenses	20.06	11.00	11.37	6.80	5.02	2.70
Export benefit receivable	55.96	150.55	106.36	93.60	56.80	42.38
Other advances	7.24	50.55	42.13	48.60	142.09	39.04
	656.17	**845.43**	**717.81**	**638.40**	**650.06**	**508.75**

Note:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.
3. List of persons/entities classified as promoters/ group companies/ related parties has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - X

RESTATED CONSOLIDATED STATEMENT OF OTHER INCOME

(Rs. in Million, unless otherwise stated)

PARTICULARS	For the year ended 31 March					For the period from 1 April to 31 December
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Other income, as restated	205.33	415.81	377.57	188.30	106.90	72.35
Net Profit before tax	55.87	209.94	110.44	94.69	(95.45)	(98.69)
Percentage	**367%**	**198%**	**342%**	**199%**	**-112%**	**-73%**
Sources of other income						
Recurring						
Interest income	165.44	376.68	341.17	166.90	92.30	53.61
Non-redemption of gift vouchers	22.53	16.10	14.20	7.00	4.70	2.63
Rental income	-	-	7.09	7.30	7.40	-
Non-recurring						
Foreign exchange gain, net	-	0.39	-	-	-	-
Miscellaneous income	17.36	22.64	15.11	7.10	2.50	16.11
	205.33	**415.81**	**377.57**	**188.30**	**106.90**	**72.35**

Note:

1. The classification of other income as recurring/not-recurring, is based on the current operations and business activity of the Company as determined by the management.

2. The amounts disclosed above are based on the restated consolidated summary statements of profit and loss of the Company.
3. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows as appearing in Annexure IV and V.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - XI

RESTATED CONSOLIDATED STATEMENT OF CONTINGENT LIABILITIES

(Rs. in Million, unless otherwise stated)

	PARTICULARS	As at 31 March					As at 31 December
		2010	2011	2012	2013	2014	2014
(i)	**Contingent liabilities**						
	Claims against the company not acknowledged as debt	12.13	9.32	-	-	-	-
	Cumulative preference dividend not proposed by the Board of Directors	14.89	14.88	15.12	1.00	-	-
	Claims against the company in respect of dues under statutes	2.73	2.73	6.16	96.20	96.20	96.20
	Corporate guarantee	28.09	24.53	-	-	-	-
(ii)	**Commitments**						
	Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	160.36	174.08	291.83	178.90	114.40	151.74

Note :

1. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV and V.
2. There are certain cases against the Company, which the Company is confident of defending the same and the probability of any liability arising is remote and accordingly no contingent liability is recognised as on 31 December 2014, 31 March 2014, 31 March 2013, 31 March 2012, 31 March 2011 and 31 March 2010.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - XII

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

(Rs. in Million, except per share data)

PARTICULARS	As at and for the year ended					As at and for the period from 1 April to 31 December 2014
	31 March 2010	31 March 2011	31 March 2012	31 March 2013	31 March 2014	
Net worth (A)	3,897.00	7,566.96	7,369.69	7,344.00	7,281.80	7,763.09
Restated Profit after Tax (B)	(6.03)	108.76	5.66	1.13	(94.08)	(109.07)
Weighted average number of equity shares outstanding during the year / period						
- For basic earnings per share (C)	106,609,541	126,709,244	131,228,302	143,462,622	155,043,975	156,774,581
- For diluted earnings per share (D)	127,369,313	147,469,036	131,228,302	143,462,622	155,043,975	156,774,581
Earnings Per Share Rs. 10 each						
- Basic Earnings per share (Rs.) (E = B/C)	(0.06)	0.86	0.04	0.01	(0.61)	(0.70)
- Diluted Earnings per share (Rs.) (F = B/D)	(0.06)	0.74	0.04	0.01	(0.61)	(0.70)
Return on Net Worth (%) (G = B/A)	-0.15%	1.44%	0.08%	0.02%	-1.29%	-1.41%
Weighted average number of Shares outstanding during the year / period (H)	106,609,541	126,709,244	131,228,302	143,462,622	155,043,975	156,774,581
Net Assets Value per share of Rs. 10 each (I = A/H)	36.55	59.72	56.16	51.19	46.97	49.52

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - XII

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

Notes:
1. The above ratios are calculated as under:
a) Basic earnings per share = Net profit/(loss) after tax, as restated attributable to shareholders / Weighted average number of shares outstanding for the year / period.

b) Diluted earnings per share = Net profit/(loss) after tax, as restated / Weighted average number of diluted equity shares outstanding during the year / period.
c) Return of net worth (%) = Net profit/(loss) after tax, as restated / Net worth as restated as at year or period end
d) Net asset value per share (Rs.) = Net worth as restated / Number of equity shares as at year or period end

2. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

3. Net worth, as restated is = Equity share capital + Reserves and surplus, as restated [including Securities premium account, Capital reserve, General Reserve, Hedge reserve, Foreign currency monetary item translation difference account, Foreign currency translation reserve, Debenture redemption reserve and (Deficit)/surplus in statement of profit and loss].

4. Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

5. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Group.

6. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, restated consolidated summary statements of profit and losses and restated consolidated summary statements of cash flows appearing in Annexure IV and V.

7. The effect of potential diluted shares for the years ended 31 March 2010, 2014 and nine months period ended 31 December 2014 have not been considered as these are anti-dilutive in nature.

Coffee Day Global Limited ***(erstwhile Amalgamated Bean Coffee Trading Company Limited)***

ANNEXURE - XIII

RESTATED CONSOLIDATED STATEMENT OF DIVIDEND

(Rs. in Million, unless otherwise stated)

PARTICULARS	**As at 31 March**					**As at 31 December**
	2010	**2011**	**2012**	**2013**	**2014**	**2014**
Issue Subscribed and fully paid up						
Class of shares						
Equity Share Capital	106.61	131.23	131.23	155.00	155.00	162.60
Preference share capital						
Series A preference shares of Rs 1 each	11.92	11.92	11.92	-	-	-
Series B preference shares of Rs 100 each	450.00	450.00	450.00	-	-	-
IFC Subscribed "A" preference shares of Rs 1 each	3.97	3.97	3.97	3.97	3.97	3.97
IFC Subscribed "B" preference shares of Rs 100 each	90.00	90.00	90.00	90.00	90.00	90.00
DB Subscribed "A" preference shares of Rs 10,000 each	985.00	985.00	985.00	-	-	-
DAMF II Series "A" Preference Shares of Rs 1 each	365.04	365.04	365.04	365.00	365.00	-
Dividend on equity shares						
Dividend in %	-	-	-	-	-	-
Dividend on preference shares						
Dividend in %						
Series A preference shares of Rs 1 each	-	0.001%	0.001%	-	-	-
Series B preference shares of Rs 100 each	-	0.001%	0.001%	-	-	-
IFC Subscribed "A" preference shares of Rs 1 each	-	0.001%	0.001%	0.001%	0.001%	-
IFC Subscribed "B" preference shares of Rs 100 each	-	0.001%	0.001%	0.001%	0.001%	-
DB Subscribed "A" preference shares of Rs 10,000 each	-	5%	5%	-	-	-
DAMF II Series "A" Preference Shares of Rs 1 each	-	5%	5%	5.000%	- *	-

* Refer note 1(b)(iv) in Annexure V

FINANCIAL INDEBTEDNESS

As of February 15, 2015, the aggregate outstanding borrowings of our Company on a consolidated basis are as follows:

(₹ In Millions)

Sr. No.	Nature of Borrowing	Amount
1.	Secured Borrowings	37,126.48
2.	Unsecured Borrowings	458.45

As of February 15, 2015, the standalone outstanding borrowings of our Company and consolidated outstanding borrowings of our Subsidiaries are as follows:

(₹ In Millions)

Sr. No.	Nature of Borrowing	Amount
Loans availed by our Company		
1.	Secured Borrowings	10,030.00
2.	Unsecured Borrowings	-
Loans availed by our Subsidiaries		
1.	Secured Borrowings	27,096.48
2.	Unsecured Borrowings	458.45

The brief details of indebtedness of our Company and Subsidiaries as of February 15, 2015 are provided below:

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
I. Loans availed by our Company								
Secured Loans								
1.	Tata Capital Limited, Bengaluru[2]	Sanction letter dated July 12,	₹1400 million	₹630	Interest rate applicable shall	The facility has been availed for	The principal is repayable in	The facility is secured by: - Shares of our Company

[1] *The Company and Subsidiaries have also executed security documents, including share pledge agreements, hypothecation agreements, personal guarantees, corporate guarantees, power of attorney, security trustee agreements and undertakings and indemnity agreements, as per the loans agreements/ sanction letters for the purpose of securing the loans availed.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		2011 and term loan agreement dated July 14, 2011.		million	be as per the loan agreement so as to yield a total internal rate of return of 15% excluding upfront fees (upfront fees being 1% of the facility amount as non refundable fees and service tax as applicable).	the purpose of investment by our Company in subsidiaries and other strategic acquisitions and investments.	quarterly instalments, with 20% of the disbursed amount being repayable in each of the second year and third year and 60% of the disbursed amount being repayable in the fourth year. The interest is repayable on a quarterly basis.	held by our Promoter having value not less than 2 times the facility amount. - Unconditional and irrevocable personal guarantee of our Promoter. - Equitable mortgage by TDL of properties admeasuring 5 acres and 59.88 cents, situated in Mangaluru.
2.	Rabo India Finance Limited, Gurgaon (“**Rabo Gurgaon**”)	Rupee facility agreement dated July 12, 2013 and amendment agreement, to rupee facility agreement dated October 10, 2013.	₹800 million	₹800 million	13.20% per annum on the loan outstanding, for each interest period (being three months) payable on the interest payment date (being the date falling on the last business day of an interest period).	The facility has been availed for refinancing part of the outstanding amounts under loans as existing on July 12, 2013, the date of the rupee facility agreement.	The aggregate principal amount of the facility outstanding shall be repaid in a single amount on the date falling 36 months after the date on which the disbursement for such amount takes place.	The facility is secured by: - A pledge over shares of Mindtree held by our Company of value not less than 0.41 times the amount sanctioned. - A pledge over shares of CDGL held by our Company of value not less than 1.11 times the amount sanctioned.

[2] *Pursuant to the orders dated February 24, 2012 and March 12, 2012 of Hon'ble Bombay High Court, approving the scheme of arrangement between Tata capital Limited ("TCL") and Tata Capital Financial Services Limited ("**TCFSL**"), all the debts due to TCL together with the securities and/ or benefits, rights and obligations under any security arrangements/ collaterals, agreements, instruments, of whatsoever nature in connection with or pertaining to or relatable to TCL were transferred to TCFSL with effect from March 27, 2012.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								- A pledge over shares of TDL held by our Company of value not less than 1.26 times the amount sanctioned. - A pledge over shares of SLL held by TRRDPL of value not less than 0.21 times the amount sanctioned. - Unconditional and irrevocable personal guarantee of our Promoter. - A fixed deposit with Rabo Bank of amount equivalent to one interest period with a lien marked in favour of Rabo Gurgaon.
3.	Mutual funds managed by Reliance Capital Asset Management Limited	Debenture trust deed in favour of IDBI Trusteeship Services Limited dated March 13, 2014; trustee agreement dated March 13, 2014; and amendment deed to debenture	₹2,500 million	₹2,500 million	6.50% per annum on the paid-up face value of the debentures.	The facility has been availed for general corporate purposes of our Company.	The scheduled maturity date is the date falling on the expiry of 60 months and 3 calendar days from the allotment date being, March 14, 2014. The principal	The facility is secured by: - A pledge over shares of Mindtree held by our Company and CDTL of value not less than 0.75 times the benchmark amount as defined in the debenture trust deed. - A pledge over shares of

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		trust deed dated October 17, 2014.					amount of each debenture shall be repaid in 9 equal quarterly instalments beginning from March 15, 2017 and expiring on the scheduled maturity date with each day on which the principal instalment of debentures have to repaid being the principal payment dates. Payment of a premium in respect of each debenture, shall be made on each principal payment date so as to ensure that the principal instalment being repaid on the said date carries a rate of return of 14.25%, as per the terms of the debentures.	our Company held by GCEPL and shares of CDGL held by our Company, both together being not less than 0.75 times the benchmark amount as defined in the debenture trust deed. - A pledge over shares of TDL held by our Company of value not less than 0.75 times the benchmark amount as defined in the debenture trust deed. - Unconditional and irrevocable personal guarantee of our Promoter. - Lien over the limited purpose un-encumbered current account of our Company and all monies lying to the credit thereof, with the lien in favour of IDBI Trusteeship Services Limited. - Lien over fixed deposits placed with Karnataka

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								Bank Limited.
4.	L&T Finance Limited ("**L&T Finance**")	Sanction letter dated May 2, 2012; and facility agreement dated May 2, 2012.	₹250 million	₹250 million	13.75% per annum as quarterly cash interest.	The facility has been availed for purchasing the shares of CDGL which were held by Sequoia Capital India Growth Investment Holdings I as on the date of the facility agreement.	The principal amount shall be repaid by way of bullet repayment on the maturity date, being 36 months and 3 days from the drawdown date stipulated in the facility agreement. The outstanding amounts shall be repaid, as per the terms of the facility agreement, on or before the maturity date.	The facility is secured by: - A first ranking pledge over shares of Mindtree held by our Company and CDTL of value not less than 0.5 times the principal amount defined under the facility agreement. - A pledge over shares of SLL held by TRRDPL, which together with the pledged Mindtree shares, must be of value not less than 0.7 times the principal amount defined under the facility agreement. - A first ranking pledge over shares of CDGL held by our Company of value not less than 1.5 times the principal amount defined under the facility agreement. - Unconditional and irrevocable personal guarantee of our

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								Promoter. - Hypothecation of unencumbered current account of our Company, with Karnataka Bank Limited, with lien marked in favour of IDBI Trusteeship Services Limited, and the amounts lying to the credit thereof from time to time.
5.	Aditya Birla Private Equity – Fund I, represented by its trustee Aditya Birla Trustee Company Private Limited	Debenture trust deed dated December 11, 2013.	₹850 million	₹850 million	The debentures have been issued in the form of zero coupon bonds and the only returns payable on the debentures shall be returns payable on the redemption of the debentures.	The facility has been availed for general corporate purposes of our Company.	The principal amount of the debentures shall be repaid by way of a bullet repayment, on the expiry of 36 months and 16 days from the allotment date, allotment date being December 12, 2013. Further, at the time of redemption a fixed redemption premium and a floating redemption premium, determined as per the debenture trust	The facility is secured by: - A pledge over shares of Mindtree held by our Company and CDTL of value not less than the benchmark amount as defined under the debenture trust deed. - A pledge over shares of TDL held by our Company of value not less than the benchmark amount as defined under the debenture trust deed. - Unconditional and irrevocable personal guarantee of our Promoter.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
							deed, on the principal amount being redeemed shall be paid by our Company.	- Lien over unencumbered current account of our Company. - Lien over fixed deposits.
6.	Mutual fund schemes managed by ICICI Prudential Asset Management Company Limited	Debenture trust deed in favour of IDBI Trusteeship Services Limited dated October 9, 2013; and amendment agreement to the debenture trust deed dated October 1, 2014.	₹750 million	₹750 million	14.50% per annum as cash coupon rate.	The facility has been availed for general corporate purposes of our Company.	The principal amount of the debentures shall be repaid by way of a bullet repayment 36 months from the allotment date. The debentures may be redeemed on the put or call option date by the debenture holders or our Company, respectively.	The facility is secured by: - A pledge over shares of Mindtree held by our Company and CDTL of value not less than the benchmark amount defined under the debenture trust deed. - A pledge over shares of CDGL held by our Company of value not less than 1.25 times the principal amount defined under the debenture trust deed. - Unconditional and irrevocable personal guarantee of our Promoter. - Lien over the current account of our Company opened with Karnataka Bank Limited with the lien in favour of IDBI Trusteeship Services

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								Limited. - Lien over fixed deposits placed with Karnataka Bank Limited. - Post-dated cheque issued by our Company.
7.	L&T Finance Limited ("**L&T Finance**")	Sanction letter dated December 23, 2013; and facility agreement dated December 26, 2013.	₹1,000 million	₹1,000 million	Interest shall be paid, as per the facility agreement to ensure that L&T Finance is offered a rate of return of 14.50% on the principal amount being repaid.	The facility has been availed for the repayment of any debt and meeting the costs associated with the said debt and meeting expenses with respect to the transaction contemplated under the facility agreement dated December 26, 2013.	Each tranche of the facility shall be repaid within 24 months from the drawdown date, by way of bullet repayment, as per the facility agreement. The term of the facility shall be the period commencing from the first drawdown date and expiring on the final maturity date, being on the expiry of 2 years from the last drawdown date.	The facility is secured by: - A pledge over shares of Mindtree held by our Company and CDTL of value not less than the benchmark amount defined under the facility agreement. - A pledge over shares of SLL held by TRRDPL of value not less than 0.10 times the benchmark amount defined under the facility agreement. - A pledge over shares of TDL held by our Company of value not less than the benchmark amount defined under the facility agreement. - Unconditional and irrevocable personal

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								guarantee of our Promoter. - Hypothecation of an unencumbered current account of our Company, with Karnataka Bank Limited, with lien marked in favour of IDBI Trusteeship Services Limited, and the amounts lying to the credit thereof from time to time.
8.	DSP BlackRock Income Opportunities Fund, represented by its trustee DSP BlackRock Trustee Company Private Limited	Debenture trust deed in favour of IDBI Trusteeship Services Limited dated December 11, 2013; and trustee agreement dated December 11, 2013.	₹650 million	₹650 million	The debentures have been issued in the form of zero coupon bonds and the only returns payable on the debentures shall be returns payable on the redemption of the debentures.	The facility has been availed for prepayment of indebtedness as existent on the date of the debenture trust deed dated December 11, 2013 and for meeting any transaction expenses.	The term of the debentures shall be 36 months and 16 days from the allotment date. The principal amount of the debentures shall be repaid by way of a bullet repayment on the expiry of the term of the debentures. Redemption premium shall be paid on redemption of the debentures, as per the terms of the debentures.	The facility is secured by: - A pledge over shares of Mindtree held by our Company and CDTL of value not less than benchmark amount defined under the debenture trust deed. - A pledge over shares of TDL held by our Company of value not less than the benchmark amount defined under the debenture trust deed. - Unconditional and irrevocable personal guarantee of our

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								Promoter. - Lien over an unencumbered current account of our Company, with lien marked in favour of IDBI Trusteeship Services Limited in case cash top up is required under the debenture trust deed. - Lien over fixed deposits.
9.	Aditya Birla Finance Limited ("**ABFL**")	Debenture trust deed in favour of IDBI Trusteeship Services Limited dated May 30, 2012; and amendment agreement to the debenture trust deed dated November 28, 2013.	₹600 million	₹600 million	14.75% per annum as cash coupon rate	The facility has been availed for general corporate purposes of our Company (including purchasing shares of CDGL held by Sequoia Capital India Growth Investment Holdings I.	The term of the debentures shall be 36 months from the allotment date, allotment date being May 31, 2012. The principal amount of the debentures shall, be repaid by bullet repayment on the expiry of the term of the debentures. The debentures may be redeemed on the put or call option date by the debenture holders or our Company,	The facility is secured by: - A pledge over shares of Mindtree held by our Company of value not less than 0.70 times the benchmark amount defined under the debenture trust deed. - A pledge over shares of SLL held by TRRDPL of value not less than 0.20 times the benchmark amount defined under the debenture trust deed. - A pledge over shares of CDGL held by our Company of value not less than 1.75 times the

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
							respectively.	benchmark amount defined under the debenture trust deed. - Unconditional and irrevocable personal guarantee of our Promoter. - Lien over an unencumbered current account of our Company with Karnataka Bank Limited. - Lien over fixed deposits placed with Karnataka Bank Limited. - Post-dated cheque issued by our Company.
10.	Mutual fund schemes managed by ICICI Prudential Asset Management Company Limited	Debenture trust deed in favour of IDBI Trusteeship Services Limited dated July 4, 2013.	₹1,000 million	₹1,000 million	Initial cash coupon rate of 13.75% per annum up to December 31, 2013. From January 1, 2014, cash coupon rate is 13.25% per annum.	The facility has been availed for general corporate purposes of our Company.	The scheduled maturity date is July 4, 2016. The principal amount of the debentures shall, subject to any early payment, be repaid, by way of a bullet repayment on the expiry of the term of the	The facility is secured by: - A pledge over shares of Mindtree held by our Company and CDTL of value not less than the benchmark amount defined under the debenture trust deed. - A first ranking pledge over shares of CDGL held by our Company of value

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
							debentures, being on the expiry of 36 months from the allotment date.	not less than 1.25 times the benchmark amount defined under the debenture trust deed. - Unconditional and irrevocable personal guarantee of our Promoter. - Lien over an un-encumbered current account of our Company opened with Karnataka bank Limited with the lien in favour of IDBI Trusteeship Services Limited. - Lien over fixed deposits placed with Karnataka Bank Limited. - Post-dated cheque issued by our Company.
11.	Tata Capital Financial Services Limited	Sanction letter dated December 15, 2014; and term loan agreement dated December 18, 2014.	₹300 million	₹300 million	4.25% per annum below long term lending rate subject to a minimum of 14.00% per annum, being	The facility has been availed for refinancing a part of the existing debt in our Company or the group.	The principal amount under the facility shall be repaid in three installments after a moratorium of three months. The interest is to be	The facility is secured by: - Shares of our Company held by our Promoter having value not less than 2 times the facility amount. - Equitable mortgage by

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					14.00% per annum.		repaid on a quarterly basis.	deposit of title deeds by TDL of properties admeasuring 5 acres and 59.88 cents, situated in Mangaluru. - Irrevocable corporate guarantee of TDL. - Irrevocable personal guarantee of our Promoter.
12.	Kotak Mahindra Prime Limited ("**KMPL**")	Master loan agreement dated December 26, 2014; and sanction letter dated December 29, 2014.	₹500 million	₹500 million	15% per annum compounded monthly	The facility has been availed for general corporate purposes of our Company.	The facility shall be repaid within 60 months from the date of first disbursement.	The facility is secured by: - Pledge of shares of Mindtree by our Company as acceptable to KMPL of value 2 times the first security tranche (for ₹250 million) defined under the sanction letter. - Pledge of 159,804 shares of our Company by our Promoter for the second security tranche (for ₹250 million) defined under the sanction letter. - Personal guarantee of our Promoter.
13.	Kotak Mahindra Investments Limited	Master loan agreement dated	₹200 million	₹200	15% per annum compounded	The facility has been availed for	The facility shall be repaid within 60	The facility is secured by:

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
	(“**KMIL**”)	December 9, 2014; and sanction letter dated December 11, 2014.		million	monthly	general corporate purposes of our Company.	months from the date of first disbursement.	- Pledge of shares of Mindtree as acceptable to KMPL of value 2 times the first security tranche (for ₹100 million) defined under the sanction letter. - Pledge of 864,920 shares of CDGL for the second security tranche (for ₹100 million) defined under the sanction letter. - Pledge of listed shares of SLL by TRRDPL towards additional security for the value of the first security tranche (for ₹100 million) defined under the sanction letter. - Personal guarantee of our Promoter.
Loans availed by our Subsidiaries								
II. Loans availed by Coffee Day Global Limited (“CDGL”)								
Secured Loans								
1.	Vijaya Bank, Bengaluru	Sanction memorandum dated March 20, 2014 and articles	₹1000 million	₹960.60 million	Bank rate + 2% per annum + 0.25% TP, being 12.45% per	The term loan has been availed to part fund the ongoing capex	CDGL shall repay the principal in 20 equal quarterly instalments	The facility has been secured by: - First charge over specific fixed assets i.e., 4,000

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		of agreement dated March 22, 2014.			annum, floating at present, on monthly rests.	programme involving setting up of café outlets and coffee vending machines.	commencing after an initial moratorium of 6 months from the date of first disbursement. Interest will be serviced as and when debited.	vending machines and assets of 165 café outlets opened or to be opened by CDGL at the cost of ₹133,134 million. - Personal guarantee by the Promoter. - Post dated cheques for the entire loan amount and monthly interest.
2.	Cooperative Centrae Raiffeisen- Boerenleenbank B.A. (trading as Rabobank International), Singapore ("**Rabobank**")	Facility agreement dated June 2, 2009; amendment agreement dated June 23, 2009.	USD 15 million[3]	USD 6.40 million	Percentage rate p.a. which is the aggregate of 4.15% per annum and applicable LIBOR for each interest period, on each loan, as per the terms of the facility agreement dated June 2, 2009.	The purpose of the facility is to fund capital expenditure which is a "permitted end use" as per the master circular on external commercial borrowings dated July 1, 2008 and subsequent amendments.	Each facility shall be repaid over a period of 84 months after the first utilisation date, as per the terms of the agreement The first repayment shall begin after a moratorium of 18 months from the utilisation date.	The facility has been secured by: - Charge on specific moveable assets of CDGL, created on or after January 1, 2009, with a minimum gross value of ₹2,000 million. - Mortgage of property, owned by TDL together with all buildings and structures thereon, situated in Mangaluru admeasuring approximately 83 acres 8

[3] *The total amount sanction is divided into facility A for USD 10 million and facility B for USD 5 million.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								guntas. - Mortgage of Girikhan Estate (coffee estate) situated in Chikkamagaluru District admeasuring 208 acres 25 guntas, owned by Malavika Hegde. - Mortgage of land and building located in Chikkamagaluru, admeasuring 9 acres, owned by GCCWL. - Mortgage on the land and other structures located at Palace Road, Bengaluru, admeasuring 3,759 Sq. ft., owned by CDGL. - Mortgage of the lands and buildings of the corporate headquarters of CDGL situated in Bengaluru 560 001 admeasuring 99,309 sq. ft., owned (leasehold) by CDGL. - Personal guarantee by the Promoter.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
3.	DEG – Deutsche Investitions – UND Entwicklungs-gesellschaft MBH, Germany.	Loan agreement dated October 30, 2009.	USD 15 million	USD 9.15 million	For the first interest period – USD LIBOR plus 4.15% per annum. After the first interest period, USD LIBOR determined at the beginning of the respective interest period, as determined under the loan agreement dated October 30, 2009, shall be applicable.	The purpose of the facility is to exclusively finance additional investments in new cafés; vending machines; xpress kiosks; fresh and ground selling points; international cafés; and kitchens.	The loan shall be repaid in 12 installments on specific payment dates between September 15, 2011 and March 15, 2017, as per the repayment instalments stated in the loan agreement.	The facility has been secured by the same securities provided for the term loan of USD 15 million availed by CDGL from Rabobank at Point 2 above.
4.	Standard Chartered Bank, Bengaluru (“**SCB**”)	Loan agreement dated August 13, 2010.	USD 25 million	USD 16.18 million	Rate of interest on each utilisation will be subject to negotiation with SCB and such rate will include the bank’s margin of 2.75% per annum added to 3 months EURIBOR/ LIBOR/ the cost of funds to the bank for the	The term loan facility has been availed for meeting the capex requirement of CDGL.	The facility shall be repaid in 17 equal quarterly instalments, as per the agreement, after a moratorium of 2 years and 9 months.	The facility has been secured by: - Hypothecation of the moveable fixed assets of CDGL at the cafés listed in the schedule to the loan agreement, both present and future. - Charge and irrevocable lien over fixed deposits on amount of ₹75 million. - All present deposits for

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					period of the utilisation, currently being 2.98% per annum.			existing cafés and deposits in future given to landlords for cafés. - Entire balance maintained in the debt service reserve account.
5.	ING Vysya Bank Limited, Bengaluru (“**ING Vysya**”)	Letter dated November 18, 2013; and private placement offer document dated November 18, 2013.	₹500 million	₹500 million	13.11% per annum yield to maturity on the facility amount, with monthly interest being 12.50% per annum.	The non-convertible debentures were issued for future expansion of outlets and vending machines.	The terms of issue of the non-convertible debentures provides for bullet repayment, 3 years after the date of issuance.	The non-convertible debentures are secured by: - Hypothecation of all the moveable fixed assets of 100 café outlets of CDGL with written down value of ₹478.45 million added between June 1, 2013 and October 31, 2013. - Hypothecation of moveable assets of 1751 coffee vending machines with WDV of ₹207.78 million added between June 1, 2013 and October 31, 2013. - Charge on cash flows together with all amounts, receivables, proceeds therein from the above mentioned 100 cafés hypothecated to ING

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								Vysya. - Charge on the deposits provided by CDGL to the lessors of 100 café outlets (for the outlet premises). - Personal guarantee by the Promoter.
6.	Hong Kong and Shanghai Banking Corporation Limited, Bengaluru ("**HSBC**")	Agreement for overdraft cash credit dated August 14, 2012; facility renewal letter dated November 25, 2014; April 9, 2014, January 1, 2013, August 14, 2012, February 1, 2012, January 17, 2011 and February 6, 2010; email dated April 27, 2015; and agreement for working capital loan dated November 21, 2014.	Overdraft of ₹72.50 million	₹154 million	1% per annum over the prevalent bank base rate, subject to fluctuation at the bank's discretion.	The facilities have been availed to finance working capital requirements.	The facility shall be repayable on demand	The facility is secured by - A 40% deposit under lien. - Demand promissory note of ₹72.50 million.
			Working capital loan of ₹100 million		1% per annum over the prevalent bank base rate, subject to fluctuation at the bank's discretion, being 12% per annum.	The working capital loan has been availed to finance working capital requirement.	The facility was valid till May 21, 2015.	The facility is secured by way of: - Exclusive charge over moveable fixed assets, both present and future of café outlets with asset cover of 1.75x. - Personal guarantee of our Promoter.
7.	Oriental Bank of Commerce, Bengaluru	Sanction letters for renewal of credit	Secured overdraft of	₹223.27	2.25% over base rate, presently	The facility shall be utilized for	These facilities shall be repaid	The facility has been secured

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
	("**OBC**").	facilities dated October 22, 2012, November 23, 2013; August 2, 2014; and February 11, 2015; and agreement for overdraft dated August 4, 2014.	₹250 million	million	being 10.25% effective rate being 12.50% per annum.	meeting the working capital requirements of the PPE/ export division.	within 1 year of the date of sanction.	by: - Hypothecation/ charge over assets of certain earmarked café's ensuring value of assets to be ₹375 million. - Charge on the primary security offered to OBC for export business i.e., stock, advances, etc.
			Packing credit of ₹260 million	₹418.64 million	As per RBI directives/ head office guidelines issued from time to time.	The facility shall be used in relation to coffee export.		The facility has been secured by: - Hypothecation of stocks of coffee meant for export at the godown located in Hassan and charge on the advance paid to planters. - First charge on the other chargeable current assets of CDGL.
			Foreign Documentary Bill Purchased ("**FDBP**")/ Foreign Usance Documentary Bill Purchase ("**FUDBP**") –		As per RBI directives/ head office guidelines issued from time to time.	Proceeds of the bills shall be used for adjustment of the packing credits wherever granted.		The facility has been secured by: - Foreign documentary demand/ usance bill accompanied by airway bills/ bill of lading evidencing shipment of

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
			Sub limit of ₹140 million[4]					goods dealt in by CDGL.
			Packing credit/ FDBP/ FUDBP (Adhoc) of ₹150 million[5]		As per RBI directives/ head office guidelines issued from time to time.	The proceeds of the bills shall be utilized for adjustment of the packing credits wherever granted.	The facility is valid for 90 days from the date of sanction.	The facility has been secured by: - Hypothecation of stocks of coffee meant for export at the Hassan godown and charge on the advance paid to planters. First charge on other chargeable assets of CDGL. - Foreign documentary demand/ usance bill accompanied by airway bills/ bill of lading evidencing shipment of goods dealt in by CDGL.
			Bank guarantee ₹5 million	N/A	Commission and other charges shall be recovered at the time of issuance of guarantee as per the bank' s schedule of	The facility shall be used for issuing as security deposit, in lieu of space leased by government agencies and	These facilities shall be repaid within 1 year of the date of sanction.	This facility is secured by a 25% margin counter guarantee of CDGL. Where stipulated, CDGL will be required to execute hypothecation agreement extending the charge over

4 *The packing credit and FDBP limits have been kept at Rs. 260 million and Rs.140 million respectively.*

5 *Facility provided pursuant to sanction letter dated February 11, 2015.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					service charges as amended from time to time.	corporate for establishing its vending machines and café at various locations.		CDGL's current assets to the extent of the guarantee limit as a cover for all guarantees issued/ to be issued by OBC on behalf of CDGL.
			Forward Contract ₹171 million	N/A	As per schedule of charges	The facility shall be utilized for meeting the working capital requirements of the PPE/ export division.		This facility is secured by a charge on current assets and other collateral securities available for working capital facilities.
								The aforesaid facilities obtained from OBC are also secured by way of collateral security in the form of: - Mortgage by deposit of title deeds of land, admeasuring 9.97 acres, situated in Chikkamagaluru, owned by Classic Coffee Curing Works. - Personal guarantee of the Promoter, Malavika Hegde, S.V. Gangaiah Hegde and Vasanthi Hegde. - Corporate guarantee of Classic Coffee Curing

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								Works.
8.	Karnataka Bank Limited, Bengaluru	Sanction letters dated October 21, 2013 and January 13, 2014.	Overdraft Facility ₹50 million	₹0.00 million	Base rate + 2.75%, effective rate being 13.50% per annum.	The facility shall be utilized for meeting the working capital requirements of the PPE/ export division.	The facility shall be repaid be on demand, in accordance with the overdraft rules.	The facility is secured by way of a charge created over the inventory earmarked for domestic sales at Chikkamagaluru unit of CDGL and domestic receivables.
			Preshipment/ post shipment credit (LC/ NLC/ Direct-DP/ DA) facility ₹370 million[6]	₹465.99 million	Pre-Shipment Credit in Foreign Currency ("**PCFC**") Upto 180 days – LIBOR/ EUROLIBOR/ EURIBOR + 3.50% per annum. Beyond 180 days and upto 360 days – Rate for initial period of 180 days prevailing at the time of extension plus 200 basis points i.e., the point		The facility shall be repaid out of the proceeds of export bills/ post-shipment credit extended.	This facility is secured by hypothecation of stocks of coffee beans located at Chikkamagaluru unit of the company/ receivables, advance paid to growers and goods covered under export bills.

[6] *Additional limit of ₹200 million for a period of 9 months from January 13, 2014.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					above plus 200 basis points. After 360 days – Base rate + 7% per annum, effective rate being 17.75% per annum. Preshipment credit (Rupee Advance) Upto 180 days – Base rate + 0.5% per annum, effective rate being 11.25% per annum. 181 days to 270 days - Base rate + 1.5% per annum, effective rate being 12.25% per annum. 271 days to 360 days - Base rate + 5.50% per annum, effective rate being			

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					16.25% per annum. Above 360 days - Base rate + 7% per annum, effective rate being 17.75% per annum. If export does not take place and pre-shipment advance is closed by debiting to party's current account (from day one of the release of the pre-shipment credit) - Base rate + 7% per annum, effective rate being 17.75% per annum.			
			Peak season post shipment credit (Letter of Credit/ Non Letter of		Bills Re discounting Scheme On demand bills		This facility shall be repaid by realization of export bills.	This facility is secured by hypothecation of stocks of coffee beans located at Chikkamagaluru unit of CDGL/ receivables, advance

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
			Credit-Delivery against Payment / Delivery against Acceptance) facility (December to October) ₹100 million		for transit period (as specified by Foreign Exchange Dealers Association of India) – 350 basis points over LIBOR/ EURO LIBOR/ EURIBOR. Usance bills (credit for total period comprising usance period of export bills, transit period as specified by Foreign Exchange Dealers Association of India ("**FEDAI**") and grace period wherever applicable) upto 6 months from the date of shipment – 350 basis points over LIBOR/ EURO			paid to growers, goods covered under export bills.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					LIBOR/ EURIBOR. Export bills (demand or usance) realized after due date but upto date of crystallization – Rate for point stated above plus 200 basis points. After crystallization – Base rate + 7%, effective rate being 17.75% per annum. Demand bills For Normal Transit Period as specified by FEDAI and overdue upto 180 days from the date of advance - Base rate + 0.50%, effective rate being 11.25%			

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					per annum. Overdue bills – beyond 180 days from the date of advance upto 360 days from the date of shipment - Base rate + 5.50, effective rate being 16.25% per annum. Overdue bills – beyond 360 days from the date of shipment - Base rate + 7%, effective rate being 17.75% per annum. Usance bills Upto 180 days from the date of advance - Base rate + 0.50%, effective rate being 11.25% per annum. Beyond 180			

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					days from the date of advance upto 360 days from the date of shipment - Base rate + 5.50%, effective rate being 16.25% per annum. Overdue bills – beyond 360 days from the date of shipment - Base rate + 7%, effective rate being 17.75% per annum.			
			Bank guarantee facility ₹30 million	N/A	3% per annum commission		This facility shall be repaid in accordance with the terms of the bank guarantee.	This facility is secured by a 10% cash margin.
			Import LC (DP/ DA) facility ₹10 million	N/A	1.50% per annum commission		This facility shall be repaid on first presentation/ due date of the bills presented.	This facility is secured by goods/ machines acquired under LC and 10% cash margin.
			Credit line for forward contract ₹5.40	N/A	As per bank guidelines		This facility shall be repaid as per the	Nil The aforesaid facilities

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
			million				contract terms.	obtained from Karnataka Bank are also secured by way of collateral security in the form of: - Equitable mortgage of landed property belonging to Vasanthi Hegde situated in Chikkamagaluru admeasuring 10.02 acres. - Personal guarantee of the Promoter, Malavika Hegde, Vasanthi V Hegde and Gangiah Hegde
9.	HDFC Bank Limited, Bengaluru	Loan agreement dated February 21, 2012.	₹1.25 million	₹0.50 million	11.52% per annum	The car loan has been obtained for the purchase of a vehicle – Skoda Laura Ambiente.	The car loan shall be repaid in 60 equal monthly installments.	The car loan has been secured by way of first and exclusive charge on the vehicle purchased with the proceeds of the car loan.
10.	HDFC Bank Limited, Bengaluru.	Loan agreement dated February 21, 2012.	₹0.54 million	₹0.20 million	12.02% per annum	The car loan has been obtained for the purchase of a vehicle – Maruti Swift.	The car loan shall be repaid in 60 equal monthly installments.	The car loan has been secured by way of first and exclusive charge on the vehicle purchased with the proceeds of the car loan.
11.	HDFC Bank Limited, Bengaluru	Loan agreement dated May 11, 2013.	₹1.39 million	₹0.90 million	10.50% per annum	The car loan has been obtained for the purchase of a vehicle –	The car loan shall be repaid in 60 equal monthly	The car loan has been secured by way of first and exclusive charge on the vehicle purchased with the proceeds of

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
						Hyundai Elantra.	installments.	the car loan.
Unsecured Loans								
12.	Yes Bank Limited	Commercial paper issued on April 7, 2014	₹100 million	₹89.91 million	11.25% per annum	The proceeds shall be utilised towards working capital for retail division.	The commercial paper has a tenor of 364 days and was repayable on April 4, 2015.	Unsecured
13.	DSP Black Rock Mutual Fund	Commercial paper issued on August 19, 2014	₹100 million	₹89.61 million	11.60% per annum	The proceeds shall be utilised towards working capital for retail division.	The commercial paper has a tenor of 364 days and shall be repaid on August 19, 2015.	Unsecured
14.	DSP Black Rock Mutual Fund	Commercial paper issued on August 21, 2014	₹100 million	₹89.61 million	11.60% per annum	The proceeds shall be utilised towards working capital for retail division.	The commercial paper has a tenor of 364 days and shall be repaid on August 21, 2015.	Unsecured
15.	DSP Black Rock Mutual Fund	Commercial paper issued on August 22, 2014	₹100 million	₹89.61 million	11.60% per annum	The proceeds shall be utilised towards working capital for retail division.	The commercial paper has a tenor of 364 days and shall be repaid on August 21, 2015.	Unsecured
16.	ING Vysya Bank Limited, Bengaluru	Sanction letters dated October 28, 2014 and January 5, 2015.	Standby letter of credit of €2 million	N/A	1% per annum payable upfront.	For issue of standby letter of credit in favour of ING Prague for securing the borrowings of	Valid upto August 31, 2015.	The facility has been provided against a personal guarantee of VG Siddhartha.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
						CDCZ		
			Pre-settlement limit-1 (LEF) (Limits on run down basis) of ₹17.60 million	N/A	Pricing is as per treasury rates.	For interest rate swap on the DEG loan of USD 15 million, that amortizes semi-annually.	Valid for a maximum of 5 years.	Unsecured
III. Loans Availed by COFFEE DAY CZ a.s. (“CDCZ”)								
Secured Loans								
1.	ING Bank N.V (“**ING N.V.**”)	Agreement dated October 29, 2010	€ 1.90 million	€ 1.88 million	2% per annum	The facility has been obtained for overdraft limit.	The facility shall be repaid on July 31, 2015.	Standby letter of credit from India.
IV. Loans availed by Tanglin Developments Limited (“TDL”)								
Secured Loans								
1.	HDFC Limited, Bengaluru	Master facility agreement dated June 2, 2011.	₹4,000 million	₹5,531.7 million[7]	The rate of interest applicable on the notional USD loan shall be 3 month USD LIBOR plus a positive spread of 570 basis	The facility has been availed for business activity of TDL.	The outstanding principal amount of the facility shall be repaid in 4 equal annual instalments at the end of the 7th, 8th, 9th, and 10th year from the date of	The facility is secured by way of: - First mortgage over property situated at Mylasandra and Pattanagere Villages, Mysore Road, Bengaluru, admeasuring 92 acres 6

[7] *The outstanding amount is based on the exchange rate on the RBI website, being Rs. 62.07, as provided by the Company.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					points, payable as per the terms of the master facility agreement dated June 2, 2011. The rate of interest applicable after conversion of the notional USD loan to Rupee term facility shall be the HDFC corporate prime lending rate with a negative spread of 450 basis points, being 12.75% per annum.		disbursement.	guntas and the project financed – "Global Village Software Park" constructed thereon, along with existing structures. - Assignment of receivables of the project financed. - Hypothecation of fee/ other receivables from the project financed. - Personal guarantee of the Promoter. - On demand promissory note and post dated cheques.
2.	HDFC Limited, Bengaluru	Master facility agreement dated September 29, 2011.	₹1,100 million	₹536.40 million	Lender corporate prime lending rate being 17.75% per annum and the applicable rate of interest being 13.75% per annum.	The facility shall be utilised for lease rental receivables from the project "Global Village IT Park" located at Mylasandra and Pattanagere Villages, Mysore	The facility shall be repaid in 16 quarterly equated instalments, with 15 instalments of ₹92.50 million and the last instalment of ₹49.48 million.	The facility is secured by way of the same securities, as in case of the facility of ₹4,000 million availed by TDL from HDFC Bank, set out at Point 1 above.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
						Road, Bengaluru.		
3.	HDFC Limited, Bengaluru ("**HDFC**")	Master facility agreement dated June 28, 2012.	₹1,200 million	₹1,301.90 million[8]	The rate of interest on the notional USD loan will be 3 month USD LIBOR plus a positive spread of 700 basis points, as per the terms of the agreement. On conversion of the notional USD loan to rupee terms the rate of interest shall be HDFC's corporate prime lending rate less 400 basis points, being 13.75% per annum, as per the terms of the agreement.	The facility shall be utilised for the working capital requirement of TDL and construction of additional office space at the project financed "Global Village Software Park".	The principal of the facility shall be repaid in 4 equal instalments at the end of the 7th, 8th, 9th and 10th year from the date of first disbursement. Interest on the facility shall be paid on the outstanding principal of the financial facility every calendar quarter, as per the terms of the agreement.	The facility is secured by way of the same securities, as in case of the facility of ₹4,000 million availed by TDL from HDFC Bank, set out at Point 1 above.
4.	HDFC Limited, Bengaluru ("**HDFC**")	Master facility agreement dated	₹850 million	₹800 million	The lender corporate prime lending rate	The facility shall be utilised for construction of	The principal amount of the facility shall be	The facility is secured by way of the same securities, as in case of the facility of ₹4,000

8 *The outstanding amount is based on the exchange rate on the RBI website, being Rs. 62.07, as provided by the Company.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		July 8, 2013.			being 17.25% per annum and the applicable rate being 13.25% per annum, subject to reset as per the master facility agreement.	900,000 square feet at Global Village.	repaid in 20 quarterly instalments, commencing from the 8th calendar from the date of first disbursement, as per the master facility agreement. Interest on the principal amount shall be paid at the end of every calendar quarter for the first 7 calendar quarters, commencing from the date of first disbursement.	million availed by TDL from HDFC Bank, set out at Point 1 above.
5.	HDFC Limited, Bengaluru ("**HDFC**")	Master facility agreement dated July 14, 2014.	₹500 million	₹500 million	Simple interest at 14% per annum on the principal amount of the financial facility for the first 24 calendar quarters from the date of first disbursement, subject to reset, as per the prevailing lender	The facility has been availed for the purpose of TDL's working capital requirement and for construction of office space in the Project financed – "Global Village Software Park".	The outstanding principal amount shall be repaid in 16 quarterly instalments, as per the master facility agreement, commencing from the 25th calendar quarter from the date of first disbursement.	The facility is secured by way of the same securities, as in case of the facility of ₹4,000 million availed by TDL from HDFC Bank, set out at Point 1 above.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					CPLR rate.		Interest on the principal amount shall be paid at the end of every calendar quarter for the first 24 calender quarters commencing from the date of first disbursement.	
6.	AK Capital Finance Private Limited	Loan agreement dated August 20, 2014 and sanction letter dated August 19, 2014.	₹225 million (overall sanction limit)	₹225million	The interest rate shall be as specified in the drawdown letter, being 16.50% per annum.	The short term secured revolving demand loan facility has been availed to meet the short term requirements specific to the Project of Campus of 120 acres at Bengaluru in SEZ.	The facility was repayable on May 16, 2015.	The facility has been secured by way of: - Registered mortgage of the immoveable property owned by Mahedeshwara Enterprises situated in Malleswaram, Bengaluru. - Collateral security in the form of: (i) Exclusive pledge of listed and unencumbered equity shares of Mindtree by CDTL; (ii) Unconditional, irrevocable personal guarantee of the Promoter;

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								(iii) Unconditional, irrevocable corporate guarantee of our Company; and (iv) Undated cheques for principal and interest.
7.	HDFC Bank, Bengaluru	Cover letter dated June 6, 2012 and loan agreement dated May 30, 2012.	₹1.65 million	₹0.91 million	11.50 % per annum	The car loan has been obtained for the purchase of a vehicle.	The car loan shall be repaid in 60 equal monthly installments.	The car loan has been secured by way of first and exclusive charge on the vehicle purchased with the proceeds of the car loan.
8.	HDFC Bank, Bengaluru	Cover letter dated September 27, 2012 and loan agreement dated September 21, 2012.	₹1.91 million	₹1.17 million	11.50 % per annum	The car loan has been obtained for the purchase of a vehicle.	The car loan shall be repaid in 60 equal monthly installments.	The car loan has been secured by way of first and exclusive charge on the vehicle purchased with the proceeds of the car loan.
9.	HDFC Bank, Bengaluru	Cover letter dated April 10, 2014 and loan agreement dated September 28, 2013.	₹0.80 million	₹0.65 million	11 % per annum	The car loan has been obtained for the purchase of a vehicle.	The car loan shall be repaid in 60 equal monthly installments.	The car loan has been secured by way of first and exclusive charge on the vehicle purchased with the proceeds of the car loan.
V. Loans availed by Tanglin Retail Reality Developments Private Limited ("**TRRDPL**")								
1.	ECL Finance Limited, Mumbai ("**ECL**")	Loan agreement dated June 25, 2014.	₹500 million	₹500 million	15% per annum or ECLFLPLR on the respective reset dates, as set out in the	The loan has been availed for general corporate	The loan shall be repaid on the last day of the 24 month period commencing from	The facility has been secured by way of: - Pledge of such number of securities of our Company

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					agreement, minus 250 bps subject to minimum of 15% per annum.	purpose.	the first drawdown date.	as is required to maintain the required security margin, as set out in the agreement. - Pledge of securities of Mindtree by our Company and CDTL, as set out in the agreement. - Personal guarantee of our Promoter. - Corporate guarantee of TDL. - Demand promissory note.
2.	ECL Finance Limited, Mumbai ("**ECL**")	Loan agreement dated February 2, 2015	₹500 million	₹500 million	14.50% per annum	The loan has been availed for general corporate purpose.	The loan shall be repayable on the last day of the 36 month period commencing from the first drawdown date.	The facility has been secured by way of: - Pledge of equity shares of Mindtree by our Company and CDTL, as per the terms of the loan agreement. - Pledge of equity shares of SLL by TRRDPL, as per the terms of the loan agreement. - Personal guarantee by our Promoter.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								- Demand promissory note.
VI. Loans availed by Sical Logistics Limited ("SLL")								
Secured Loans								
1.	ING Vysya Bank Limited, Bengaluru ("**IVBL**")	Sanction letters dated August 28, 2013 and August 8, 2012; and facility agreement dated August 10, 2012.	₹200 million	₹100 million	ING Vysya Bank Rate ("**IVBR**") + 2% per annum (presently IVBR being 10.65%), currently being, 12.65% per annum.	This term loan shall be utilised towards capital expenditure of SLL.	The principal shall be repaid in 12 equal quarterly instalments, commencing after 12 months from the date of disbursement and interest shall be payable at calendar month ends or as and when debited.	The term loan is secured by way of an exclusive charge on the equipments/ machineries purchased using the term loan.
			Cash credit/ working capital demand loan of ₹40 million	The facility has not been availed.	Cash credit – IVBR - 2.50% (presently IVBR being 10.65%) Working capital demand loan – As communicated at the time of drawdown/ roll over.	The facility shall be utilized towards working capital requirements of SLL.	The facility is payable on demand.	The facility has been secured by way of *pari passu* first charge on the current assets of SLL along with other working capital bankers.
			Pre-settled (LEF) of ₹260	The facility has not	Pricing shall be as	The facility has been availed for	The tenor is 5 years with a break	The facility has been secured

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
			million	been availed.	communicated by the treasury team.	INR/ USD swap.	clause at the end of 2 years and every 1 year thereafter.	by way of: - First hypothecation charge on the dredger owned by NOIL. - Exclusive charge on the equipments funded by IVBL by the existing term loan of ₹200 million. - Personal guarantee of the Promoter. - Corporate guarantee of NOIL.
2.	SREI Equipment Finance Private Limited, Kolkata ("**SREI**")	Sanction letter dated May 5, 2012.	₹10.79 million	₹1 million	13% per annum	This facility has been availed for the purchase of vehicles.	The facility shall be repaid in 35 monthly instalments, after a moratorium of 30 days.	The facility has been secured by way of charge over the assets financed by way of the facility.
3.	IndusInd Bank Limited, Chennai	Sanction letter dated June 25, 2013; letter dated April 28, 2015; term loan agreement dated July 18, 2013 and master general terms agreement dated July 18,	₹270 million	₹170 million	As communicated at the time of drawdown, being base rate + 1.25%, amounting to 12.25%.	The term loan shall be utilised for general corporate purposes.	The term loan shall be repaid in 83 equal monthly instalments and the balance in the 84th monthly instalment.	The facility is secured by way of: - Assignment of receivables from Tamil Nadu Generation and Distribution Corporation Limited with full recourse to the borrower/ assignor on first *pari passu* basis with other participating

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		2013.						banks. - First *pari passu* charge on 2 ship unloaders and 1 mobile hopper at Ennore port for Tamil Nadu Electricity Board coal operation, valued at ₹835 million. - Personal guarantee of the Promoter.
			₹270 million (Derivative limit for hedging of FCNR loan)	The facility has not been availed.	The facility has not been availed.	The derivative limit has been sanctioned for the purpose of USD ₹ coupon swap with options.	The facility has not been availed.	The facility has not been availed.
4.	IDBI Bank Limited, Mumbai	Sanction letter dated May 22, 2013 and term loan agreement dated May 24, 2013.	₹720 million	₹619 million	Base rate + 275 basis points, base rate being 10.25% per annum, fully floating with reset clause for upward revision in case the rating is downgraded.	The term loan shall be utilised for paying off the existing debt and normal capital expenditure/ other corporate purposes.	The term loan shall be repaid in 94 monthly unequal instalments from July 1 2013 to April 1, 2021.	The facility is secured by way of: - First charge on the project receivables including escrow account, project assets and all intangible assets of the project. - Charge on land situated in Chennai and Mumbai. - Personal guarantee of the

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								Promoter.
5.	ING Vysya Bank Limited, Bengaluru	Letters dated August 29, 2013 and November 27, 2013.	₹1,000 million	₹1,000 million	Minimum yield to maturity of 13.52% per annum. The minimum yield to maturity includes the monthly coupon of ING Vysya base rate + 2.10%, payable monthly, currently being 12.90%.	The proceeds from the issue of listed non-convertible debentures shall be used for repayment of the existing loan with the Bank of Baroda and shoring up of net working capital.	The non-convertible debentures have a tenor of 5 years from the date of issuance. The redemption amount shall be paid in 2 equal annual instalments at the end of year 4 and at the end of year 5.	The facility is secured by way of: - First hypothecation charge on the dredger owned by NOIL. - Exclusive charge on the equipments funded by ING Vysya by the existing term loan of ₹200 million. - Personal guarantee of the Promoter. - Corporate guarantee from NOIL.
6.	Bank of Baroda, Bengaluru	Sanction letter dated October 29, 2013.	Cash credit facility of ₹2,000 million	₹1,631.30 million	2.75% above base rate i.e., 13% per annum at present with monthly rests for CR2 rated account.	The facility has been obtained for pre-sale and post-sale working capital requirements of SLL.	The facility shall be valid for a period of 12 months.[9]	The facility has been secured by way of: - Demand promissory note executed by SLL. - Hypothecation of *inter alia*, entire raw materials, stock-in-process, stores and spares, plant and machinery, etc., and book

9 *SLL applied for renewal of facility on August 25, 2014. The bank replied vide letter dated January 3, 2015 that the renewal is under consideration. The facilities were renewed vide sanction letter dated March 24, 2015.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								debts and trade advance of SLL, both present and future.
			Bank guarantee facility of ₹1,500 million, with a sub limit of inland import letter of credit facility of ₹100 million	₹786 million	Commission for performance guarantees is 1.20% per annum + service tax; commission for financial guarantee is 1.50% per annum + service tax; and commission on letter of credit is 50% concession on applicable charges.	The facility has been availed for issue of bank guarantees in lieu of, *inter alia*, security deposit and performance, financial guarantees business activities. The inland import letter of credit facility has been availed for purchase of raw materials from domestic/ overseas market etc.	The facility shall be valid for a period of 12 months.	The facility has been secured by way of: - Counter indemnity executed by SLL. - 10% cash margin by way of duly discharged FDRs in the name of SLL, director or guarantor. - Hypothecation of entire raw materials, etc, as in case of the cash credit facility provided above.
								The cash credit and bank guarantee facilities are also secured by way of: - Equitable mortgage of land and building situated at various locations in Tamil Nadu, admeasuring approximately 26 acres.. - Charge on entire present and future moveable fixed assets of SLL consisting of machineries, equipments, electrical

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								installations, etc. - Personal guarantee of our Promoter.
7.	Karur Vysya Bank, Mumbai	Sanction letter dated November 4, 2013; letter dated January 29, 2015 and term loan agreement dated December 30, 2013.	₹250 million	₹200 million	Base rate + 1.50%, being 12.25% per annum, floating.	The term loan shall be used for meeting the ongoing routine capex and other corporate requirements of SLL.	The facility has a tenor of 3 years, including a moratorium period of 12 months. The facility shall be repaid in 8 equal quarterly instalments from the date of first disbursement.	The facility is secured by way of: - Mortgage of specific immoveable properties of SLL having market value of approximately ₹150 million. - Charge on unencumbered vehicles. - Unconditional, irrevocable personal guarantee of the Promoter.
8.	Canara Bank, Bengaluru	Sanction letter dated March 28, 2014.	₹500 million	₹500 million	Base rate + 2.80% + 0.25% (term premia), 13.25% per annum floating.	The loan shall be used to finance the general capex/ building up net working capital and to meet working capital cash flow mismatch of SLL.	The term loan shall be repaid in 16 equated quarterly instalments, commencing after a moratorium period of 12 months from the date of first disbursement.	The term loan has been secured by way of: - Charge over current assets and moveable fixed assets of SLL, with a value of approximately ₹1,932.30 million. - Personal guarantee of the Promoter.
9.	Ratnakar Bank	Sanction letter dated July 26,	₹750 million	₹562	2% above Ratnakar Bank	The term loan shall be utilised	The residual tenor of the loan is 25	The facility has been secured

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
	Limited, Bengaluru	2014; and term loan agreement dated June 15, 2012.		million	base rate prevailing from time to time, being 13% per annum.	for meeting long term working capital requirements.	months. The term loan shall be repaid in 8 quarterly instalments, beginning from the quarter ending September 2014 and the last repayment shall be made in June 2016.	by way of: - Registered mortgage of unencumbered land situated in Tamil Nadu, admeasuring approximately 42 acres. - Unconditional and irrevocable personal guarantee of the Promoter.
			₹200 million	₹140 million	Base rate + 1% per annum plus applicable taxes.	The facility shall be utilised for importing surface mining equipments.	The facility has a tenor of 36 months and shall be repaid on the due date.	The facility has been secured by way of: - An exclusive charge on the surface mining equipment purchased. - Unconditional and irrevocable personal guarantee of the Promoter.
10.	Daimler Financial Services India Private Limited, Chennai	Multiple loan agreements.	Aggregate amount ₹186.20 million	Aggregate amount ₹178 million	11% per annum	The loans have been availed to purchase vehicles.	The loans shall be repaid in equated monthly instalments, as per the repayment schedule.	The loans have been secured by way of a charge over the vehicles purchased from the proceeds of the loan.
11.	Tata Motors Finance Limited	Multiple loan account summary notes and loan agreements.	Aggregate amount ₹55.10 million	Aggregate amount ₹48 million	Annualised rate of interest being 11.28%	The loans have been availed to finance the purchase of	The loans are repayable in 60 equal monthly instalments.	The loan have been secured by way of charge over the vehicles, construction equipment and/or body building on chassis of vehicles

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
						vehicles.		purchased from the proceeds of the loan.
12.	Sundaram Finance Limited	Multiple loan agreements.	Aggregate amount ₹76.70 million	Aggregate amount ₹74 million	Monthly compounded rate of interest being 12.52% or 12.50% and annualised rate of interest being 13.26% or 13.24%.	The loans have been availed to finance the purchase of tippers.	The loans are repayable in 60 equal monthly instalments.	The loans have been secured by way of a charge over the assets purchased from the proceeds of the loan.
VII.	**Loans availed by Norsea Offshore India Limited ("NOIL")**							
Secured Loans								
1.	Yes Bank Limited, Delhi ("**YBL**")	Sanction letter dated July 20, 2012.	₹800 million	₹650 million	12% per annum (payable monthly) fixed rate for 3 years from the date of first disbursement, post which the facility shall be fully floating at YBL base rate + 1.50% per annum.	The term loan has been availed for part financing the purchase of cutter suction dredger.	The term loan shall be repaid in 16 equal quarterly instalments after a moratorium of 36 months from the date of first disbursement.	The facility has been secured through: - Subservient charge over cutler dredger funded under the term loan. - Corporate guarantee of SLL, unless additional security to the satisfaction of YBL is created.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
VIII.	**Loans availed by Sical Iron Ore Terminals Limited ("SIOTL")**							
Secured Loans								
1.	Yes Bank Limited, Mumbai ("**Yes Bank**")	Phase I loan agreement dated March 19, 2008.	₹770 million	₹610 million	Yes Bank's prime lending rate minus 3.50%, being 12.75% per annum.	The facilities have been obtained for the purpose of construction, development and maintenance of the iron ore terminal at the Ennore Port.	The facilities shall be repaid in unequal quarterly instalments, beginning from June 30, 2012 till March 31, 2022.	The facilities have been secured by way of: - Charge over all of SIOTL's immoveable and moveable properties and assets, both present and future. - Charge on all the intangible assets including the goodwill and uncalled capital of SIOTL. - Charge/ assignment of SIOTL's rights under each project document, the debt service reserve account and other accounts formed under the accounts agreement. - Charge on all the insurance policies relating to the project. - Pledge of 63% of the beneficial ownership of SLL in SIOTL. - Unconditional and
2.	UCO Bank, Kolkata ("**UCO Bank**")		₹610 million	₹507 million	UCO Bank's benchmark prime lending rate minus 1.50%, being 12.75% per annum.			
3.	United Bank of India, Kolkata ("**UBI**")		₹610 million	₹483 million	UBI's benchmark prime lending rate minus 1.25%, being 12.75% per annum.			
4.	India Infrastructure Finance Company Limited, New Delhi ("**IIFC**")		₹610 million	₹483 million	Yes Bank's prime lending rate minus 3.50%, being 12.75% per annum.			

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								irrevocable guarantee of SLL.
5.	Yes Bank Limited, Mumbai ("**Yes Bank**")	Phase II loan agreement dated March 19, 2008.	₹230 million	The facility has not been availed.	Yes Bank's prime lending rate minus 3.50%, being 12% per annum.	Same as stated above for the phase I loan availed by SIOTL from Yes Bank, UCO Bank, UBI and IIFC.	The facilities shall be repaid in unequal quarterly instalments beginning from March 31, 2015 till December 31, 2024.	Same as stated above for the phase I loan availed by SIOTL from Yes Bank, UCO Bank, UBI and IIFC.
6.	UCO Bank, Kolkata ("**UCO Bank**")		₹190 million	The facility has not been availed.	UCO Bank's benchmark prime lending rate minus 1.50%, being 12% per annum.			
7.	United Bank of India, Kolkata ("**UBI**")		₹190 million	The facility has not been availed.	UBI's benchmark prime lending rate minus 1.25%, being 12% per annum.			
8.	India Infrastructure Finance Company Limited, New Delhi		₹190 million	The facility has not been availed.	Yes Bank's prime lending rate minus 3.50%, being 12% per annum.			

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
IX. Loans availed by Sical Multimodal and Rail Transport Limited ("SMART")								
Secured Loans								
1.	United Bank of India, Chennai ("**UBI Bank**")	Sanction letter dated July 2, 2013; and loan agreement dated March 11, 2011.	Term loan of ₹400 million	₹208 million	UBI Bank's benchmark prime lending rate plus 4.25%, being 14.45% per annum, subject to revision every 2 years.	The term loan has been availed to part finance the proposed project of container rail cargo transportation and container freight station at Bengaluru and Chennai, to operate cargo haulage services on a pan India basis. SMART will acquire railway rakes and containers and develop container freight services/ inland container depots at Chennai and Bengaluru.	The term loan has a tenor of 10 years. The term loan shall be repaid in unequal quarterly instalments starting from October 1, 2012 till July 1, 2016.	The term loan has been secured by way of: - First *pari passu* mortgage and charge of all of SMART's immoveable properties (including lands situated in Chennai and Bengaluru, admeasuring approximately 90 acres, held by SMART) and moveable properties and assets, both present and future.[10] - First charge by way of assignment and/ or creation of security interest in favour of the lenders of (i) all the right, title, interest, benefits, claims and demands whatsoever of SMART in the project document, concession agreement executed with Indian

[10] *Except the assets transferred from Sical Distriparks Limited and Sical Hambujja Logistics Private Limited, which will be charged to the lenders of Sical Distriparks Limited and Sical Hambujja Logistics Private Limited.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								Railways, letter of credit by any off taker/ user company, guarantee or performance bond that may be provided by any party to any project document in favour of SMART, all as amended, varied or supplemented from time to time; (ii) all the rights, title, interest, benefits, claims and demands whatsoever of SMART in or under authorisations; provided that the assignment of concession agreement is to be done within one year of COD in terms of the concession agreement or sooner if permitted by the railways. - First charge on intangibles (but not limited to goodwill, etc.). - First charge/ assignment and/ or creation of security interest in favour of the lenders on the trust and retention account and debt service reserve account established/

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								maintained by SMART for the revenues generated from the project, in consultation with the lenders. - First charge on all the projects; bank accounts including but not limited to the trust and retention account (including debt service reserve account) opened in a designated bank, where all cash inflows from the project shall be deposited and all proceeds shall be utilised. - Pledge of the minimum percentage of equity of SMART which SMART and its associates are required to hold as per the concessions agreement (presently 51% of the total equity). - Maintenance of the requisite debt service ratio or provision of a letter of credit of bank guarantee acceptable to lenders for an amount equal to ensuing 3 months

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								principal and interest payment to the lenders, in lieu of such deposit. - Assignment of the container rail license – category I issued by Railway Administration, Government of India. - Irrevocable and unconditional corporate guarantee from SIAL. - Undertaking by Sical Infra Assets Limited and SLL.
			Bank guarantee facility of ₹180 million	₹16.50 million	1%	The facility has been availed for issuance of performance guarantees in favour of the GoI, public sector undertakings and private enterprises.	The bank guarantees have a maximum tenor of 3 years.	This facility has been secured by way of: - Charge over current assets, immoveable properties and moveable properties of SMART. - Charge on lands situated in Chennai and Bengaluru, owned by SMART, admeasuring approximately 90 acres. - Irrevocable and unconditional corporate guarantee from SIAL.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
2.	UCO Bank, Mumbai	Sanction letters dated April 9, 2010, June 15, 2009 March 30, 2013 and November 28, 2014; and loan agreement dated March 11, 2011.	Term loan of ₹900 million	₹457 million	At bank primary lending rate (floating) per annum, being 14.45% per annum with reset clause after every 2 years from the date of disbursement.[11]	Same as the term loan availed by SMART from UBI Bank (Points 1).	The term loan shall be repaid in 32 step up quarterly instalments, as per the terms of the sanction letter dated April 9, 2010.	The term loan has been secured by the same security as the term loan of ₹400 million, availed by SMART from UBI Bank (Point 1 above), except, the irrevocable and unconditional corporate guarantee from SIAL and undertaking by Sical Infra Assets Limited and SLL.
			Letter of credit facility of ₹50 million[12]		As per the bank's extant guidelines.	The facility has been availed for the import of container for the proposed project of SMART.	The facility is repayable on demand.	The facility has been secured by way of the same security applicable to the term loan.
			Cash credit and sole banking arrangement of ₹80 million[13]	₹79.9 million	Bank primary lending rate, being base rate + 4.25%, i.e., 10.20% + 4.25%, being 14.45% per annum.	The facility has been availed for working capital.	The facility is repayable on demand.	The facility has been secured by way of: - Charge on the fixed and current assets of SMART, both present and future. - Same security applicable to the term loan.

11 *The term lenders in the consortium will charge uniform rate of interest inline with what has been approved by UCO Bank and if any lender charges higher rate of interest then the same will be made applicable to UCO Bank also.*

12 *As a sub-limit of the term loan of ₹900 million.*

13 *As per sanction letter dated November 28, 2014.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
			Bank guarantee facility of ₹120 million	₹39.30 million	1% plus applicable taxes.	The facility has been availed for the issue of bank guarantees to the Government of India for movement of cargo in customs area.	The facility is payable on demand.	The facility has been secured by way of: - Extension of charge on the current assets. - Counter guarantee of SMART. - Same security as the cash credit and sole banking arrangement facility. Additionally, the facilities have been secured by way of: - A *pari passu* equitable mortgage charge on land situated in Chennai (near Chennai Ennore Port) and in Bengaluru admeasuring approximately 90 acres. - Corporate guarantee of SIAL. - Undertaking by SIAL and SLL.
3.	IDBI Bank, Chennai ("**IDBI Bank**")	Sanction letters dated July 8, 2010, July 26, 2014 and December 20, 2014; and loan agreement dated	Term loan of ₹200 million	₹97.10 million	BBR plus 375 bps, BBR being 10.25% per annum, floating with reset clause after every 2	Same as the term loan availed by SMART from UBI Bank and UCO Bank (Points 1 and 2	The term loan shall be repaid in 32 step up quarterly instalments, as per the terms of the sanction letter	The term loan has been secured by the same security as the term loan of ₹900 million, availed by SMART from UCO Bank (Point 2

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		March 11, 2011.			years from the date of disbursement.[14]	above).	dated July 8, 2010.	above).
			Cash credit facility of ₹30 million	₹23.90 million	IDBI Bank BBR plus 375 bps (IDBI BBR presently 10.25% per annum) (presently effective 14% per annum upto 90 days).	The facility has been availed for meeting the immediate working capital requirements of SMART.	The facility is valid for a period of 90 days from the date of first disbursement.	- The facility has been secured by the same security as the cash credit facility of ₹80 million, availed by SMART from UCO Bank (Point 2 above).
			Bank guarantee facility of ₹30 million	₹16.20 million	Upto 3 years - 1% plus service tax payable upfront. Above 3 years – 1.25% per annum plus service taxes payable upfront.	The facility has been availed for the issue of bank guarantees to the GoI and other statutory authorities; and SSBLC's to Indian Railways towards e-freight payments.	The facility was valid till May 20, 2015. The bank guarantees was repayable on crystallisation/ due date/ expiry.	- The facility has been secured by way of: - Undertaking by SIAL and SLL. - Same securities as the bank guarantee facility of ₹120 million, availed by SMART from UCO Bank (Point 2 above).
								Additionally, the facilities have been secured by way of: - A *pari passu* equitable

[14] *The term lenders in the consortium will charge uniform rate of interest inline with what has been approved by IDBI Bank and if any lender charges higher rate of interest then the same will be made applicable to IDBI Bank also.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								mortgage charge on land situated in Chennai (near Chennai Ennore Port) and in Bengaluru admeasuring approximately 90 acres. - Corporate guarantee of SIAL.
4.	UCO Bank	Term loan agreement dated August 29, 2008.	₹230 million	₹84 million	1% p.a. below UCO Bank's prime lending rate, being 14.50% per annum, subject to a minimum rate of interest of 13.50% per annum (floating) with monthly rests.	The term loan has been availed to procure fixed assets including, rakes, containers, furniture and fixture, computers, printers, etc.	The term loan shall be repaid in 36 quarterly instalments after a moratorium of 6 months from the date of the first drawdown.	The term loan has been secured by way of: - Hypothecation of moveable plant and machinery. - Guarantee issued by SLL.
5.	IDBI Bank, Chennai	Sanction letter dated September 17, 2012[15]; and term loan agreement dated November 1, 2012.	₹60 million	₹34 million	BBR plus 250 bps, BBR being 10.50% per annum, floating, payable on assistance monthly basis, with annual	The term loan has been availed to develop elevated warehouse and ground level warehouse at the existing site in Chennai for CFS	The term loan shall be repaid in 48 equal, monthly instalments after a 6 month moratorium after project completion or 6 months from the date of COD	The term loan shall be secured by way of extension of first charge on all moveable and immoveable assets of SMART, both present and future.

[15] *The sanction letter was issued to Sical Distriparks Limited, which we understand amalgamated with SMART with effect from April 1, 2011 under a scheme of amalgamation approved by the Madras High Court.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					reset.	purpose along with purchase of one EOT crane.	whichever is later.	
6.	IDBI Bank, Chennai	Sanction letter dated February 1, 2012; loan agreement dated March 5, 2012.	₹75 million	₹26 million	BBR plus 225 bps, BBR being 10.75% per annum.	The term loan has been availed for the development of a yard at Chennai for CFS purpose along with purchase of one reach stacker.	The term loan shall be repaid in 60 equal, monthly instalments after allowing a moratorium of 12 months after project completion.	The term loan shall be secured by way of extension of first charge on all moveable and immoveable assets of SMART, both present and future.
7.	IDBI Bank, Chennai	Sanction letters dated September 17, 2012 and July 26, 2014.	Cash credit facility of ₹85 million	₹80.10 million	BBR plus 275 bps payable monthly (presently BBR being 10.50% per annum).	The facility has been availed for working capital requirements.	The facility was valid till May 20, 2015. The facility was repayable on demand/ on the due date.	The facilities are secured by way of: - First charge on all the fixed and current assets of the CFS division of SMART, both present and future. - Corporate guarantee of SLL for ₹75 million. - Omnibus counter guarantee of SMART (for the bank guarantee facility).
			Bank guarantee/ letter of credit facility of ₹100 million		Upto 3 years - 1.50% per annum plus service tax payable upfront. Above 3 years – 1.75% per annum plus service tax	The facility has been availed for the issue of bank guarantees to the GoI and other statutory authorities; and SSBLC's to Indian Railways towards e-freight	The facility was valid till May 20, 2015. The facility was repayable on crystallisation/ due date/ expiry.	

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
					payable upfront.	payments.		
X. Loans availed by Way 2 Wealth Securities Private Limited ("W2W Securities")								
Secured Loans								
1.	KKR India Financial Services Private Limited	Facility agreement dated January 2, 2012 ("**Facility Agreement**"); and loan agreement dated January 3, 2012.	₹300 million	₹300 million	Fixed cash interest at 10% per annum payable on a payable on a quarterly basis. Additional variable repayment interest shall be payable on the date of repayment, as per the terms of the Facility Agreement.	The facility has been availed to meet a part of the working capital requirement specifically identified by the board of directors of W2W Securities from time to time.	The facility shall be repaid at the end of 60 months from June 20, 2011.	The facility has been secured by way of: - Key subsidiaries[16] undertaking. - Corporate guarantee by our Company. - First *pari passu* charge over amounts deposited in the settlement account (opened as per Facility Agreement) and all present and future current assets of W2W Securities and the key subsidiaries. - Pledge over the equity shares of W2W Securities by TDL and SSPL.
2.	HDFC Bank, Mumbai	Memorandum relating to charge over fixed	Overdraft facility of ₹100	₹96.40 million	1% over and above the interest offered	These facilities have been availed for	On demand	The facility has been secured by way of:

[16] *Key subsidiaries are W2W Distributors, W2W Institutional Broking Private Limited, W2W Capital, W2W Realty, W2W Brokers, W2W Commodities and any future direct or indirect wholly owned subsidiary of W2W Securities.*

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		deposits/ cash deposits dated August 1, 2013 and memorandum relating to charge over fixed deposits/ cash deposits (third party depositor) dated August 1, 2013.	million		on the fixed deposit placed as margin for the overdraft facility.	funding working capital requirement.		- Demand promissory note of ₹100 million. - Charge over fixed deposits of ₹111.20 million of TSSPL.
Unsecured Loans								
1.	Illuminati Trading Private Limited, Gurgaon ("**ITPL**")	Inter corporate deposit agreement dated August 5, 2014 and sanction letter dated August 8, 2014.	₹25 million	₹25 million	11% per annum, payable on a monthly basis.	The inter corporate deposit has been availed for the business of W2W Securities.	The inter corporate deposit shall be repaid at the end of 1 year. Repayment may be made by W2W Securities with 30 days notice or may be demanded by ITPL with 30 days notice.	Unsecured loan
XI. Loans availed by Way 2 Wealth Brokers Private Limited ("W2W Brokers")								
Secured Loans								
1.	HDFC Bank, Bengaluru	E-mail dated January 6, 2015.	Overdraft against fixed deposit facility	₹1.14 million	1% over and above the interest offered on the fixed	This facility has been availed for daily working capital of the	The facility is repayable on demand.	The facility has been secured by way of fixed deposit of ₹111 million in the name of W2W Brokers duly lien

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
			of ₹100 million		deposit placed as margin for the overdraft.	W2W Brokers.		marked in favour of the bank.
2.	HDFC Bank, Bengaluru ("**HDFC**")	E-mail dated January 6, 2015.	Bank guarantee and short term loan in lieu of bank guarantee of ₹150 million	₹132.50 million	1%	The facility has been availed towards margin deposits in favour of stock exchanges and clearing members.	The facility has a tenor of 15 months. The operative period of the bank guarantee is 12 months, with a claim period of 3 months.	The facility has been secured by way of: - Charge over fixed deposit of ₹75 million in the name of W2W Brokers, with lien duly marked in favour of HDFC. - Personal guarantee of the Promoter. - Corporate guarantee of W2W Securities.
3.	HDFC Bank, Bengaluru ("**HDFC**")	E-mail dated January 6, 2015.	Cash credit facility of ₹50 million	The facility has not been availed.	13% per annum	The facility has been availed for working capital of W2W Brokers.	The facility is repayable on demand.	The facility has been secured by way of: - Exclusive charge on book debts of ₹50 million after 50% haircut. - Personal guarantee of our Promoter. - Corporate guarantee of W2W Securities.
4.	HDFC Bank, Bengaluru ("**HDFC**")	E-mail dated January 6, 2015.	Loan against shares facility	The facility has not been	13% per annum	The facility has been availed for working capital	The facility is repayable on	The facility has been secured by way of approved shares in demat form with minimum

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
			of ₹50 million	availed.		of W2W Brokers.	demand.	haircut of 50%. In case of single scrip of Mindtree Limited, haircut of 60%.
5.	Axis Bank Limited (“**Axis Bank**”)	Sanction letter dated June 12, 2014.	Bank guarantee of ₹200 million	₹194.50 million	As per bank, being 0.75% per annum.	The bank guarantee shall be issued towards margins/ additional base capital in the cash, derivative and currency segment, in relation to the broking business with BSE, NSCCL, MCX-SX and ILFS Sec.	The facility is valid for a term of 12 months with an additional claim period of 3 months.	The facility has been secured by way of: - 50% cash margin in the form of fixed deposit under lien to Axis Bank or 25% cash margin in the form of fixed deposit under lien to Axis Bank and 25% in the form of approved demat shares with 50% haircut. - Omnibus counter indemnity of W2W Brokers. - Corporate guarantee of W2W Securities. - Original FDR duly discharged in favour of Axis Bank. - Personal guarantee of the Promoter. - Demand promissory note.
			Overdraft against shares	₹0.00	At base rate plus 2% per annum,	The overdraft facility has been	The facility is valid for a term of 12	The facility has been secured

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
			of ₹50 million	million	payable monthly.	availed for stock exchange and working capital requirements.	months.	by way of: - Pledge of approved shares in dematerialised form with 50% margin, being shares of Mindtree, owned by the Promoter. - Demand promissory note. - Personal guarantee of the Promoter. - Corporate guarantee of W2W Securities.
6.	HDFC Bank Limited, Bengaluru	Bank guarantee dated January 31, 2014; and e-mail dated January 6, 2015.	₹00.50 million	₹00.50 million	1% per annum	The bank guarantee has been issued in favour of the Pension Fund Regulatory and Development Authority.	The bank guarantee shall be valid for 12 months.	The bank guarantee has been secured by way of: - Fixed deposit of ₹0.10 million. - Personal guarantee of the Promoter. - Corporate guarantee of W2W Securities.
7.	HDFC Bank Limited, Bengaluru	Application for issue of bank guarantee dated November 22, 2013; and e-mail dated January 6,	₹00.50 million	₹00.50 million	1% per annum	The bank guarantee has been issued in favour of Karnataka State Unorganised Workers Social	The bank guarantee shall be valid for 12 months.	The bank guarantee has been secured by way of charge over a fixed deposit of ₹00.50 million.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		2015.				Security Board in lieu of security deposit for distribution of National Pension Scheme – Lite – Swavalamben Scheme.		
XII.	**Loans obtained by Way 2 Wealth Commodities Private Limited ("W2W Commodities")**							
Secured Loans								
1.	Axis Bank, Mumbai ("**Axis Bank**")	Sanction letter dated June 11, 2013.	Bank guarantee facility of ₹40 million	₹20 million	0.75% per annum	The facility has been availed for the purpose of issue towards trade guarantee/ security deposit/ margins/ additional base capital/ etc.	The facility shall be valid for 12 months with a 3 month claims period.	The facility has been secured by way of: - 50% cash margin in the form of FDR under lien to Axis Bank. - Omnibus counter indemnity of W2W Commodities. - Corporate guarantee of W2W Brokers. - Personal guarantee of the Promoter. - Original fixed deposit of Axis Bank duly discharged and under lien

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								to Axis Bank. - FDR pledge letter.
2.	IndusInd Bank, Bengaluru	Sanction letter dated November 28, 2014; sanction letter dated May 13, 2013; and master general terms agreement dated May 15, 2013.	Bank guarantee facility of ₹30 million	₹7.50 million	Proposed (indicative) 0.80% per annum plus taxes as applicable.	The facility has been availed for margin/ security deposit favouring MCX/ NCDE X/ ILFS.	The facility is valid for a term of 1 year with a 3 month claim period.	The facility has been secured by way of: - 50% cash margin in the form of FDR. - Corporate guarantee of W2W Securities. - Personal guarantee of the Promoter.
XIII.	**Loan obtained by Way 2 Wealth Capital Private Limited ("W2W Capital")**							
Secured Loans								
1.	IL & FS Financial Services Limited	Sanction letter dated August 18, 2014; and agreement cum pledge dated August 21, 2014.	Line of credit facility of ₹100 million	₹17.80 million	13% per annum	The facility has been obtained for the purpose of investments.	Interest shall be payable quarterly on the last day of each calendar quarter. Repayment of principal shall be at the end of the period of the facility, being 1 year.	The facility has been secured by way of: - Pledge of listed securities. - A demand promissory note for ₹100 million.
2.	Aditya Birla Finance Limited ("**ABFL**")	Sanction letter dated September 30, 2014 and loan	₹50 million	₹0.00 million	13.50% per annum	The purpose of the loan is for further lending	The facility is valid till September 17, 2015, with an	The facility has been secured by way of pledge of basket of securities as per the approved

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		cum pledge agreement dated April 9, 2013.			Interest shall be payable monthly and reset on a monthly basis.	to clients.	option to renew at the sole discretion of ABFL.	list of securities of ABFL at applicable margins.
XIV.	**Loans availed by Techno Shares and Stocks Private Limited ("TSSPL")**							
Secured Loans								
1.	HDFC Bank, Bengaluru	Sanction letter dated February 14, 2012; e-mail dated February 19, 2015; bi-partite agreement dated March 22, 2012; and loan agreement dated March 22, 2012.	Revolving loan facility of ₹180 million	₹82.20 million	1% per annum	The facility has been obtained for working capital towards providing margin to IL & FS Securities Services Limited.	The facility is repayable on demand.	The facility has been secured by way of: - Pledge of fixed deposit receipt to the extent of 50% of the short term loan amount. - Personal guarantee of the Promoter. - Corporate guarantee by W2W Securities.
2.	HDFC Bank, Bengaluru	Loan agreement dated October 25, 2012; agreement for overdraft dated February 26, 2013; and letter dated February 14, 2012.	Cash credit facility of ₹50 million	₹25 million	13% per annum	This facility has been availed for the purpose of daily working capital of the TSSPL.	The facility is repayable on demand.	The facility has been secured by way of: - An exclusive charge on book debts of ₹50 million after 50% haircut. - Personal guarantee of the Promoter. - Corporate Guarantee by

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								W2W Securities.
3.	HDFC Bank, Bengaluru ("**HDFC**")	E-mail dated February 19, 2015.	Overdraft against shares facility of ₹50 million	The facility has not been availed.	13% per annum	The facility has been availed for working capital of TSSPL.	The facility is repayable on demand.	The facility is secured by pledge of approved shares in demat form after 50% haircut and as per HDFC's LAS norms.
4.	IL & FS Securities Services Limited, Mumbai	Agreement cum pledge dated August 27, 2014.	Line of credit facility of ₹18.45 million	₹10.70 million	14% per annum. Interest shall be paid on a quarterly basis.	The facility shall be utilised for the purpose of investments.	The facility is available for a period of 1 year. Repayment of principal shall be at the end of the period of 1 year.	The facility has been secured by way of: - Pledge of shares of Lakshmi Vilas Bank Limited held by TSSL. - Promissory note for ₹18.45 million.
XV.	**Loans availed by Techno Commodity Broking Private Limited ("TCBPL")**							
Secured Loans								
1.	IL & FS Securities Services Limited, Mumbai	Agreement cum pledge dated August 27, 2014.	Line of credit facility of ₹16 million	₹15.80 million	14% per annum. Interest shall be paid on a quarterly basis.	The facility shall be utilised for the purpose of investments.	The facility is available for a period of 1 year. Repayment of principal shall be at the end of the period of 1 year.	The facility has been secured by way of: - Pledge of shares of Lakshmi Vilas Bank Limited held by TCBPL. - Promissory note for ₹16 million.

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
XVI.	**Loans availed by Way 2 Wealth Illuminati Pte. Ltd. ("W2W Singapore")**							
Unsecured Loans								
1.	Highgrove Management Ltd., New York	Loan agreement dated January 14, 2015	USD 0.92 million	USD 0.92 million	11% per annum Interest shall be payable in 4 equal quarterly instalments.	The loan shall be used for the general working capital and operating expenses of W2W Singapore and its direct and indirect subsidiaries from time to time.	The loan will be repaid by W2W Singapore on or before one year from the date of advance or a mutually agreed period.	Unsecured
XVII.	**Loans availed by AlphaGrep HK Ltd. ("AGHL")**							
Unsecured Loan								
1.	Highgrove Management Ltd., New York	Loan agreement dated January 17, 2015	USD 0.25 million	USD 0.25 million	11% per annum Interest shall be payable in 4 equal quarterly instalments.	The loan shall be used for the general working capital and operating expenses of AGHL.	The loan will be repaid by AGHL on or before one year from the date of advance or a mutually agreed period.	Unsecured
XVIII.	**Loans obtained by Magnasoft Consulting India Private Limited ("MCIPL")**							
Secured Loans								
1.	A Bank, Bengaluru ("**ICICI**")	Credit arrangement letter dated	Cash credit (hypothecation)	₹51.50 million	The rate of interest shall be	The facility has been availed for	The facility shall be valid till	The facilities have been secured by way of:

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
		November 25, 2014; master facility agreement dated March 15, 2011; supplementary and amendatory agreement to the facility agreement dated October 4, 2012 and June 28, 2011; ISDA master agreement dated October 8, 2012; and rupee loan facility agreement dated March 15, 2011.	facility of ₹80 million		the sum of I-Base and "spread" per annum, subject to minimum rate of I-Base + 3.25% per annum. Interest shall be payable monthly, on the last date of each month.	the purpose of meeting the working capital requirements of MCIPL.	October 29, 2015. The working capital facilities are repayable on demand. However, the facilities are available for a period of 12 months subject to review at periodical intervals.	- Hypothecation of, *inter alia*, MCIPL's entire stock of raw materials, semi-finished and finished goods. - Exclusive charge on the moveable fixed assets of MCIPL and the assets funded by ICICI. - Lien over fixed deposit of ₹5.57 million of CDTL. - Lien over fixed deposit of ₹6.85 million of CDTL. - Personal guarantee by Bobbie H. Kalra. - Corporate guarantee of CDTL. - Non disposal undertaking by CDTL.
			Packing Credit Foreign Currency Limit ("**PCFC**") (as a sub limit of cash credit) of ₹68 million	₹9.30 million	Markup over the 6 months LIBOR, as advised by ICICI Bank, subject to reset of LIBOR.	The facility has been availed towards working capital requirements.	The facility shall be valid till October 29, 2015. PCFC loans will be allowed upto 180 days or expiry of process cycle, whichever is	Same as cash credit facility (stated above).

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
							earlier.	
			Post Shipment Credit in Foreign Currency (as a sub limit of cash credit) of ₹68 million		Markup over the 6 months LIBOR, as advised by ICICI Bank, subject to reset of LIBOR.	The facility has been availed towards working capital requirements.	The facility shall be valid till October 29, 2015. In case of delivery against acceptance bills, usance shall not exceed 180 days.	In addition to the general security stated against cash credit facility, this facility is secured against documents of title to goods viz., bills of lading or AWBs or bills of exchange or invoices or packing lists or certificates of origin, etc.
			FCNR (B) as a sublimit of cash credit of ₹80 million (not exceeding USD 1.31 million assuming a conversion of 1USD = ₹61) (Exposure to be restricted to ₹80 million in ₹ equivalent).		The rate of interest for each drawal of the facility will be stipulated by ICICI bank at the time of disbursement of each drawal. Interest shall be serviced on a monthly basis.	The facility has been availed to meet the working capital requirements of MCIPL.	The facility shall be valid till October 29, 2015. Principal amount of each tranche shall be repaid as bullet payment on the maturity date or in instalments, as agreed upon.	Same as cash credit facility (stated above).
			Derivative limit (Loan Equivalent Value) of ₹10 million		The pricing shall be as per treasury rates.	The facility has been availed to hedge interest rate or currency risk while entering into forwards,	The facility shall be valid till October 29, 2015. The tenor of the facility is 1 year.	Same as cash credit facility (stated above).

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
						options or other derivatives with ICICI Bank.		
XIX. Loans obtained by Coffee Day Hotels and Resorts Private Limited ("CDHRPL")								
Secured Loans								
1.	Oriental Bank of Commerce, Bengaluru ("**OBC**")	Sanction letter dated September 1, 2008; and agreement of term loan for immoveable property dated September 1, 2008.	₹120 million	₹1.86 million	PLR being 14% at present, with monthly rests, subject to changes in PLR/ spread. Interest shall be paid on a monthly basis.	The term loan has been availed for construction of building on a plot on land situated at Chikkamagaluru, belonging to CDHRPL.	The term loan shall be repaid in 24 unequal, quarterly instalments starting from June 2009, as per the repayment schedule provided in the sanction letter.	The term loan has been secured by way of: - First charge on the entire current assets and fixed assets (including land admeasuring approximately 60 acres) of the Chikkamagaluru resorts. - Personal guarantees of the Promoter and Malavika Hegde.
2.	Oriental Bank of Commerce, Bengaluru ("**OBC**")	Sanction letter dated June 11, 2013; and agreement of term loan for immoveable property dated June 11, 2013.	₹207.50 million	₹202.50 million	4.35% (bank's spread) over base rate, being 14.60% at present. Interest rate shall be reset annually.	The term loan has been availed for repairs, renovation or additional and alteration of property/ building situated at the Serai, Chikkamagaluru.	The term loan shall be repaid in 28 unequal quarterly instalments, starting from September 2013, as per the repayment schedule to the loan agreement.	The term loan has been secured by way of: - Charge on the existing resort (land and building admeasuring approximately 17.37 acres) in Chikkamagaluru. - Guarantees by the Promoter and Malavika

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
								Hegde.
3.	Standard Chartered Investments and Loans (India) Limited, Mumbai	Facility agreement dated May 31, 2014; and sanction letter dated June 3, 2014.	₹1,000 million comprising of a facility commitment of ₹700 million in favour of CDHRPL and ₹300 million in favour of KWRPL.	₹525 million outstanding for CDHRPL and ₹225 million outstanding for KWRPL.	16.80% per annum, payable monthly	The facility has been availed for the purpose of repayment of the existing loans availed by CDHRPL and KWRPL from our Company.	The facility amounts shall be repaid by CDHRPL and KWRPL in 4 equal half yearly instalments.	The facility has been secured by way of: - Mortgage of immoveable property situated in Mangaluru, by TDL. - Pledge of 4,365,442 equity shares of Mindtree Limited by our Company and 250,000 shares of Mindtree Limited by CDTL. - Pledge of 3,400,000 shares of SLL by TRRDPL.
XX.	**Loans obtained by Wilderness Resorts Private Limited ("WRPL")**							
Secured Loans								
1.	Ratnakar Bank Limited, Bengaluru	Term loan agreement dated December 11, 2014; and sanction letter dated December 11, 2014.	₹300 million	₹200 million	Floating interest rate being 2.50% above Ratnakar Bank base rate, being 13.50% per annum.	The term loan has been availed for setting up of a resort in Bhadra, Chikkamagaluru.	The term loan has a tenor of 60 months including a moratorium of 12 months. The term loan shall be repaid in 16 equal quarterly instalments starting from the 15th	The term loan has been secured by way of: - First and exclusive charge on project assets, including land measuring 9 acres, building and work in progress. - Pledge over 11.30 lakh shares of SLL, held by

Sr. No.	Lender	Particulars of the documentation[1]	Amount Sanctioned	Principal Amount outstanding	Interest rate/ Commission rate (% per annum)	Purpose	Repayment	Security
							month from disbursement.	TRRDPL with 1.5x cover, with applicable top up - Personal guarantee of the Promoter.
XXI.	**Loans obtained by Karnataka Wildlife Resorts Private Limited ("KWRPL")**							
Secured Loans								
1.	Standard Chartered Investments and Loans (India) Limited, Mumbai ("**SCIL**")	Facility agreement dated December 12, 2014 and facilities letter dated December 11, 2014.	₹250 million	₹250 million	17% per annum, payable monthly.	The facility has been availed to refinance the investment by way of loans and equity and expenses incurred on acquiring a stake in Barefoot Resorts and Leisure Private Limited.	Bullet repayment on termination date, being 120 days after the first utilisation date under the agreement.	The facility has been secured by way of: - Mortgage of immoveable properties situated in Mangaluru by TDL admeasuring about 10 acres . - Pledge of 0 equity shares of Mindtree Limited by our Company and 100,309 shares of Mindtree Limited by CDTL. - Pledge of 542,282 shares of SLL by TRRDPL. - Personal guarantee of the Promoter. - Corporate guarantees by CDGL and the Company.

Intercompany unsecured loans

The Company and its Subsidiaries, depending on business requirements have extended inter-corporate loans from time to time. For further details refer to notes to accounts to the Restated Consolidated Financial Information of section "Financial Statements" at page 277.

Covenants

Many of our financing arrangements entail various restrictive conditions and covenants restricting certain corporate actions, and we are required to take the prior approval of the lender before carrying out such activities.

The facilities availed by our Company and Subsidiaries usually stipulate prepayment terms and conditions. For instance, our Company is required to give prior notice of a specified time period for prepayment and may be subject to prepayment penalty/ charges/ premium.

Our Company and Subsidiaries may be subject to certain penal consequences in case of non-compliance with the terms and conditions of the facilities availed by them. For instance, penal interest may be charged in case of unpaid instalments, unpaid interest, excess drawings, failure to submit prescribed statements etc.

For instance, certain corporate actions for which our Company requires the prior written consent of the lenders include:

- To issue any debentures, raise loans or incur any indebtedness except as permitted by the lenders.
- To enter into any compromise or arrangement or settlement with any of our secured creditors.
- To effect any change in the capital structure of our Company.
- To engage in or undertake any corporate restructuring, re-organisation and/ or re-capitalisation of any sort including but not limited to merger, spin-offs, demerger, consolidation, reorganisation, amalgamation, reconstruction, buy-back, capital reduction, liquidation or other similar transactions including those relating to a change in our shareholding pattern.
- To wind up, liquidate or dissolve the affairs of our Company or its subsidiaries.
- To effect any change in management and control of our Company and its subsidiaries.
- To effect any modification or amendment to constitutional documents of our Company.
- To sell, assign, transfer, exchange, lease, lend or otherwise dispose or grant any option with respect to or create or permit the creation of any encumbrance over the pledged shares.
- To change the general nature of the business of our Company or its Subsidiaries.
- To prepay or redeem debentures or facilities availed (or any part thereof) prior to their scheduled term.

- To undertake guarantee obligations on behalf of any other company or entity.
- To declare dividend for any year except out of profits relating to that year.
- To change the composition of the Board of Directors of our Company.

Many of our financing arrangements specify the occurrence of certain events as events of default, some of which are listed below. In case of the occurrence of an event of default, the lender shall have the right to, *inter alia*, cancel the outstanding facilities available for drawdown to the Company, declare all parts of the loan, together with accrued interest to be immediately due and payable and enforce their rights over the security.

- Any creditor of any of our Company or its subsidiaries becomes entitled to declare any financial indebtedness of the Company or any of its subsidiaries due and payable prior to its specified maturity as a result of an event of default.
- Any legal proceedings or other procedure or step is taken in relation to a composition or arrangement with any creditor of our Company or its subsidiaries.
- Our Company ceasing to hold 51% in any of its subsidiaries.
- Legal proceedings or other procedure or step being taken in relation to V.G. Siddhartha (including the making of an application, the presentation of a petition or the filing or service of a notice) in relation to the insolvency or administration of V.G. Siddhartha with an intention of declaring him insolvent, or the appointment of a liquidator, supervisor, receiver, administrative receiver, administrator, compulsory manager, trustee or other similar officer in respect of the assets of V.G. Siddhartha.
- Any expropriation, sequestration, distress or execution affecting any assets of any of the entities providing security.

Certain corporate actions for which certain of our subsidiaries require the prior written consent of the lenders include:

- To effect any change in control, ownership or management of any of its existing subsidiaries.
- To withdraw money brought into the subsidiaries by the Promoter or by the principal Shareholders.
- To take any action pertaining to a merger, consolidation, reorganisation or amalgamation of any of our subsidiaries.
- To implement any scheme of expansion or acquisition of fixed assets in excess of the levels stipulated.
- To enter into borrowing arrangements either secured or unsecured with any other bank or financial institution.
- To form a new subsidiary or acquire any company or shares and securities in any company beyond the limits specified.
- To invest money in the share capital or to place deposits with any other concerns, including associate companies.

- To effect any modification or amendment to the constitutional documents of our subsidiaries.
- To assume liabilities or to undertake any further pledge shares of the subsidiary, beyond specified limits.
- Declaration or payment of dividends in case of no profits, in case the subsidiary fails to meet its financial covenant obligations or in case of any failure to meet repayment obligations under the facilities.
- Making any further investment in Group Companies.
- To expand, diversify or alter the scope of any existing project undertaken by any of our subsidiaries or undertaking a new project.
- To create any security except security interest as may be permitted by the lenders or extend finance to associate concerns during the period of the facilities.
- To convey, lease, sell or assign any property or assets secured in relation to the facilities, or otherwise.
- To raise loans, change capital structure (including shareholding pattern), make investments, grant loans, or give guarantees on behalf of any person.
- To undertake any new project, modernisation, diversification, which are material in nature, or substantial expansion of any of its projects.
- To issue any further share capital.

Many of our financing arrangements specify the occurrence of certain events as events of default, some of which are listed below. In case of the occurrence of an event of default, the lender shall have the right to, *inter alia*, cancel the outstanding facilities available for drawdown to the Company, declare all parts of the loan, together with accrued interest to be immediately due and payable, enforce their rights over the security, appoint their nominee/ operator to take over the project being financed and convert the whole or part of the outstanding amount of the loan into fully paid up equity shares of the subsidiaries.

- Execution of any transaction or measure which would entail a change in control of the subsidiaries.
- Execution of transactions by guarantors for the facilities, which would diminish the net worth of the guarantors or diminish or undermine the value of the security.
- Any drop in the beneficial shareholding of the promoter and the guarantors for the facilities in the subsidiaries, beyond specified limits.
- Breach of the specified financial covenants, that remains uncured for a period exceed the specified time frame.
- Any default in any existing credit facility or material agreement of the subsidiary.
- Any step taken or proceedings started for the subsidiary’s dissolution or winding up or for appointment of a receiver, trustee or similar officer over all or any part of the subsidiaries assets.

Failure to comply with the specified financial ratios and margins, such as the debt-equity ratio, leverage ratio, gearing ratio, debt service coverage ratio and EBITDA margins.

Details of Terms and Conditions of Term Loans

For details in relation to terms of the loans and securities of assets of our Company, see section "Financial Statements" from pages F-1 to F-308.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with the Restated Consolidated Financial Information and the Restated Consolidated Financial Information of CDGL for the Financial Years ended March 31, 2010, 2011, 2012, 2013 and 2014, and the nine month period ended December 31, 2014, the related annexures and notes thereto and the report thereon, as *approved by the Board of Directors of the Company, prepared in terms of the requirements of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the extent applicable, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, included in the section "Financial Statements" on page 277, together with the other financial information included elsewhere in this document. References to a "Financial Year" are to the 12 months ended March 31 of that year. You should also read the section "Risk Factors" on page 24, which discusses a number of factors and contingencies that could impact our financial condition and results of operations.*

The Restated Financial Information as aforesaid has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our Restated Financial Information to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and US GAAP or IFRS as applied to our Restated Financial Information. Accordingly, the degree to which the financial statements in this Draft Red Herring Prospectus will provide meaningful information to a prospective investor in countries other than India depends entirely on such potential investor's level of familiarity with Indian accounting practices.

This discussion contains certain forward looking statements and reflects the current views of our Company with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections "Risk Factors","Forward Looking Statements","Our Business" and elsewhere in this Draft Red Herring Prospectus. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward looking statements.

Overview

We are the parent company of the Coffee Day Group, which houses *Café Coffee Day* that pioneered the coffee culture in the chained café segment in India (*source: Indian Coffee Industry Overview, March 2015, Technopak ("**Technopak**")*. We opened our first *Café Coffee Day* outlet in Bengaluru in 1996 and have established the largest footprint of café outlets in India (*source: Technopak*), with a network of 1,472 café outlets spread across 209 cities, including under the established and recognized brand name "*Café Coffee Day*" (popularly referred to as "*CCD*"), as of December 31, 2014. In terms of the number of chained café outlets, we had a market share of approximately 46% in India, with our café footprint being nearly four times larger than the cumulative footprint of the next four competitors, as of December 31, 2014 (*source: Technopak*). Our brand *Café Coffee Day* ranked second in the Most Trusted Brands in the food service retail category in India, and was one of the only four indigenous Indian brands to be recognized as the Most Exciting Indian Brand in India in 2014 *(source: Economic Times, BE Survey, 2014).*

Coffee Business

We are engaged in our coffee business through our subsidiary, Coffee Day Global Limited (earlier known as Amalgamated Bean Coffee Trading Company Limited) ("**CDGL**") and its subsidiaries. We are also engaged in coffee trading through CDEL and Coffee Day Trading Limited. In addition to having the largest chain of cafés in India, we operate a highly optimized and vertically integrated coffee business which ranges from procuring, processing and roasting of coffee beans to retailing of coffee products across various formats.

We set out below a description of the formats of coffee businesses we operated as of December 31, 2014:

	Format	Branding	Offerings	Target segment	Footprint
Café	*Café Coffee Day* outlet	*Café Coffee Day*	a mix of coffees, teas and other beverages and food options	value-conscious youth segment	1,423 outlets across 209 cities in India and 16 international outlets across Austria, Czech Republic and Malaysia

	Format	Branding	Offerings	Target segment	Footprint
Network[1]	*Café Coffee Day The Lounge* outlet	*The Lounge*	a mix of exotic coffees, teas, cocktails and international cuisines options	trendy and affluent customers with a higher disposable income	42 outlets across seven cities in India
	Café Coffee Day The Square outlet	*The Square*	specialty coffees and teas and fine dining options	coffee connoisseurs who seek the theatre of coffee	seven outlets across four cities in India
In Home	Vending business	*Coffee Day Beverages*	a variety of coffees and teas; coffee is freshly brewed	corporate and institutional clients	28,777 vending machines across India
	Fresh & Ground outlet	*Coffee Day Fresh & Ground*	22 exclusive varieties of freshly brewed coffee powder	residential households consumption and a large number of restaurants and eateries across South India	424 outlets across seven states in India
Out of Home	*Coffee Day Xpress* kiosks	*Coffee Day Xpress*	basic offerings of coffees and teas and light snack options	caters to 'Coffee on-the-go' consumers	590 kiosks across 12 cities in India
	Production, Processing & Exports	*Coffee Day Exports*	green coffee beans	large roaster and coffee traders	one of the largest exporters of Indian coffee beans, primarily to Europe, Japan and the Middle East

[1] Café Network comprises of *Café Coffee Day*, *The Lounge* and *The Square outlets*

We believe our presence across the entire coffee value chain enables us to exercise effective control over our various segments within our coffee business, ensuring quality and consistency in the entire process from procurement, processing and roasting to consumption across multiple points targeting multiple consumer segments.

In Financial Years 2012, 2013 and 2014, and for nine month period ended December 31, 2014, the total income of CDGL on a consolidated basis was ₹10,703.70 million, ₹11,263.90 million, ₹11,541.92 million and ₹8,819.90 million, respectively, and the EBITDA, for the same periods, was ₹1,478.03 million, ₹1,703.04 million, ₹1,894.72 million and ₹1,502.30 million, respectively.

Non-coffee businesses

In addition to our coffee business, we operate other select businesses that are aimed at leveraging India's growth potential, namely, development of IT- ITES technology parks, logistics, financial services, hospitality and IT-ITES.

Technology Parks

Our wholly-owned subsidiary, Tanglin Development Limited ("**TDL**"), is engaged in the development and management of technology parks and related infrastructure, offering bespoke infrastructure facilities for IT-ITES enterprises. As of December 31, 2014, TDL had two technology parks, namely *Global Village* situated in Bengaluru, Karnataka with a land parcel spread over an area of approximately 114 acres (of which approximately 91 acres has clear land titles; see section "*Risk Factors - Our title and development rights or other interests over certain of our land bank may be subject to legal uncertainties and defects*" on page 38), and *Tech Bay* situated in Mangaluru, Karnataka with a land parcel spread over an area of approximately 21 acres.

Logistics

Our subsidiary, Sical Logistics Limited ("**SLL**"), in which we hold a 52.83% equity holding, is one of the leading integrated logistics solution providers in India with over five decades of experience. SLL is listed on the BSE and NSE and had a market capitalization of ₹9,215.98 million as of December 31, 2014 (*source: www.nseindia.com*).

Financial Services

Our subsidiary, Way2Wealth Securities Private Limited ("**W2W Securities**"), in which we hold a 85.53% equity holding, is a retail focused investment advisory company which provides wealth management, portfolio management and investment advisory services. As of December 31, 2014, W2W Securities had branches (owned and franchised) spread across 21 states in India.

Hospitality

We own and operate three luxury boutique resorts (one directly through our Company, and two through our wholly-owned subsidiary, Coffee Day Hotels & Resorts Private Limited ("**CDHRPL**") under the brand *The Serai*. Our resorts are located in the State of Karnataka at Chikkmagaluru, Bandipur and Kabini. In addition, we also hold a minority interest in and manage a luxury resort located in Andaman and Nicobar Islands.

Investments

We also have investments in certain IT-ITES and other technology companies such as Mindtree in which we own a 16.76% equity holding (effective holding being 16.04%) as on December 31, 2014 and in which our Promoter, V.G. Siddhartha additionally owns 3.01%. Mindtree is listed on the BSE and NSE, and it had a market capitalization of ₹107,408.52 million as on December 31, 2014 (*source: www.nseindia.com*). Our other investee companies include Ittiam, Magnasoft and Global Edge.

Our Business Revenue Segments

We operate or have invested in coffee and non-coffee businesses aimed at leveraging India's growth potential in coffee related businesses, IT-ITES technology parks, logistics, financial services, hospitality and IT-ITES sector through our subsidiaries. The following are the business revenue segments and the respective subsidiaries through which the businesses operate:

(i) coffee businesses that include café retail, vending, exports of coffee beans, through our subsidiary Coffee Day Global Limited and its subsidiaries. We are also engaged in coffee trading through CDEL and Coffee Day Trading Limited;

(ii) development, leasing and management of IT-ITES technology parks in Bengaluru and Mangaluru, through our subsidiary TDL and its subsidiaries;

(iii) integrated logistics, which includes end-to-end logistics solutions involving operation of bulk and container port terminals, road and rail transport, warehousing, inland container depot/ container freight stations, through our subsidiary SLL and its subsidiaries and joint venture entities;

(iv) financial services, which comprises a wide range of financial products and services including trade execution, structured products and wealth management services, through our subsidiary W2W Securities and its subsidiaries;

(v) hospitality services, comprising primarily the operation of luxury boutique resorts, directly through our Company, and our subsidiary Coffee Day Hotels and Resorts Private Limited and its subsidiaries and associate; and

(vi) other investments, primarily in the IT-related services sector, through our subsidiary Coffee Day Trading Limited.

For details of the shareholdings across our subsidiaries, step-down subsidiaries, associates and joint ventures, see sections "Our Business — *Group Structure*", "History and Certain Corporate Matters" and "Financial Statements" on pages 172, 212 and 277, respectively.

Our revenue from operations (gross) was ₹16,818.86 million (net revenue was ₹15,628.55 million), ₹22,638.64 million (net revenue was ₹20,958.48 million), ₹25,099.74 million (net revenue was ₹22,819.31 million) and ₹19,424.97 million (net revenue was ₹17,597.59 million) in Financial Years 2012, 2013 and 2014 and for the nine month period ended December 31, 2014, respectively. We incurred a profit/ (loss) of ₹192.95 million, ₹(214.05) million, ₹(770.28) million and ₹(752.34) million in Financial Years 2012, 2013 and 2014 and for the nine month period ended December 31, 2014, respectively.

We derive a significant portion of our revenues from coffee businesses, followed by our logistics business. The following table provides the business-wise details of the segment revenue from operations and segment results (before minority interest and profit from associates) for the Financial Years 2012, 2013 and 2014, and the nine month period ended December 31, 2014:

(in ₹ million, except %)

Business	**For Financial Year**						**For the nine month period ended December 31, 2014**	
	2012		**2013**		**2014**			
Segment Revenue								
	₹	%	₹	%	₹	%	₹	%
Coffee business	10,326.13	66.07%	11,075.60	52.85%	11,435.02	50.10%	8,787.68	49.94%
Technology parks	586.74	3.75%	706.83	3.37%	752.48	3.30%	669.11	3.80%
Logistics[1]	3,783.90	24.21%	7,604.81	36.28%	8,419.65	36.90%	6,315.74	35.89%
Financial services	585.43	3.75%	1,137.67	5.43%	1,717.60	7.53%	1,403.89	7.98%
Hospitality	147.80	0.95%	192.45	0.92%	230.24	1.01%	193.73	1.10%
Others	198.54	1.27%	241.12	1.15%	264.32	1.16%	227.44	1.29%
Total	**15,628.55**	**100%**	**20,958.48**	**100%**	**22,819.31**	**100%**	17,597.59	**100%**
Segment Results								
	₹	**%**	**₹**	**%**	**₹**	**%**	**₹**	**%**
Coffee business	164.79	41.45%	306.23	30.54%	247.09	29.07%	298.09	45.29%
Technology parks	158.11	39.77%	(76.39)	(7.62)%	172.62	20.31%	121.58	18.47%
Logistics[1]	196.89	49.52%	848.15	84.59%	457.53	53.82%	221.59	33.67%
Financial services	(75.16)	(18.90%)	(46.80)	(4.67%)	(7.03)	(0.83%)	(6.31)	(0.96%)
Hospitality	(57.66)	(14.50%)	(40.84)	(4.07%)	(38.59)	(4.54%)	(17.74)	(2.69%)
Others	10.60	2.66%	12.36	1.23%	18.48	2.17%	40.94	6.22%
Total	**397.57**	**100%**	**1,002.71**	**100%**	**850.10**	**100%**	**658.15**	**100%**
Less: Other unallocable expenditure	(525.52)	-	(1,640.56)	-	(2,265.98)	-	(2,011.17)	-
Profit before tax	**(127.95)**	**-**	**(637.85)**	**-**	**(1,415.88)**	**-**	(1,353.02)	**-**
Less: Income taxes	47.84	-	101.05	-	(34.85)	-	42.10	-
Profit after tax	**(175.79)**	**-**	**(738.90)**	**-**	**(1,381.03)**	**-**	(**1,395.12**)	**-**

[1] *We currently hold a 52.8% equity holding in SLL. As a result of our acquisition of SLL in Financial Year 2012, our restated consolidated financial statements and other financial information as of and for the Financial Year 2012 may not be directly comparable with our restated consolidated financial statements and other financial information as of and for the years and periods thereafter.*

Factors affecting our results of operations

Number and location of our Café Network outlets, Coffee Day Xpress kiosks and F&G outlets, and continued expansion programme

Our revenues from the sale of coffee and other beverages, food and other items depend largely on the number of our Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets we operate and their locations.

The following table sets forth the total number of Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets as of the periods indicated:

Particulars	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Café Network outlets Cafés [(1)(2)(3)] (period end)	1,286	1,454	1,568	1,472
New café outlets opened during period	236	210	158	79
Café outlets closed during period (3)	36	42	44	175
Café Network outlets (period end):				
Café Coffee Day	1,252	1,412	1,519	1,423
The Lounge	32	39	42	42
The Square	2	3	7	7
Total Café Network outlets	**1,286**	**1,454**	**1,568**	**1,472**
***Coffee Day Xpress* kiosks** *Coffee Day Xpress* kiosks (period end) [(4)]	979	919	945	590
New *Coffee Day Xpress* kiosks opened during period	155	85	50	45
Coffee Day Xpress kiosks closed during period [(5)]	170	145	24	400
F&G outlets (period end) [(6)]	426	428	437	424

(1) Excludes 16, 17, 15 and 16 cafés located internationally that we operate or are franchised and managed as of March 31, 2012, 2013 and 2014 and as of December 31, 2014, respectively.

(2) Includes nine, 12, 10 and 13 franchised Café Network outlets as of March 31, 2012, 2013 and 2014 and as of December 31, 2014, respectively.

(3) The larger number of closures of café outlets during the nine month period ended December 31, 2014 is as a result of a rationalization exercise we conducted to close certain cafés due to their smaller size, lower level of performance and high rental on renewal. We have completed this process as of March 31, 2015. Any additional closures going forward will be in the ordinary course of business.

(4) Includes 270, 75, 72 and 33 franchised *Coffee Day Xpress* kiosks as of March 31, 2012, 2013 and 2014 and as of December 31, 2014, respectively.

(5) The larger number of closure of *Coffee Day Xpress* kiosks during the nine month period ended December 31, 2014 is as a result of our decision rationalize the number of kiosks by closing a number of unprofitable or lower sales per day kiosks and reducing the number of franchised kiosks. We have completed this process as of March 31, 2015. Any additional closures going forward will be in the ordinary course of business

(6) Includes 45, 45, 45 and 39 franchised F&G outlets as of March 31, 2012, 2013 and 2014 and as of December 31, 2014, respectively.

The table below provides details of our Café Network outlets across various cities in India as of the dates indicated:

City	**As of March 31**			**As of December 31, 2014**
	2012	**2013**	**2014**	
Bengaluru	183	207	220	196
Chennai	70	84	92	90
Hyderabad	70	76	78	73
Kolkata	57	67	77	80
Mumbai	157	187	202	192
New Delhi*	197	208	225	201
Others	488	551	596	569
Pune	64	74	78	71
Total	**1,286**	**1,454**	**1,568**	**1,472**

* *includes Gurgaon.*

As of December 31, 2014, our Café Network operated 1,472 cafés of which we operated 1,423 outlets of *Café Coffee Day* across 209 cities in India. All of our *Café Coffee Day* outlets are owned and operated by us (except for 12 *Café Coffee Day* outlets which are located at airports across India). We have positioned the *Café Coffee Day* brand as a modern lifestyle brand for value-conscious customers, primarily targeting the youth, and have offerings for more mature demographics as well. We also operate 42 outlets of *The Lounge*, across seven cities targeting the affluent customers with a higher disposable income and seven outlets of *The Square*, our premium cafés, across Bengaluru, Chennai, Delhi and Mumbai. Through our formats, we are present across high streets, malls, petrol stations, highways, high traffic areas such as transportation hubs, airports, hospitals, corporate and educational institutions and tourist attractions, which enables us to reach a wider customer base. We also operate 16 international *Café Coffee Day* outlets across Austria, Czech Republic and Malaysia apart from cafés in India.

In addition, as on December 31, 2014, we had 590 *Coffee Day Xpress* kiosks across 12 cities in India that cater to the "Coffee on-the-go" consumers, 28,777 vending machines placed at the premises of corporates and institutional clients across India and 424 F&G outlets which cater to in-house consumption.

We have been expanding our Café Network outlets in India at a rapid pace in the past few years. We believe we have been able to identify markets ripe for café culture in India which has contributed to the increase in the number of our café outlets by 13.1% in Financial Year 2013 and 7.8% in Financial Year 2014, as well as to the increase in our revenues.

New café outlets are accretive to revenues and help us increase our market share by expanding our ability to reach customers. Our new café outlets share common expenses, such as marketing and human resources, with our existing café outlets, and we use a scalable and standard approach with respect to design and construction of our café outlets. Typically, our new cafés achieve break-even within a period of eight to 12 months and revenue from a café stabilizes within a period of 12 to 24 months of operations.

Due to the nature of the café retail business, our Café Network outlets and *Coffee Day Xpress* kiosks generally need to be in high visibility and high traffic locations. Our ability to expand the number of our outlets will therefore in part depend on our ability to secure such locations. To facilitate this process efficiently, we have a specialized business development team which is responsible for identifying optimal locations for our outlets and negotiating lease agreements.

We plan to expand our presence across Tier I and Tier II cities in India and other cities that we believe have growth potential. We opened a total of 79 new Café Network outlets and 45 new *Coffee Day Xpress* kiosks during the nine month period ended December 31, 2014, and plan to open approximately 216 new Café Network outlets and 105 new *Coffee Day Xpress* kiosks during Financial Year 2016 and Financial Year 2017, utilizing some of the Net Proceeds of the Issue. In addition, we also plan to expand our international presence through franchising and partnerships. Towards this end, we have appointed a master franchisee to expand our footprint across Malaysia. See section "Our Business—*Strategies*" on page 177.

We also monitor under-performing café outlets and initiate appropriate actions to relocate or close such café outlets. During the nine month period ended December 31, 2014, we undertook a strategic review of our café outlets and decided to close 175 café outlets due to their smaller size, lower level of performance and high rental on renewal of the lease. With respect to our *Coffee Day Xpress* kiosks, we decided to change from a predominately franchise model to primarily an own and operate model. During the nine month period ended December 31, 2014, we closed 400 *Coffee Day Xpress* kiosks because we decided to rationalize the number of kiosks by closing a number of unprofitable or lower sales per day kiosks and reducing the number of franchised kiosks. We believe this will provide us with more control over the quality of the products and service at these *Coffee Day Xpress* kiosks in the future and improve their financial performance.

Productivity and performance of our Café Network outlets, Coffee Day Xpress kiosks and F&G outlets

We track the productivity and performance of our Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets using a variety of key performance indicators and metrics, with average sales per day ("**ASPD**") per café outlet and same stores sales growth ("**SSSG**") being the primary metric for our Café Network outlets business. We utilize a variety of media options in our advertising and promotional activities in order to increase store traffic and sales and enhance our brand recognition, including by advertising in print, television and on the radio. We also regularly commission market surveys to better understand the local customer base and food and beverage trends. We also regularly expand and/or modify the portfolio of our product offerings and services and typically launch six to eight new products every year.

Our ASPD per outlet has been increasing in each of the Financial Years 2012, 2013 and 2014, and the nine month period ended December 31, 2014. The following table sets forth our ASPD per café for the periods indicated:

(in ₹₹)

Particulars	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Average sales per day/ per café				
Café outlets[(1)]	10,318	10,720	11,927	13,503

* Average sales per day ('ASPD'), for any reporting period is calculated by dividing total gross sales (including taxes) from outlets (including franchised and airline sales) by the number of days the same were operational. All airlines sales are considered as one unit operational for all days in a year/ period

(1) Excludes cafés located internationally

Our ASPD per café grew by 3.90% from Financial Years 2012 to 2013, by 11.26% from Financial Years 2013 to 2014 and further increased to 13.21% in the nine month period ended December 31, 2014.

Our SSSG has also witnessed an increasing trend in the past. The following tables sets forth the SSSG per café for the periods indicated:

(in %)

Particulars	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Same store sales growth*				
Café outlets[(1)]	1.28%	8.39%	9.13%	4.08 [(2)]

* Same store sales growth ('SSSG') means, for any reporting period, the percentage change in sales for the company-operated, and franchised outlets in India and airline sales, open for 13 months or longer as at the end of each respective year or period. For the stores meeting the above definition, the year-over-year sales growth percentage is computed by comparing the cumulative gross sales (including taxes) for same months for a year which were in operation during both periods

(1) Excludes cafés located internationally

(2) Not annualized.

Pricing policy

Our pricing policy is generally based on the cost of operation and raw materials and market analysis, including analysis of customer needs and our competitive position. Our marketing department evaluates a reasonable price range in light of cost of sales required for a particular product. We have limited price variations between our café outlets belonging to a particular brand in various locations. We review our menu pricing across our café outlets from time to time, as determined by the market and the price fluctuations of our raw materials. We have historically been able to pass on increased raw material and operating costs to our customers in the form of increased menu prices. See section "Risk Factors — *We are dependent on a few suppliers for our raw materials and shortages or interruptions in the supply of products from third party vendors could increase costs or reduce our revenue.*" on page 35.

Cost of raw materials

We procure a variety of raw materials for our coffee businesses including coffee beans, tea bags, milk, food and other items. Our cost of raw material consumed at CDGL was ₹6,124.28 million, ₹5,976.00 million, ₹5,893.39 million and ₹4,041.67 million, representing 57.22%, 53.05%, 51.06% and 45.82% of our total income of CDGL, for Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, respectively. Our largest expenditure within raw material is for the procurement of green coffee beans. We procured 28,279 MT, 27,779 MT, 22,689 MT and 10,636 MT of green coffee beans, for Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, respectively. The price of coffee beans, which are traded internationally, has historically seen trends of volatility and is generally affected by worldwide demand and supply of coffee beans as well as weather conditions, government trade policies, shifts in consumption patterns, political instability, changes in the world economy and other unforeseen circumstances.

Employee costs

As of December 31, 2014, we employed 15,652 people, 11,181 of whom were employed by us and 4,471 of whom were contracted. Our expense on employees and employee benefits at CDGL was ₹902.79 million, ₹1,149.70 million, ₹1,330.80 million and ₹1,028.88 million, representing 8.43%, 10.21%, 11.53% and 11.67% of our consolidated total income of CDGL, for Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, respectively. Employee cost has historically shown an increasing trend year-on-year which is in-line with the macro economic trend in India.

Lease rental expenses

Most of our Café Network outlets, F&G outlets and *Coffee Day Xpress* kiosks are set-up in leased premises. Our lease rental expense at CDGL was ₹925.23 million, ₹1,028.60 million, ₹1,176.10 million and ₹1,042.56 million, representing 8.64%, 9.13%, 10.19% and 11.82% of our total income of CDGL, for Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, respectively. Typically, we enter into long-term lease arrangements wherein the landlords and developers are locked-in for a minimum period of nine-years, while we have the flexibility to terminate the lease with three months notice. Our lease rental expense is generally affected by the availability of suitable locations and our lease rental expense has been increasing in-line with the micro economic trends in India.

Number of vending machines

Our vending machine business is an important and significant part of our coffee business which provides relatively high margins, and extends our footprint and product reach to the premises of our corporate and institutional clients. We do not sell vending machines, but only place our vending machines on deposit at client locations. We derive revenues through the sale of coffee, tea and other consumables, either directly supplied by us or through our distributors, as well as revenue from providing maintenance services for the vending machines.

We have been expanding our vending machine business at a rapid pace in the past few years, increasing the number of our vending machines by 19.9% in Financial Year 2013 and 18.4% in Financial Year 2014. The following table provides details of the number of vending machines operating as of the periods indicated:

Particulars	**As of March 31**			**As of December 31, 2014**
	2012	**2013**	**2014**	
Number of vending machines	18,005	21,594	25,561	28,777

The State of the Indian Economy

Our Café Network outlets, *Coffee Day Xpress* kiosks, F&G outlets and vending machine business are dependent generally on the state of the Indian economy and/or the disposable income of our consumers. Demand for consumer products depends upon the growth of the emerging middle and upper-middle income consumer segments in India, which constitute our primary target market. The growth of these consumer segments in turn depends primarily upon the growth of the overall Indian economy. As the Indian economy grows, living standards, per capita income and purchasing power improve, more consumers will have sufficient disposable income to be able to purchase our products and existing customers will be able to spend more on our products, both of which potentially increase the size of our market and demand for our products. We believe that economic growth, increasing urbanization and higher disposable incomes in India will continue to drive revenue growth. Conversely, slower economic growth may lead to slower growth or even decline in our revenue. During periods of economic uncertainty, particularly where the disposable income of consumers is affected, consumers may generally switch to other cheaper alternatives.

Our Café Network outlet sales are also affected by the age demographics of India. While we target customers of various age groups, a significant number of our cafés within our Café Network are in the *Café Coffee Day* outlet format, which primarily targets the youth segment. Accordingly, the size and percentage of the Indian population that falls in the target market for *Café Coffee Day* format cafés will affect our sales.

Cargo volumes

Our integrated logistics business is dependent largely on cargo volumes handled at the port terminals which we operate. Cargo volumes are affected by general economic conditions in India and in particular economic factors that affect goods transportation in India. India's gross domestic product, or GDP, has been and will continue to be of importance in influencing the level of import and export trade from the Indian ports from which we operate, and consequently determining our results of operations and future growth. Such cargo includes both container cargo, as well as bulk cargo consisting primarily of coal, iron/steel, limestone, dolomite and fertilizers.

The following table sets forth our container and bulk cargo volumes handled at our port terminals for the periods indicated. Our bulk cargo volumes declined in Financial Year 2013 primarily due to the cessation of operations of a terminal in Goa with a capacity of 7.5 million tons/annum at the end of Financial Year 2012.

Particulars	For Financial Year			For the nine month period ended December 31, 2014
	2012	2013	2014	
Container ('000 TEUs)	586	629	650	471
Bulk (million tons)	29	21	25	23

Competition

We operate in a competitive retail landscape and face competition, especially from other retailers of coffee products and café operators in India. We believe that the principal factors affecting competition in the coffee retail sector include pricing, service quality, and product variety. We believe that we distinguish ourselves from our competitors on the basis of strong branding, high levels of customer service, good café locations, café format offerings, competitive pricing and a wide range of products. We believe that the barriers to entry for new entrants are relatively high due to a scarcity of prime café locations in India, high start-up costs, and established brand loyalty of incumbent players. Furthermore, since we have operated in India for a significant period of time and possess knowledge of the local market, we believe it provides us with an additional competitive edge. In addition, some of our competitors are brands that have been licensed to certain companies in India and may be faced with certain restrictions such as the requirements of royalty payments, freedom and flexibility to take immediate business decisions for expanding product offerings or geographical expansion.

Our primary competitors are other coffee retailers such as Starbucks, Costa Coffee, Barista and many other cafés with operations in one city. We also compete with other QSR operators such as Westlife Developments (McDonald's), Jubilant Foodworks (Dominos and Dunkin Donuts) and YUM! Brands (KFC, Pizza Hut and PHD). In F&G business, we compete primarily with Nestle and HUL. In the vending business, we do not have any significant competition from the organized sector apart from Lavazza in the fresh milk segment, but we indirectly compete in the overall vending space with Nestle and HUL.

We carefully monitor the prices offered by our competitors and continuously adjust our pricing and promotions to maintain our competitiveness. In addition to price, we believe our ability to provide a high level of customer service gives us a key competitive advantage. We believe our dedicated and experienced employees, deep product and market knowledge, distinctive café formats and innovative marketing initiatives are important ways in which we maintain this advantage. See section "Our Business — *Competition*" on page 194.

Performance of Mindtree

As on December 31, 2014, we have a 16.76% equity holding (effective holding being 16.04%) in the holding of Mindtree, a company that is listed on the BSE and NSE. In our financial statements, we account for our interest in Mindtree Limited on an equity accounting method. Accordingly, the performance of Mindtree will affect our financial performance. In Financial Years 2012, 2013 and 2014 and the nine month period ended December 31, 2014, our share in profit of associates accountable to Mindtree was ₹381.55 million, ₹532.14 million, ₹731.90 million and ₹654.67 million, respectively. According to the annual report of Mindtree, a significant amount of its revenues is generated from the United States. Accordingly, the performance of the United States economy will influence the performance of Mindtree, and in turn our performance.

Critical Accounting Estimates and Judgments

Our critical accounting estimates are those that we believe are the most important to the portrayal of our financial condition and results of operations and that require our management's most difficult, subjective or complex judgments. In many cases, the accounting treatment of a particular transaction is specifically dictated by Indian GAAP with no need for the application of our judgment. In certain circumstances, however, the preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. We base our estimates on historical experience and on various other assumptions that our management believes are reasonable under the circumstances. However, critical accounting estimates are reflective of significant judgments and uncertainties and are sufficiently sensitive to result in materially different results under different assumptions and conditions. We believe that our critical accounting estimates are those described below.

CDEL

Revenue Recognition

We recognize revenue from room tariff at our resorts and from consultancy services we provide. We recognise revenue when all the related services are rendered. We receive advances from customers which we treat as liabilities until all revenue recognition criterias are met. We also receive dividend income from our Subsidiaries which are recognized as and when the dividend is declared by our Subsidiaries. Interest income is recognized on a time proportionate basis.

Borrowing Cost

Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowings. Cost directly attributable to acquisition or constructions of assets which takes a substantial period of time to get ready for their intended use is capitalised, while other borrowing costs are expensed to the statement of profit and loss.

Investments

We classify investments as current or long term based on management's discretion at the time of purchase. Our current investments are valued at lower of cost and fair value for each investment as at the balance sheet date. Our long term investments are valued at cost after factoring in permanent diminution. We recognize the profit or loss on sale of an investments by determining the difference between the sale price and the carrying value of investment.

Impairment of Assets

Cash generating assets are reviewed for possible impairment at each balance sheet date based on external and internal sources of information. Impairment losses i.e, the difference between the recoverable value and the carrying amount if any, are estimated by the management and recognized as an expense in the statement of profit and loss. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognised.

Fixed Assets

Fixed assets are stated at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes freight, duties, taxes and other incidental expenses relating to the acquisition and installation of the respective assets.

Depreciation is provided on a Straight Line Method ("SLM") over the estimated useful life of the fixed assets estimated by the management. The management believes that the useful lives as stated in the table below represents the period over which management expects to use these assets based on internal assessment and technical advice where necessary. Hence, the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. If the management's estimate of the useful life or the remaining useful life is shorter than that envisaged in the aforesaid Schedule, depreciation is provided at a higher rate. Depreciation for assets purchased/ sold during a period is proportionately charged.

Pursuant to this policy, depreciation on assets has been provided at the rates based on the following useful lives of these fixed assets as estimated by the Management:

Class of assets	Estimated useful life (in years)
Plant and machinery	8
Furniture and fittings	8
Vehicles	6

Office equipment	6
Computers (including software)	2

Individual assets costing ₹5,000 or less are depreciated in full on the date of acquisition.

Buildings built on leasehold land are classified as buildings and are amortised over the lease term or their useful life, whichever is shorter.

CDGL

Principles of Consolidation

The Restated Consolidated Financial Information has been prepared based on the consolidated financial statements which have been prepared on the following basis:

1. The financial statements of the parent company and the subsidiaries have been combined on a line-by-line basis in accordance with Accounting Standard (AS) - 21

2. In translating the financial statements of the non-integral foreign subsidiaries for incorporation in the consolidated financial statements, the assets and liabilities, both monetary and non-monetary are translated at the closing rate, while income and expense items are translated at the date of transaction. All resulting exchange differences are reflected in foreign currency translation reserve.

3. The Group accounts for investments in associate companies by the equity method of accounting in accordance with AS-23.

4. The proportionate share of the Group's interest in Joint Ventures is combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group transactions and resulting unrealised profits / losses, to the extent it pertains to the Group in accordance with AS 27.

5. The excess / deficit of cost to the parent company of its investment in the subsidiaries, joint ventures and associates over its portion of equity at the respective dates on which investment in such entities were made is recognised in the financial statements as goodwill / capital reserve.

6. Minority interest in the net assets of consolidated subsidiaries consists of: (a) the amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and (b) the minorities' share of movements in equity since the date the parent subsidiary relationship came into existence.

Inventories

Our inventories are stated at the lower of cost and net realisable value on an item by item basis. Cost comprises purchase cost and all expenses incurred in bringing the inventory to its present location and condition. Cost is determined using the first-in, first-out (FIFO) method, as determined appropriate by management. The cost of finished products comprises raw materials calculated using the FIFO method, direct labor, other direct costs and related production overheads which are considered at actuals. Net realisable value is calculated as the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses. Provisions are made for obsolete, slow moving and defective stocks when management deems appropriate.

Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. We recognize revenue from the sale of clean coffee on transfer of all risk and reward to the buyer. We recognize revenue after the sale and issuing of a receipt on the purchase of food and/ or beverage by customers in our café retail business. We recognize income from our vending business after we provide consumables to our distributors. We recognize income from sale of commodities on fixed prices contracts on transfer of ownership to the buyer. In case the price is not fixed for the contract, revenue is recognised after transfer of ownership in the goods to the buyer and the price is fixed through raising invoice/bill, on a future date. Income from integrated logistics services are recognised when the related services are rendered. Facility rental income from investment property leased is recognized on a straight-line basis over the term of the lease. Revenue from software development is recognized on the number of hours and resources applied for time-and-material based contract and fixed price contracts are recognised using the proportionate completion method, which is determined by relating the actual project cost of work performed to date to the estimated total project cost for each contract. Income from operations of resort are recognised from room rentals and sale of food and beverage as and when these services are rendered. Income from consultancy services is accounted for on the basis of actual progress/technical assessment of work executed. Income from securities are recognized on entering into a binding legal agreement for trading income and on confirmation of the transaction from the stock exchange for brokerage income. Income from futures and options trading is recognized on the final settlement or squaring-up of contracts for commodity index/ stock futures. Unrealised loss is recognised in respect of open position in profit and loss account, however, unrealised gain is not recognized.

Sales are disclosed both gross and net of government levies (such as sales tax, services tax, etc.), trade discount and quality claims.

Foreign currency transactions

Foreign exchange transactions are recorded at the rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year except for exchange difference arising on settlement of long-term foreign currency monetary items (i.e. an asset or liability which is expressed in a foreign currency and has a term of 12 months or more at the date of the origination of the asset or liability) relating to acquisition of depreciable capital asset at rates different from those at which they were initially recorded during the year, or reported in previous financial statements are added or deducted from the cost of the asset and are depreciated over the remaining life of the asset.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the closing exchange rates on that date. The resultant exchange differences are recognised in the statement profit and loss except that:

a) Exchange differences pertaining to long term foreign currency monetary items that are related to acquisition of depreciable assets are adjusted in the carrying amount of the related fixed assets;

b) Exchange difference arising on other long-term foreign currency monetary items are accumulated in 'Foreign Currency Monetary Item Translation Difference Account' (FCMITDA'), and are amortised over the balance period of the relevant foreign currency item.

Exchange differences arising on a monetary item that, in substance, forms part of the Group's net investment in a non-integral foreign operation are accumulated in a foreign currency translation reserve until the disposal of the net investment, at which time the accumulated amount is recognised as income or as expense.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency are translated at the exchange rate prevalent at the date of transaction.

Forward exchange contracts that are not in respect of forecasted transactions are accounted for using the guidance in Accounting Standard ('AS') 11, 'The effects of changes in foreign exchange rates'. For such forward exchange contracts and other similar instruments covered by AS 11, based on the nature and purpose of the contract, either the contracts are recorded based on the forward rate/ fair value at the reporting date, or based on the spot exchange rate on the reporting date. For contracts recorded at the spot exchange rates, the premium or discount at the inception is amortized as income or expense over the life of the contract.

Impairment of assets

Cash generating assets are reviewed for possible impairment at the balance sheet date based on external and internal sources of information. Impairment losses, if any, are estimated by management and recognized as an expense in the statement of profit and loss.

Key components of our revenue and expenses

Coffee Day Enterprises Limited (consolidated)

Revenue from operations

Our revenue from operations (gross) comprises of:

(a) sales of products, which comprise revenue from (i) sales of coffee and other beverages, food and other items through our Café Network outlets, *Coffee Day Xpress* kiosks and vending business, (ii) sale of coffee beans through exports, trading and at our F&G outlets, (iii) sales of merchandise items through our Café Network outlets and *Coffee Day Xpress* kiosks, and (iv) sales of commodities through trading under our financial services business;

(b) sales of services, which comprise income from our integrated logistics business[1], facility rental income, service income from vending machines, income from software development and related services, income from operations of resort and maintenance income.

[1] *We acquired a 57.08% equity holding in SLL on September 26, 2011, and consolidated its results from such date. We currently hold a 52.8% interest in SLL after selling down 4.25% of our holding during Financial Year 2012. As a result of our acquisition of SLL in Financial Year 2012, our restated consolidated financial statements and other financial information as of and for the Financial Year 2012 may not be directly comparable with our restated consolidated financial statements and other financial information as of and for the years and periods thereafter.*

(c) income from financial services, which comprise securities trading income, brokerage income, transaction charges, interest income, depository charges, portfolio management fees, futures and options trading income/(loss) and other financial income; and

(d) other operating revenue, which comprises sale of import entitlements received in relation to export of coffee, advertisement income from our cafés, gain/ (loss) from commodity futures and other operating revenues.

Our revenue from operations (gross) is adjusted for quality claims, sales tax and luxury tax, service tax and trade discounts for arriving at revenue from operations (net).

The following table sets forth our revenue from operations for the periods indicated:

(in ₹ million)

Particulars	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Sales of products				
Sale of coffee beans	4,590.35	4,431.26	3,697.42	2,151.77
Sale of food, beverages and other items	5,657.99	6,598.34	8,013.23	6,888.91
Sale of merchandise items	363.71	407.10	416.20	349.77
Sale of commodities	-	115.84	493.51	18.51
Sales of services				
Income from integrated logistics services	3,948.70	8,130.21	9,130.65	6,853.75
Facility rental income	548.75	678.62	705.62	600.12
Service income from coffee vending machines	222.83	359.00	428.89	399.62
Income from software development and related services	199.15	241.75	266.40	232.58
Income from operations of resort	176.10	213.86	276.69	219.96
Maintenance income	52.80	61.42	74.57	86.62
Income from financial services	**639.42**	**1,092.06**	**1,289.06**	**1,408.06**
Other operating revenue	**419.06**	**309.18**	**307.50**	**215.29**
Revenue from operations (gross)	**16,818.86**	**22,638.64**	**25,099.74**	**19,424.97**
Less: Quality claims	(30.19)	(36.90)	(18.90)	(20.23)
Less: Sales tax and luxury tax	(686.77)	(793.66)	(926.86)	(744.59)
Less: Service tax	(294.48)	(689.00)	(1,102.82)	(843.62)
Less: Trade discounts	(178.87)	(160.60)	(231.85)	(218.94)
Revenue from operations (net)	**15,628.55**	**20,958.48**	**22,819.31**	**17,597.59**

Other income

Other income primarily includes interest income on banks deposits, profit/ loss on sale of investment, dividend income and miscellaneous income.

Cost of materials consumed

Our cost of materials consumed represents the cost of raw materials and packing materials consumed by our coffee businesses. For details, see section “ – *Key components of revenue and expenses - Coffee Day Global Limited (consolidated) – Cost of materials consumed*” on page 378.

Cost of integrated logistic services

Our cost of integrated logistic services represents the cost relating to freight, handling and transportation, and other cost of integrated logistic services.

The following table sets forth the cost of integrated logistic services for the periods indicated:

(in ₹ million)

Particulars	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Freight	590.06	1,602.81	1,479.45	1,229.33
Handling and transportation	1,886.56	3,557.56	4,600.86	3,255.79
Other cost of integrated logistics services	612.04	863.86	810.82	808.19
Total	**3,088.66**	**6,024.23**	**6,891.13**	**5,293.31**

Cost of traded commodities sold

Cost of traded commodities sold represents the cost of commodities purchased as part of our trading activities of financial services business.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress represents the difference between the opening and closing stock of finished goods and work-in-progress relating to our coffee businesses. For details, see section “ – *Key components of revenue and expenses - Coffee Day Global Limited (consolidated) – Changes in inventories of finished goods and work-in-progress*” on page 379.

Employee benefits

Employee benefits comprise (i) salaries and wages, (ii) contribution to provident and other funds, (iii) stock compensation expense, and (iv) staff welfare expenses.

The following table shows components of our employee benefits for the periods indicated:

(in ₹ million)

Particulars	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
Salaries and wages	1,421.48	1,802.63	2,022.45	1,646.79
Contribution to provident and other funds	134.51	174.03	172.14	150.84
Stock compensation expense	(5.62)	3.30	2.10	0.11
Staff welfare expenses	52.37	65.09	66.61	52.10
Total	**1,602.74**	**2,045.05**	**2,263.30**	**1,849.84**

Finance Costs

Finance costs comprise of interest expenses on borrowings, including term and working capital loans and debentures, and other borrowing costs.

Depreciation and amortization expense

Depreciation and amortization expense comprises primarily depreciation on leasehold improvements, plant and machinery, buildings, vending machines, furniture and fittings, and other tangible fixed assets, as well as amortization of intangible fixed assets.

Other Expenses

Other expenses primarily comprise of rent, power and fuel, advertising and business promotion expenses, transaction charges, travelling and conveyance, securities transaction tax, café and kiosk housekeeping and maintenance, legal, professional and consultancy charges, sub-brokerage expenses and others.

Tax

Income tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the relevant tax regulations applicable to respective entities within the Group) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year). Minimum alternate tax (MAT) entitlement credit and deferred tax paid in a year is charged to the statement of profit and loss as current tax.

Minority share in profit/ (loss)

Minority share in profit/ (loss) represents the interests of minority Shareholders in the operating results of our Subsidiaries that are not wholly-owned.

Share in profit/ (loss) of associates

Share in profit/ (loss) of associates represents our share in the profit/ (loss) of our associate companies that are accounted for under the equity method of accounting. Our associate companies are Ittiam, Global Edge, Mindtree and Barefoot Resorts and Leisure India Private Limited.

Net profit/ (loss), as restated

Net profit/ (loss), as restated, represents net profit/ (loss) after deducting minority share in profit/ (loss) and adding share in profit/ (loss) of associates.

Results of Operations

The following table sets forth our results of operations data, including as a percentage of total income for the periods indicated::

(in ₹ million, except percentages)

Particulars	**For Financial year**						**For the nine month period ended December 31, 2014**	
	2012		**2013**		**2014**			
	(₹)	**(%)**	**(₹)**	**(%)**	**(₹)**	**(%)**	**(₹)**	**(%)**
Revenue from operations (gross)	**16,818.86**	**102.94**	**22,638.64**	**105.34**	**25,099.74**	**106.68**	**19,424.97**	**107.40**
Less:								
Less: Quality claims	(30.19)	(0.18)	(36.90)	(0.17)	(18.90)	(0.08)	(20.23)	(0.11)
Less: Sales tax and luxury tax	(686.77)	(4.20)	(793.66)	(3.69)	(926.86)	(3.94)	(744.59)	(4.12)
Less: Service tax	(294.48)	(1.80)	(689.00)	(3.21)	(1,102.82)	(4.69)	(843.62)	(4.66)
Less: Trade discounts	(178.87)	(1.09)	(160.60)	(0.75)	(231.85)	(0.99)	(218.94)	(1.21)
Revenue from operations (net)	**15,628.55**	**95.67%**	**20,958.48**	**97.52%**	**22,819.31**	**96.98%**	**17,597.59**	**97.30%**
Other income	710.16	4.33%	532.96	2.48%	708.40	3.02%	488.86	2.7%
Total income	**16,338.71**	**100%**	**21,491.44**	**100%**	**23,527.71**	**100%**	**18,086.45**	**100%**

Particulars	For Financial year						For the nine month period ended December 31, 2014	
	2012		2013		2014			
	(₹)	(%)	(₹)	(%)	(₹)	(%)	(₹)	(%)
Expenses:								
Cost of materials consumed	6,124.28	37.48%	5,976.00	27.81%	5,893.39	25.05%	4,082.00	22.57%
Cost of integrated logistic services	3,088.66	18.90%	6,024.23	28.03%	6,891.13	29.29%	5,293.31	29.27%
Cost of traded commodities sold	-	-	112.17	0.52%	473.64	2.01%	19.78	0.11%
Changes in inventories of finished goods and work-in-progress	47.95	0.29%	79.64	0.37%	(147.30)	(0.63%)	58.89	0.33%
Employee benefits	1,602.74	9.81%	2,045.05	9.52%	2,263.30	9.62%	1,849.84	10.23%
Finance costs	1,234.60	7.56%	2,103.74	9.79%	2,777.89	11.81%	2,483.25	13.73%
Depreciation and amortisation expense	1,471.63	9.01%	2,026.42	9.43%	2,485.44	10.56%	1,967.07	10.88%
Other expenses	2,896.80	17.73%	3,762.04	17.50%	4,306.10	18.30%	3,685.33	20.38%
Total expenses	**16,466.66**	**100.78%**	**22,129.29**	**102.97%**	**24,943.59**	**106.02%**	**19,439.47**	**107.48%**
Net profit/loss before tax	**(127.95)**	**(0.78%)**	**(637.85)**	**(2.97%)**	**(1,415.88)**	**(6.02%)**	**(1,353.02)**	**(7.48%)**
Less: Provision for tax								
Current tax / Minimum Alternate Tax	86.85	0.53%	92.71	0.43%	69.42	0.30%	95.18	0.53%
MAT credit	(67.93)	(0.42%)	(59.90)	(0.28%)	(69.00)	(0.29%)	(37.28)	(0.21%)
Deferred tax charge/(credit)	28.92	0.18%	68.24	0.32%	(35.27)	(0.15%)	(15.80)	(0.09%)
Total provision for tax	**47.84**	**0.29%**	**101.05**	**0.47%**	**(34.85)**	**(0.15%)**	**42.10**	**0.23%**
Net profit after tax, as restated, before minority interest and profit from associates	**(175.79)**	**(1.08%)**	**(738.90)**	**(3.44%)**	**(1,381.03)**	**(5.87%)**	**(1,395.12)**	**(7.71%)**
Less: Minority share in (profit)/loss	(26.92)	(0.16%)	(73.55)	(0.34%)	(137.05)	(0.58%)	(50.68)	(0.28%)
Add: Share in profit/(Loss) of associates	395.66	2.42%	598.40	2.78%	747.80	3.18%	693.46	3.83%
Net profit/(loss) as restated	**192.95**	**1.18%**	**(214.05)**	**(1.00%)**	**(770.28)**	**(3.27%)**	**(752.34)**	**(4.16%)**

Nine month period ended December 31, 2014

Revenue from operation (gross)

Our revenue from operation (gross) was ₹19,424.95 million for the nine month period ended December 31, 2014, which comprised of sale of products of ₹9,408.95 million, sale of services ₹8,392.65 million, income from financial services of ₹1,408.06 million and other operating revenue of ₹215.29 million.

Revenue from operation (net)

Our revenue from operations (net) was ₹17,597.59 million, which comprised of our revenue from operations (gross) offset by taxes including sales and luxury tax on product sales of ₹744.59 million, service tax of ₹843.62 million for our outlets, trade discounts of ₹218.94 million for product sales and quality claims of ₹20.23 million for the nine month period ended December 31, 2014.

Other Income

Our other income was ₹488.86 million for the nine month period ended December 31, 2014, which comprised primarily of interest income of ₹312.89 million, electricity charges of ₹47.27 million, profit on sale of investment of ₹60.71 million and miscellaneous income of ₹53.83 million.

Total Income

Our total income was ₹18,086.45 million, for the nine month period ended December 31, 2014. Our total income comprised of revenue from operations (net of taxes and trade discounts) of ₹17,597.59 million and other income of ₹488.86 million for the nine month period ended December 31, 2014.

Total expenses

Our total expenses was ₹19,439.47 million, representing 107.48% of our total revenue, for the nine month period ended December 31, 2014, which comprised of cost of raw materials consumed of ₹4,082.00 million, cost of integrated logistics services of ₹5,293.31 million, cost of traded commodities sold of ₹19.78 million, changes in inventories of finished goods and work-in-progress of ₹58.89 million, employee benefits of ₹1,849.84 million, finance costs of ₹2,483.25 million, depreciation and amortization expense of ₹1,967.07 million and other expenses of ₹3,685.33 million.

Cost of materials consumed

Our cost of materials consumed was ₹4,082.00 million, representing 22.57% of our total income, for the nine month period ended December 31, 2014, which comprised primarily of purchase of coffee beans, food, consumables and packing materials. For details relating to our coffee businesses, see section " – *Coffee Day Global Limited (consolidated)*" on page 378.

Cost of integrated logistics services

Our cost of integrated logistics services was ₹5,293.31 million, representing 29.27% of our total income, for the nine month period ended December 31, 2014, which comprised of freight, handling and transport and other cost of integrated logistics services.

Cost of traded commodities sold

Our cost of traded commodities sold was ₹19.78 million, representing 0.11% of our total income, for the nine month period ended December 31, 2014.

Changes in inventories of finished goods and work-in-progress

Our changes in inventories of finished goods and work-in-progress was ₹58.89 million, representing 0.33% of our total income, for the nine month period ended December 31, 2014, primarily attributable to finished goods and work-in-progress.

Employee benefits

Our employee benefits was ₹1,849.84 million, representing 10.23% of our total income, for the nine month period ended December 31, 2014, which comprised of salaries and wages, contribution to provident and other funds, stock compensation expense and staff welfare expenses.

Finance costs

Our finance costs was ₹2,483.25 million, representing 13.73% of our total income, for the nine month period ended December 31, 2014, which comprised of interest expenses and other borrowing costs.

Depreciation and amortization expense

Our depreciation and amortization expense was ₹1,967.07 million, representing 10.88% of our total expense, for the nine month period ended December 31, 2014, primarily attributable to depreciation on gross block of plant and machinery, buildings, leasehold improvements and other assets.

Other expenses

Our other expenses was ₹3,685.33 million, representing 20.38% of our total income, for the nine month period ended December 31, 2014, primarily attributable to rent, power and fuel, transaction charges and miscellaneous expenses.

Net profit/(loss) before tax

Our net loss was ₹1,353.02 million for the nine month period ended December 31, 2014.

Total Provision for tax

Our total provision for tax was ₹42.10 million, representing 0.23% of our total income, for the nine month period ended December 31, 2014, primarily attributable to current tax and minimum alternate tax, partially offset by MAT credit and deferred tax credit.

Net profit/ (loss) after tax, as restated, before minority interest and profit from associates

Our net loss after tax was ₹1,395.12 million for the nine month period ended December 31, 2014.

Minority share in profit/ (loss)

Our minority share in profit of Subsidiaries was ₹50.68 million for the nine month period ended December 31, 2014.

The details of the minority share of profit/ (loss) for the nine month period ended December 31, 2014 are as below:

(₹ in million)

Company	For the nine month period ended December 31, 2014
CDGL and its subsidiaries	(8.49)
SLL	0.47
Subsidiaries of SLL	28.50
W2W Securities	2.89
W2W Singapore	7.42
TSSPL	2.39
CDTL	10.98
MCIPL	6.52
Total	50.68

Share in profit/(loss) of associates

Share in profit of associates was ₹693.46 million for the nine month period ended December 31, 2014.

The details of share of profit from associates for the nine month period ended December 31, 2014, are as below::

(₹ in million)

Company	For the nine month period ended December 31, 2014
Mindtree	654.67
Ittiam	30.21
Global Edge	5.02
Barefoot Resorts and Leisure India Private Limited	3.56
Total	693.46

Net profit/ (loss) as restated

As a result of the foregoing, net loss as restated was ₹752.34 million for the nine month period ended December 31, 2014.

Financial Year 2014 compared to Financial Year 2013

Revenue from operations (gross)

Our revenue from operations (gross) increased by ₹2,461.10 million, or 10.87%, to ₹25,099.74 million in Financial Year 2014 from ₹22,638.64 million in Financial Year 2013 primarily due to increases in our sales of products, sales of services and income from financial services. Our other operating revenue decreased marginally during this period.

Our revenue from sales of products increased by ₹1,067.82 million, or 9.24%, to ₹12,620.36 million in Financial Year 2014 from ₹11,552.54 million, in Financial Year 2013. For details relating to our coffee businesses, see section "- *Coffee Day Global Limited (consolidated)– Financial Year 2014 compared to Financial 2013*" on page 382. Our revenue from sales of products also included sale of commodities by our financial services business which increased by ₹377.67 million, or 326.03%, to ₹493.51 million in Financial Year 2014 from ₹115.84 million in Financial Year 2013.

Our revenue from sales of services increased by ₹1,197.96 million, or 12.37%, to ₹10,882.82 million in Financial Year 2014 from ₹9,684.86 million, in Financial Year 2013. The increase in revenue from sales of services was primarily due to an increase in income from our integrated logistics services attributable to increased cargo volumes handled during the period, which increased by ₹1,000.44 million, or 12.31%, to ₹9,130.65 million in Financial Year 2014 from ₹8,130.21 million, in Financial Year 2013, as well as increases in service income from vending machines, income from operations of resort, facility rental income and others.

The increase in income from financial services was primarily due to increase in securities trading income, which increased by ₹212.30 million, or 51.99%, to ₹620.62 million in Financial Year 2014 from ₹408.32 million in Financial Year 2013, as well an increase in transaction charges. This was partially offset by a decrease in brokerage income, which decreased by ₹76.64 million, or 15.27%, to ₹425.30 million in Financial Year 2014 from ₹501.94 million in Financial Year 2013, generally as a result of a fall in the number of stock market transactions.

Other operating revenue decreased in Financial Year 2014 from ₹309.18 million to ₹307.50 million in Financial Year 2013, primarily due to decrease in import entitlements due to reduced exports, which was offset by an increase in advertisement income at our café outlets and gain from commodity futures during the year.

Revenue from operations (net)

Our revenue from operations (net) increased by ₹1,860.83 million, or 8.88%, to ₹22,819.31 million in Financial Year 2014 from ₹20,958.48 million in Financial Year 2013. Our revenue from operations (net) comprised of our revenue from operations (gross) which was offset by increase in sales tax and luxury tax, which increased by ₹133.20 million, or 16.78%, to ₹926.86 million in Financial Year 2014 from ₹793.66 million in Financial Year 2013 as a result of a corresponding increase in sales of products, and increase in service tax, which increased by ₹413.82 million, or 60.06%, to ₹1,102.82 million in Financial Year 2014 from ₹689.00 million in Financial Year 2013 primarily as a result of the application of service tax on air conditioned-restaurants such as our Café Network outlets with effect from April 1, 2013, and increase in trade discounts, which increased by ₹71.25 million, or 44.36%, to ₹231.85 million in Financial Year 2014 from ₹160.60 million in Financial Year 2013, primarily as a result of promotions of products offered at our Café Network.

Other income

Our other income increased by ₹175.44 million, or 32.92%, to ₹708.40 million in Financial Year 2014 from ₹532.96 million in Financial Year 2013, primarily due to a profit of ₹274.07 million on sale of shares in Mindtree and the sale of shares of a subsidiary of SLL, in Financial Year 2014, as compared to a profit of ₹29.64 million on sale of shares in Financial Year 2013, which was offset by a decrease in interest income by ₹50.97 million to ₹328.13 million in Financial Year 2014 from ₹379.10 million in Financial Year 2013 due to lower fixed income deposits maintained with banks during the year.

Total expenses

Our total expenses increased by ₹2,814.30 million, or 12.72%, to ₹24,943.59 million in Financial Year 2014 from ₹22,129.29 million in Financial Year 2013, primarily due to an increase in cost of integrated logistics services, finance costs, other expenses and depreciation and amortization expense, which was partially offset by higher inventory levels of finished goods maintained at the end of Financial Year 2014, and marginal decrease in cost of materials consumed.

Cost of materials consumed

Our cost of materials consumed decreased by ₹82.61 million, or 1.38%, to ₹5,893.39 million in Financial Year 2014 from ₹5,976 million in Financial Year 2013. For further details, see section "- *Coffee Day Global Limited (consolidated) – Financial Year 2014 compared to Financial 2013*" on page 382.

Cost of integrated logistic services

Our cost of integrated logistics services increased by ₹866.90 million, or 14.39%, to ₹6,891.13 million in Financial Year 2014 from ₹6,024.23 million in Financial Year 2013 primarily due to increases in handling and transportation costs in line with increased revenues. The handling and transportation costs increased by ₹1,043.30 million, or 29.33%, to ₹4,600.86 million in Financial Year 2014 from ₹3,557.56 million in Financial Year 2013. This was partially offset by a decrease in freight charges by ₹123.36 million, or 7.70%, to ₹1,479.45 million in Financial Year 2014 from ₹1,602.81 million in Financial Year 2013 due to reduction of long distances deliveries in our truck logistic segment.

Cost of traded commodities sold

Our cost of traded commodities sold increased by ₹361.47 million, or 322.26%, to ₹473.64 million in Financial Year 2014 from ₹112.17 million in Financial Year 2013 primarily due to increased trading in commodities in Financial Year 2014 under the financial services business.

Changes in inventories of finished goods and work-in-progress

Our changes in inventories of finished goods and work-in-progress stood at ₹(147.30) million in Financial Year 2014 as compared to ₹79.64 million in Financial Year 2013. For further details, see section "- *Coffee Day Global Limited (consolidated) – Financial Year 2014 compared to Financial 2013*" on page 382.

Employee benefits

Our employee benefits increased by ₹218.25 million, or 10.67%, to ₹2,263.30 million in Financial Year 2014 from ₹2,045.05 million in Financial Year 2013 primarily due to increases in salaries and wages, which increased by ₹219.82 million, or 12.19%, to ₹2,022.45 million in Financial Year 2014 from ₹1,802.63 million in Financial Year 2013 due to an increase in the number of employees and increases in the levels of salaries and wages, primarily attributable to our businesses relating to coffee, logistics and technology parks.

Finance costs

Our finance costs increased by ₹674.15 million, or 32.05%, to ₹2,777.89 million in Financial Year 2014 from ₹2,103.74 million in Financial Year 2013 primarily due to an increase in average borrowings in Financial Year 2014 to fund our capital expenditure and working capital expenditure, primarily attributable to our businesses relating to coffee, logistics and technology parks.

Depreciation and amortization expense

Our depreciation and amortization expense increased by ₹459.02 million, or 22.65%, to ₹2,485.44 million in Financial Year 2014 from ₹2,026.42 million in Financial Year 2013, primarily due to increases in depreciation on gross block of plant and machinery, coffee vending machines, buildings, leasehold improvements and other assets.

Other expenses

Our other expenses increased by ₹544.06 million, or 14.46%, to ₹4,306.10 million in Financial Year 2014 from ₹3,762.04 million in Financial Year 2013 primarily due to an increase in rent, advertising and business promotion expenses and transaction charges. The rent and advertising and business promotion expenses were primarily attributable to our coffee businesses. For further details, see section "- *Coffee Day Global Limited (consolidated) – Financial Year 2014 compared to Financial 2013*" on page 382. The transaction charges increased by ₹107.02 million, or 105.51%, to ₹208.45 million in Financial Year 2014 from ₹101.43 million in Financial Year 2013, attributable to our securities related business, and was primarily as a result of increase in securities trading during the year.

Net profit/ (loss) before tax

Our net loss increased by ₹778.03 million, or 121.98%, to ₹(1,415.88) million in Financial Year 2014 from ₹(637.85) million in Financial Year 2013.

Total Provision for tax

Our total provision for tax for Financial Year 2014 stood at ₹(34.85) million as compared to ₹101.05 million for Financial Year 2013. This was primarily attributable to a deferred tax credit of ₹(35.27) million in Financial

Year 2014 compared to a deferred tax charge of ₹68.24 million in Financial Year 2013. The current tax/MAT decreased to ₹69.42 million in Financial Year 2014 from ₹92.71 million in Financial Year 2013, and the MAT credit entitlement increased to ₹(69.00) million in Financial Year 2014 as compared to ₹(59.90) million in Financial Year 2013.

Net profit/ (loss) after tax, as restated, before minority interest and profit from associates

Our net loss after tax, as restated, and before minority interest and profit from associates, increased by ₹642.13 million, or 86.90%, to ₹(1,381.03) million in Financial Year 2014, from ₹(738.90) million in Financial Year 2013.

Minority share in (profit)/ loss

Our minority share in profit of subsidiaries increased by ₹63.49 million, or 86.32%, to ₹(137.05) million in Financial Year 2014 from ₹(73.55) million in Financial Year 2013. The details of the minority share of (profit)/ loss for the respective years are as below:

(₹ in million)

Company	For Financial Year	
	2013	2014
CDGL and its subsidiaries	0.06	(4.76)
SLL	14.85	44.36
Subsidiaries of SLL	48.30	66.96
W2W Securities	(8.04)	10.55
W2W Singapore	2.04	2.85
W2W Insurance	(1.15)	-
CDTL	11.78	7.46
MCIPL	5.72	9.63
Total	**73.55**	**137.05**

Share in profit/ (loss) of associates

Our share in profit of associates increased by ₹149.39 million, or 24.97%, to ₹747.80 million in Financial Year 2014 from ₹598.40 million in Financial Year 2013. The details of share of profit from associates for the respective years are as below:

(₹ in million)

Company	For Financial Year	
	2013	2014
Mindtree	553.78	731.89
Ittiam	18.75	1.95
Global Edge	25.88	13.96
Total	**598.40**	**747.80**

Net profit/ (loss) after tax, as restated

As a result of the foregoing, our net loss after tax, as restated, increased by ₹556.23 million, or 259.86%, to ₹(770.28) million in Financial Year 2014 from ₹(214.05) million in Financial Year 2013.

Financial Year 2013 compared to Financial Year 2012

Revenue from operations (gross)

Our revenue from operations (gross) increased by ₹5,819.78 million, or 34.60%, to ₹22,638.64 million in Financial Year 2013 from ₹16,818.86 million in Financial Year 2012, primarily due to an increase in our sales of services and sales of products, as well as an increase in income from financial services. Our other operating revenue decreased during this period.

Our revenue from sales of products increased by ₹940.49 million, or 8.86%, to ₹11,552.54 million, in Financial Year 2013 from ₹10,612.05 million, in Financial Year 2012. For further details, see section "- *Coffee Day Global Limited (consolidated) – Financial Year 2013 compared to Financial 2012*" on page 384. Our revenue from sales of products also included sale of commodities by our financial services business in Financial Year 2013 which stood at ₹115.84 million. We did not undertake any sale of commodities in Financial Year 2012.

Our revenue from sales of services increased by ₹4,536.53 million, or 88.12%, to ₹9,684.86 million in Financial Year 2013 from ₹5,148.33 million in Financial Year 2012. The increase in revenue from sales of services was primarily due to income from our integrated logistics services, which stood at ₹8,130.21 million in Financial Year 2013 as compared to ₹3,948.70 million in Financial Year 2012 pursuant to the acquisition of interest in SLL during Financial Year 2012. Increases in service income from coffee vending machines, facility rental income, income from software development and related services and income from operations of resort also contributed to the increase in revenue from sales of services.

The increase in income from financial services was primarily due to the increase in trading income from trading of securities, which increased by ₹373.78 million, or 1,082.17%, to ₹408.32 million in Financial Year 2013 from ₹34.54 million in Financial Year 2012, as well as increase in transaction charges and brokerage income.

Other operating revenue decreased by ₹109.88 million, or 26.22%, to ₹309.18 million in Financial Year 2013 from ₹419.06 million in Financial Year 2012. This decrease was primarily due to a loss of ₹32.20 million from commodity futures in Financial Year 2013 compared to a gain of ₹36.30 million in Financial Year 2012, as well as a decrease in advertisement income by ₹35.88 million, or 22.25%, to ₹125.40 million in Financial Year 2013 from ₹161.28 million in Financial Year 2012.

Revenue from operations (net)

Our revenue from operations (net) increased by ₹5,329.93 million, or 34.10%, to ₹20,958.48 million in Financial Year 2013 from ₹15,628.55 million in Financial Year 2012. Our revenue from operations (net) comprised of our revenue from operations (gross) which was offset by increase in sales tax and luxury tax, which increased by ₹106.89 million, or 15.56%, to ₹793.66 million in Financial Year 2013 from ₹686.77 million in Financial Year 2012 as a result of a corresponding increase in sales of products, and an increase in service tax, which increased by ₹394.52 million, or 133.97%, to ₹689 million in Financial Year 2013 from ₹294.48 million in Financial Year 2012 as a result of the acquisition of interest in SLL and it's service tax obligations. The trade discounts decreased by ₹18.27 million, or 10.21%, to ₹160.60 million in Financial Year 2013 from ₹178.87 million in Financial Year 2012, primarily as a result of few promotions of our coffee products offered at our Café Network outlets.

Other income

Our other income decreased by ₹177.19 million, or 24.95%, to ₹532.96 million in Financial Year 2013 from ₹710.16 million in Financial Year 2012, primarily due to a decrease in interest income to ₹379.10 million in Financial Year 2013 from ₹601.67 million in Financial Year 2012 due to lower bank deposits maintained with banks during the year, which was offset by an increase in profit on sale of investment, which increased by ₹25.21 million, or 569.07%, to ₹29.64 million in Financial Year 2013 from ₹4.43 million in Financial Year 2012 and an increase in miscellaneous income, which increased by ₹22.51 million, or 66.24%, to ₹56.49 million in Financial Year 2013 from ₹33.98 million in Financial Year 2012.

Total expenses

Our total expenses increased by ₹5,662.63 million, or 34.39%, to ₹22,129.29 million in Financial Year 2013 from ₹16,466.66 million in Financial Year 2012, primarily due to an increase in cost of integrated logistics services, finance costs, depreciation and amortization expenses, employee benefit expenses and other expenses, which was partially offset by a decrease in cost of materials consumed.

Cost of materials consumed

Our cost of materials consumed decreased by ₹148.28 million, or 2.42%, to ₹5,976 million in Financial Year 2013 from ₹6,124.28 million in Financial Year 2012. For further details, see section "- *Coffee Day Global Limited (consolidated) – Financial Year 2013 compared to Financial 2012*" on page 384.

Cost of integrated logistics services

Our cost of integrated logistics services generally increased due to the acquisition of SLL during the course of Financial Year 2012 and the inclusion of full year of operations in Financial Year 2013 as compared to part year operations in Financial Year 2012. Cost of integrated logistics services stood at ₹6,024.23 million in Financial

Year 2013 as compared to ₹3,088.66 million in Financial Year 2012. The freight charges stood at ₹1,602.81 million in Financial Year 2013 as compared to ₹590.06 million in Financial Year 2012, handling and transportation charges stood at ₹3,557.56 million in Financial Year 2013 as compared to ₹1,886.56 million in Financial Year 2012, and other cost of integrated logistics services stood at ₹863.86 million in Financial Year 2013 as compared to ₹612.04 million in Financial Year 2012.

Cost of traded commodities sold

Our cost of traded commodities sold was ₹112.17 million in Financial Year 2013. We commenced trading in commodities under the financial services business during Financial Year 2013. Accordingly, there was no related expenditure in Financial Year 2012.

Changes in inventories of finished goods and work-in-progress

Our changes in inventories of finished goods and work-in-progress was ₹79.64 million in Financial Year 2013 as compared to ₹47.95 million in Financial Year 2012. For further details, see section "- *Coffee Day Global Limited (consolidated) – Financial Year 2013 compared to Financial 2012*" on page 384.

Employee benefits

Employee benefits increased by ₹442.31 million, or 27.60%, to ₹2,045.05 million in Financial Year 2013 from ₹1,602.74 million in Financial Year 2012 primarily due to increases in salaries and wages, which increased by ₹381.15 million, or 26.81%, to ₹1,802.63 million in Financial Year 2013 from ₹1,421.48 million in Financial Year 2012, as well as increases in contribution to provident and other funds, due to an increase in the number of employees generally and increases in the levels of salaries and wages, primarily attributable to our businesses relating to coffee and logistics.

Finance costs

Finance costs increased by ₹869.14 million, or 70.40%, to ₹2,103.74 million in Financial Year 2013 from ₹1,234.60 million in Financial Year 2012 primarily due to an increase in average borrowings in Financial Year 2013 compared to Financial Year 2012 to fund our capital expenditure and working capital expenditure, primarily attributable to our businesses relating to coffee, logistics and technology parks.

Depreciation and amortization expense

Depreciation and amortization expense increased by ₹554.79 million, or 37.70%, to ₹2,026.42 million in Financial Year 2013 from ₹1,471.63 million in Financial Year 2012, primarily due to an increase in depreciation of leasehold improvements, plant and machinery, coffee vending machines, buildings and other assets.

Other expenses

Other expenses increased by ₹865.24 million, or 29.87%, to ₹3,762.04 million in Financial Year 2013 from ₹2,896.80 million in Financial Year 2012 primarily due to increase in rent, power and fuel, advertising and business promotion expenses, transaction charges and securities transaction tax. The rent and advertising and business promotion expenses were primarily attributable to our coffee businesses. For further details, see section "- *Coffee Day Global Limited (consolidated) – Financial Year 2013 compared to Financial 2012*" on page 384. The costs relating to transaction charges and securities transaction tax relating to our securities related business were introduced for the first time in Financial Year 2013, and stood at ₹101.43 million and ₹165.22 million, respectively.

Net profit/ (loss) before tax

Our net loss increased by ₹(509.89) million, or 398.50%, to ₹(637.85) million in Financial Year 2013 from ₹(127.95) million in Financial Year 2012.

Total Provision for tax

The total provision for tax for Financial Year 2013 stood at ₹101.05 million as compared to ₹47.84 million for Financial Year 2012. This was primarily attributable to a deferred tax charge of ₹68.24 million and ₹28.92 million in Financial Year 2013 and 2012, respectively. The current tax/ MAT increased to ₹92.71 million in

Financial Year 2013 from ₹86.85 million in Financial Year 2012, and the MAT credit entitlement decreased to ₹(59.90) million in Financial Year 2013 as compared to ₹(67.93) million in Financial Year 2012.

Net profit/ (loss) after tax, as restated, before minority interest and profit from associates

Our net loss after tax, as restated, and before minority interest and profit from associates, increased by ₹(563.10) million, or 320.32%, to ₹(738.90) million in Financial Year 2013, from ₹(175.79) million in Financial Year 2012.

Minority share in (profit)/ loss

Minority share in profit of subsidiaries increased by ₹(46.64) million, or 173.26%, to ₹(73.55) million in Financial Year 2013 from ₹(26.92) million in Financial Year 2012. The details of minority share of (profit)/ loss for the respective years are as below:

(in ₹ million)

Company	**For Financial Year**	
	2012	**2013**
CDGL and its subsidiaries	(2.76)	0.06
SLL	40.44	14.85
Subsidiaries of SLL	15.87	48.30
W2W Securities	(35.77)	(8.04)
W2W Singapore	-	2.04
Way2wealth Insurance	-	(1.15)
CDTL	2.62	11.78
MCIPL	6.52	5.72
Total	**26.92**	**73.55**

Share in profit/(loss) of associates

Share in profit of associates increased by ₹202.74 million, or 51.24%, to ₹598.40 million in Financial Year 2013 from ₹395.66 million in Financial Year 2012. The details of the profit from associates are for the respective years are as below:

(in ₹ million)

Company	**For Financial Year**	
	2012	**2013**
Mindtree	381.55	553.78
Ittiam		18.75
Global Edge	14.11	25.87
Total	**395.66**	**598.40**

Net profit/ (loss) after tax, as restated

As a result of the foregoing, net loss after tax, as restated, stood at ₹(214.05) million in Financial Year 2013 compared to a net profit after tax, as restated, of ₹192.95 million in Financial Year 2012.

Key components of revenue and expenses

Coffee Day Global Limited (consolidated)

Revenue from operations

The revenue from operations (gross) comprises of:

(a) sales of products, which comprise revenue from (i) sale of coffee and other beverages, food and merchandise items through our Café Network; (ii) sale of products through our *Coffee Day Xpress* kiosks and vending business; and (iii) sale of coffee beans through exports and coffee powder at our F&G outlets;

(b) sales of services, which comprise service income from vending machines; and

(c) other operating revenue, which comprises sale of import entitlements received in relation to export of coffee, advertisement income from the cafés and gain/(loss) from commodity futures.

The revenue from operations (gross) is adjusted for quality claims, sales tax, service tax and trade discounts for arriving at revenue from operations (net).

The following table sets forth the revenue from operations for the periods indicated:

(in ₹ million)

Particulars	For Financial Year			For the nine month period ended December 31, 2014
	2012	2013	2014	
Sales of products				
Sale of coffee beans	4,590.35	4,431.26	3,697.42	2,110.75
Sale of food, beverages and other items	5,657.99	6,598.34	8,013.23	6,888.91
Sale of merchandise items	363.71	407.10	416.20	349.77
Sales of services				
Service income from coffee vending machines	222.83	359.00	428.89	399.62
Other operating revenue				
Sale of import entitlements	207.67	210.20	126.10	89.17
Advertisement income	161.28	125.40	144.12	124.22
Gain/ (loss) from commodity futures	36.30	(32.20)	32.60	(18.44)
Revenue from operations (gross)	**11,240.13**	**12,099.10**	**12,858.56**	**9,944.00**
Less: Quality claims	(30.19)	(36.90)	(18.90)	(20.23)
Less: Sales tax	(668.37)	(773.60)	(906.56)	(728.09)
Less: Service tax	(36.57)	(52.40)	(266.23)	(229.19)
Less: Trade discounts	(178.87)	(160.60)	(231.85)	(218.94)
Revenue from operations (net)	**10,326.13**	**11,075.60**	**11,435.02**	**8,747.55**

Other income

Other income includes interest income on banks deposits, rental income, non-redemption of gift vouchers and miscellaneous income.

Cost of materials consumed

The cost of materials consumed represents the cost of raw materials and packing materials consumed for the coffee businesses. The cost of materials indicates the raw materials and packing materials purchased during the period, as adjusted for the difference between the opening and closing stock of raw materials and packing materials. Raw materials and packing materials purchased comprise (i) coffee beans, (ii) food, consumables and packing materials, and (iii) merchandise items.

The following table sets forth the cost of materials consumed for the periods indicated:

(in ₹ million)

Particulars	For Financial Year			For the nine month period ended December 31, 2014
	2012	2013	2014	
Opening stock of raw materials and packing materials	1,056.07	1,059.30	1,134.10	1,149.31
Purchase of coffee beans	4,208.15	3,869.40	3,287.06	1,500.20
Purchase of food, consumables and packing materials	1,736.67	1,993.20	2,434.04	2,108.41
Purchase of merchandise items	182.69	188.20	187.50	158.91
Closing stock of raw materials and packing materials	1,059.30	1,134.10	1,149.31	875.15
Total	**6,124.28**	**5,976.00**	**5,893.39**	**4,041.67**

The following table sets forth the amount of coffee beans procured for the periods indicated:

(in MT)

	For Financial Year			For the nine month period ended December 31, 2014
	2012	2013	2014	
Total coffee bean procured	**28,279**	**27,799**	**22,689**	**10,636**

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress represent the difference between the opening and closing stock of finished goods and work-in-progress.

The following table sets forth the changes in inventories of finished goods and work-in-progress for the periods indicated:

(in ₹ million)

Particulars	For Financial Year			For the nine month period ended December 31, 2014
	2012	2013	2014	
Opening stock				
Finished goods	405.07	260.04	207.50	400.10
Work-in-progress	7.92	105.00	77.90	32.60
Closing stock				
Finished goods	260.04	207.50	400.10	373.81
Work-in-progress	105.00	77.90	32.60	-
Change in inventories of finished goods and work-in-progress	**47.95**	**79.64**	**(147.30)**	**58.89**

Employee benefits

Employee benefits comprise (i) salaries and wages, (ii) contribution to provident and other funds, (iii) stock compensation expense, and (iv) staff welfare expenses.

The following table shows components of the employee benefits for the periods indicated:

(in ₹ million)

Particulars	For Financial Year			For the nine month period ended December 31, 2014
	2012	2013	2014	
Salaries and wages	782.86	986.40	1,166.60	906.89
Contribution to provident and other funds	97.36	129.90	129.40	98.59
Stock compensation expense	(5.62)	3.30	2.10	0.11
Staff welfare expenses	28.19	30.10	32.70	23.29
Total	**902.79**	**1,149.70**	**1,330.80**	**1,028.88**

Finance Costs

Finance costs comprise of interest expenses on borrowings, including term and working capital loans and debentures, and other borrowing costs.

Depreciation and amortization expense

Depreciation and amortization expense comprise primarily depreciation on leasehold improvements, plant and machinery, buildings, vending machines, furniture and fittings, and other tangible fixed assets, as well as amortization of intangible fixed assets.

Other Expenses

Other expenses comprise primarily rent, power and fuel, advertising and business promotion expenses, travelling and conveyance, café housekeeping and maintenance, legal, professional and consultancy charges, and others.

Tax

Income tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the relevant tax regulations) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year). Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax.

Net profit/ (loss), as restated

Net profit/ (loss), as restated, represents net profit/ (loss) after deducting tax.

Results of Operations

The following table sets forth the consolidated results of operations of our subsidiary Coffee Day Global Limited, and its subsidiaries, through which the coffee-related businesses are conducted, including as a percentage of total income, for the periods indicated:

(in ₹ million, except percentages)

	For Financial Year						For the nine month period ended December 31, 2014	
	2012		2013		2014			
	(₹)	(%)	(₹)	(%)	(₹)	(%)	(₹)	(%)
Revenue from operations (gross)	**11,240.13**	**105.01**	**12,099.10**	**107.41**	**12,858.56**	**111.41**	**9,944.00**	**112.75**
Less:								
Less: Quality claims	(30.19)	(0.28)	(36.90)	(0.33)	(18.90)	(0.16)	(20.23)	(0.23)
Less: Sales Tax	(668.37)	(6.24)	(773.60)	(6.87)	(906.56)	(7.85)	(728.09)	(8.26)
Less: Service Tax	(36.57)	(0.34)	(52.40)	(0.47)	(266.23)	(2.31)	(229.19)	(2.60)
Less: Trade discounts	(178.87)	(1.67)	(160.60)	(1.43)	(231.85)	(2.01)	(218.94)	(2.48)
Revenue from operations (net)	**10,326.13**	**96.47%**	**11,075.60**	**98.33%**	**11,435.02**	**99.07%**	**8,747.55**	**99.18%**
Other income	377.57	3.53%	188.30	1.67%	106.90	0.93%	72.35	0.82%
Total income	**10,703.70**	**100%**	**11,263.90**	**100%**	**11,541.92**	**100%**	**8,819.90**	**100%**
Expenses:								
Cost of materials consumed	6,124.28	57.22%	5,976.00	53.05%	5,893.39	51.06%	4,041.67	45.82%
Changes in inventories of finished goods and work-in-progress	47.95	0.45%	79.64	0.71%	(147.30)	(1.28%)	58.89	0.67%
Employee benefits	902.79	8.43%	1,149.70	10.21%	1,330.80	11.53%	1,028.88	11.67%
Finance costs	431.90	4.04%	399.80	3.55%	449.40	3.89%	410.53	4.65%
Depreciation and amortisation expense	935.69	8.74%	1,208.55	10.73%	1,540.76	13.35%	1,190.46	13.50%
Other expenses	2,150.65	20.09%	2,355.52	20.91%	2,570.32	22.27%	2,188.16	24.81%
Total expenses	**10,593.26**	**98.97%**	**11,169.21**	**99.16%**	**11,637.37**	**100.83%**	**8.918.59**	101.12%
Net profit/ loss before tax	**110.44**	**1.03%**	**94.69**	**0.84%**	**(95.45)**	**(0.83%)**	**(98.69)**	**(1.12%)**
Less: Provision for tax								
Current tax / Minimum Alternate Tax	44.79	0.42%	62.20	0.55%	4.47	0.04%	28.35	0.32%
MAT credit	(44.50)	(0.42%)	(48.50)	(0.43%)	(4.47)	(0.04%)	-	-
Deferred tax charge/(credit)	104.49	0.98%	79.85	0.71%	(1.37)	(0.01%)	(17.96)	(0.20%)
Total provision for tax	**104.78**	**0.98%**	**93.55**	**0.83%**	**(1.37)**	**(0.01%)**	**10.38**	**0.12%**
Net profit/(loss) as restated	**5.66**	**0.05%**	**1.13**	**0.01%**	**(94.08)**	**(0.82%)**	**(109.07)**	**(1.24%)**

Nine month period ended December 31, 2014

Revenue from operation (gross)

Our revenue from operation (gross) was ₹9,944.00 million, which comprised of sales of products of ₹9,349.42 million, sale of services of ₹399.62 million and other operating revenues of ₹194.94 million for the nine month period ended December 31, 2014.

Revenue from operation (net)

Our revenue from operations (net) was ₹8,747.55 million, which comprised of our revenue from operations (gross) offset by taxes including sales tax of ₹728.09 million, service tax of ₹229.19 million, quality claims of ₹20.23 million and trade discounts of ₹218.94 million for the sales of products for the nine month period ended December 31, 2014, respectively.

Other Income

Our other income was ₹72.35 million, which comprised of interest income, miscellaneous income and electricity charges for the nine month period ended December 31, 2014.

Total Income

Our total income was ₹8,819.90 million, which comprised of revenue from operations (net of taxes and trade discounts) of ₹8,747.55 million and other income of ₹72.35 million for the nine month period ended December 31, 2014.

Total expenses

Our total expenses were ₹8,918.59 million, representing 101.12% of our total income, which comprised of cost of materials consumed of ₹4,041.67 million, changes in inventories of finished goods and work-in-progress of ₹58.89 million, employee benefits of ₹1,028.88 million, finance costs of ₹410.53 million, depreciation and amortization of ₹1,190.46 million, and other expenses of ₹2,188.16 million for the nine month period ended December 31, 2014.

Cost of materials consumed

Our cost of materials consumed were ₹4,041.67 million, representing 45.82% of our total income, which comprised of purchase of food, consumables and packing materials and opening sock of raw materials and packing materials, for the nine month period ended December 31, 2014.

Changes in inventories of finished goods and work-in-progress

Our changes in inventories of finished goods and work-in-progress were ₹58.89 million, representing 0.67% of our total income, primarily attributable to larger inventory of finished goods as at December 31, 2014, for the nine month period ended December 31, 2014.

Employee benefits

Our employee benefits was ₹1,028.88 million, representing 11.67% of our total income, primarily attributable to salaries and wages of ₹906.89 million and contribution to provident and other funds of ₹98.59 million, for the nine month period ended December 31, 2014.

Finance costs

Our finance costs was ₹410.53 million, representing 4.65% of our total income, which comprised of interest expense of ₹371.02 million and other borrowing costs of ₹39.51 million, for the nine month period ended December 31, 2014.

Other expenses

Our other expenses was ₹2,188.16 million, representing 24.81% of our total income, primarily attributable to rent of ₹1,042.56 million, power and fuel of ₹239.72 million, café housekeeping and maintenance of ₹129.03 million and travel and conveyance of ₹116.73 million, for the nine month period ended December 31, 2014.

Depreciation and amortization expense

Our depreciation and amortization expense was ₹1,190.46 million, representing 13.50% of our total expense, primarily attributable to depreciation of gross block of plant and machinery, furniture and fittings, vending machines, buildings and leasehold improvements, for the nine month period ended December 31, 2014.

Net profit/ (loss) before tax

As a result of the foregoing, our net loss before tax was ₹98.69 million for the nine month period ended December 31, 2014.

Total Provision for tax

Our total provision for tax was ₹10.38 million, representing 0.12% of our total income, for the nine month period ended December 31, 2014.

Net loss after tax, as restated

As a result of the foregoing, net loss after tax, as restated, was ₹109.07 million for the nine month period ended December 31, 2014.

Financial Year 2014 compared to Financial Year 2013

Revenue from operations (gross)

Our revenue from operations (gross) increased by ₹759.46 million, or 6.28%, to ₹12,858.56 million in Financial Year 2014 from ₹12,099.10 million in Financial Year 2013.

The increase in revenue from operations was primarily due to increases in sales of food, beverages and other items, which increased by ₹1,414,89 million, or 21.44%, to ₹8,013.23 million in Financial Year 2014 from ₹6,598.34 million in Financial Year 2013, through the Café Network outlets, *Coffee Day Xpress* kiosks, vending machines and F&G outlets. Sales from the Café Network outlets, kiosks and vending machines increased primarily because of the general opening of new café outlets and kiosks, and the installation of new vending machines, as well as increases in prices of products during Financial Year 2014. The number of cafés, kiosks and vending machines increased by 7.84%, 2.83% and 18.37%, respectively, as at March 31, 2014 as compared to March 31, 2013. The ASPD per café also increased by 11.26%, to ₹11,927 in Financial Year 2014 from ₹10,720 in Financial Year 2013, and the same store sales growth for Financial Year 2014 stood at 9.13%.

Service income from coffee vending machines increased by ₹69.89 million, or 19.47%, to ₹428.89 million in Financial Year 2014 from ₹359 million in Financial Year 2013, also contributed to the increase in revenue from operations.

The increase in revenue from operations was partially offset by decrease in sale of coffee beans through exports as well as domestically, which decreased by ₹733.84 million, or 16.56%, to ₹3,697.42 million in Financial Year 2014 from ₹4,431.26 million in Financial Year 2013. The sale of coffee beans through exports decreased to 17,810 tons in Financial Year 2014 from 23,164 tons in Financial Year 2013. The domestic sale of coffee beans increased marginally to 5,669 tons in Financial Year 2014 from 5,556 tons in Financial Year 2013. The decrease in sales through exports was primarily on account of lower coffee beans procurement during the year, which was attributable to a general decrease in the production of coffee beans in India.

Revenue from operations (net)

Our revenue from operations (net) increased by ₹359.42 million, or 3.25%, to ₹11,435.02 million, representing 99.07% of the total income in Financial Year 2014 from ₹11,075.60 million, representing 98.33% of the total income, in Financial Year 2013. Our revenue from operations (gross) was offset by taxes including sales tax that increased by ₹132.96 million, or 17.19%, to ₹906.56 million in Financial Year 2014 from ₹773.60 million in Financial Year 2013 primarily attributable to the corresponding increase in sales of products, service tax increased by ₹213.83 million, or 408.08%, to ₹266.23 million in Financial Year 2014 from ₹52.40 million in Financial Year 2013 primarily attributable to the application of service tax on air-conditioned restaurants such as the Café Network outlets with effect from April 1, 2013, and trade discounts increased by ₹71.25 million, or 44.36%, to ₹231.85 million in Financial Year 2014 from ₹160.60 million in Financial Year 2013, largely as a result of the general increase in sales of products.

Other income

Our other income decreased by ₹81.40 million, or 43.23%, to ₹106.90 million, representing 0.93% of the total income in Financial Year 2014 from ₹188.30 million, representing 1.67% of the total income, in Financial Year 2013, primarily due to a decrease in interest income due to lower fixed income deposits maintained with banks during the year.

Total expenses

Our total expenses increased by ₹468.15 million, or 4.19%, to ₹11,637.37 million, representing 100.83% of the total income in Financial Year 2014 from ₹11,169.21 million, representing 99.16% of the total income, in Financial Year 2013, primarily due to increase in depreciation and amortization expenses, finance costs, employee benefit expenses and other expenses, which was partially offset by a decrease in cost of materials consumed.

Cost of materials consumed

Our cost of materials consumed decreased by ₹82.61 million, or 1.38%, to ₹5,893.39 million**,** representing 51.06% of the total income in Financial Year 2014 from ₹5,976 million, representing 53.05% of the total income, in Financial Year 2013, primarily due to a decrease in purchase of coffee beans by ₹582.34 million, or 15.05%, to ₹3,287.06 million in Financial Year 2014 from ₹3,869.40 million in Financial Year 2013. The decrease in purchase of coffee beans was due to a general decrease in the production of coffee beans in India. Purchase of food, consumables and packing materials increased by ₹440.84 million, or 22.12%, to ₹2,434.04 million in Financial Year 2014 from ₹1,993.20 million in Financial Year 2013 as a result of corresponding higher sales of food, beverages and other items.

Changes in inventories of finished goods and work-in-progress

Our changes in inventories of finished goods and work-in-progress stood at ₹(147.30) million in Financial Year 2014 as compared to ₹79.64 million in Financial Year 2013.

Employee benefits

Our employee benefits increased by ₹181.10 million, or 15.75%, to ₹1,330.80 million, representing 11.53% of the total income in Financial Year 2014 from ₹1,149.70 million, representing 10.21% of the total income, in Financial Year 2013 primarily due to increases in salaries and wages, which increased by ₹180.20 million, or 18.27%, to ₹1,166.60 million in Financial Year 2014 from ₹986.40 million in Financial Year 2013, which was primarily attributable to an increase in the number of employees staffed primarily at the Café Network outlets, and increases in the levels of salaries and wages.

Finance costs

Our finance costs increased by ₹49.60 million, or 12.41%, to ₹449.40 million, representing 3.89% of the total income in Financial Year 2014 from ₹399.80 million, representing 3.55% of the total income, in Financial Year 2013 primarily due to an increase in average interest rates in Financial Year 2014 and a small increase in borrowings.

Depreciation and amortization expense

Our depreciation and amortization expense increased by ₹332.21 million, or 27.49%, to ₹1,540.76 million, representing 13.35% of the total income in Financial Year 2014 from ₹1,208.55 million, representing 10.73% of the total income, primarily due to increase in depreciation of gross block of plant and machinery, vending machines, buildings, leasehold improvements, and other assets.

Other expenses

Our other expenses increased by ₹214.80 million, or 9.12%, to ₹2,570.32 million, representing 22.27% of the total income in Financial Year 2014 from ₹2,355.52 million, representing 20.91% of the total income, in Financial Year 2013 primarily due to increases in rent, subcontracting charges, and travelling and conveyance expenses. Rent expenses increased by ₹147.50 million, or 14.34%, to ₹1,176.10 million in Financial Year 2014 from ₹1,028.60 million in Financial Year 2013, primarily attributable to the increase in the number of the café outlets, kiosks and F&G outlets. The subcontracting charges increased by ₹33.11 million, or 53.40%, to ₹95.11 million in Financial Year 2014 from ₹62 million in Financial Year 2013, and the travelling and conveyance expenses increased by ₹34.70 million, or 37.59%, to ₹127.00 million in Financial Year 2014 from ₹92.30

million in Financial Year 2013. These increases were partially offset by a decrease in the advertising and promotion expenses by ₹15.20 million, or 15.12%, to ₹85.30 million in Financial Year 2014 from ₹100.50 million in Financial Year 2013.

Net profit/ (loss) before tax

Our net (loss) before tax was ₹(95.45) million, representing (0.83%) of the total income in Financial Year 2014, as compared to a net profit before tax of ₹94.69 million, representing 0.84% of the total income in Financial Year 2013.

Total provision for tax

Our total provision for tax for Financial Year 2014 was ₹(1.37) million, representing (0.01%) of the total income, as compared to ₹93.55 million, representing 0.83% of the total income, in Financial Year 2013. This was primarily attributable to a deferred tax credit of ₹(1.37) million in Financial Year 2014 compared to a deferred tax charge of ₹79.85 million in Financial Year 2013. The current tax/ MAT decreased to ₹4.47 million in Financial Year 2014 from ₹62.20 million in Financial Year 2013, which was partially offset by a decrease in MAT credit to ₹(4.47) million in Financial Year 2014 as compared to ₹(48.50) million in Financial Year 2013.

Net profit/ (loss), as restated

The net (loss), as restated, stood at ₹(94.08) million, representing (0.82%) of the total income, in Financial Year 2014, as compared to a net profit, as restated, of ₹1.13 million, representing 0.01% of the total income, in Financial Year 2013.

Financial Year 2013 compared to Financial Year 2012

Revenue from operations (gross)

Our revenue from operations (gross) increased by ₹858.97 million, or 7.64%, to ₹12,099.10 million in Financial Year 2013 from ₹11,240.13 million in Financial Year 2012.

The increase in revenue from operations was primarily due to increases in sales of food, beverages and other items, which increased by ₹940.35 million, or 16.62%, to ₹6,598.34 million in Financial Year 2013 from ₹5,657.99 million in Financial Year 2012, through the Café Network outlets, vending machines and F&G outlets. Sales from the Café Network outlets and vending machines increased primarily because of opening of new café outlets, and the installation of new vending machines, as well as increases in prices of products during Financial Year 2013. The number of cafés and vending machines increased by 13.06% and 19.93%, respectively, as at March 31, 2013 as compared to March 31, 2012. The ASPD per café also increased by 4.08%, to ₹10,720 in Financial Year 2013 from ₹10,318 in Financial Year 2012, and the same store sales growth for Financial Year 2013 stood at 8.39%. Sale of coffee beans through exports and domestic sales marginally decreased by ₹159.10 million, or 3.47%, to ₹4,431.26 million in Financial Year 2013 from ₹4,590.35 million in Financial Year 2012. The sale of coffee beans through exports decreased marginally to 23,164 tons in Financial Year 2013 from 24,877 tons in Financial Year 2012. The domestic sale of coffee beans increased to 5,556 tons in Financial Year 2013 from 5,060 tons in Financial Year 2012. The decrease in sales through exports was primarily on account of lower coffee beans procurement during the year, which was attributable to a general decrease in the production of coffee in India. The increase in revenue from operations was also attributable to the increase in sales of merchandise items which increased by ₹43.39 million, or 11.93%, to ₹407.10 million in Financial Year 2013 from ₹363.71 million in Financial Year 2012.

Service income from coffee vending machines, which increased by ₹136.17 million, or 61.11%, to ₹359 million in Financial Year 2013 from ₹222.83 million in Financial Year 2012, also contributed to the increase in revenue from operations.

Revenue from operations (net)

Our revenue from operations (net) increased by ₹749.47 million, or 7.26%, to ₹11,075.60 million, representing 98.33% of the total income, in Financial Year 2013 from ₹10,326.13 million, representing 96.47% of the total income in Financial Year 2012. Our revenue from operations (gross) was offset by taxes including sales tax which increased by ₹105.23 million, or 15.74%, to ₹773.60 million in Financial Year 2013 from ₹668.37 million in Financial Year 2012 primarily attributable to the corresponding increase in sales of products, and service tax increased by ₹15.83 million, or 43.29%, to ₹52.40 million in Financial Year 2013 from ₹36.57

million in Financial Year 2012 primarily attributable to the acquisition of SLL. These increases were partially offset by a decrease in trade discounts by ₹18.27 million, or 10.21%, to ₹160.60 million in Financial Year 2013 from ₹178.87 million in Financial Year 2012.

Other income

Other income decreased by ₹189.27 million, or 50.13%, to ₹188.30 million, representing 1.67% of the total income, in Financial Year 2013 from ₹377.57 million, representing 3.53% of the total income, in Financial Year 2012 primarily due to a decrease in interest income on account of lower fixed income deposits maintained with banks during the year.

Total expenses

Our total expenses increased by ₹575.95 million, or 5.44%, to ₹11,169.21 million, representing 99.16% of the total income, in Financial Year 2013 from ₹10,593.26 million, representing 98.97% of the total income, in Financial Year 2012, primarily due to an increase in depreciation and amortization expenses, employee benefit expenses and other expenses, which was partially offset by a decrease in cost of materials consumed and finance costs.

Cost of materials consumed

Cost of materials consumed decreased by ₹148.28 million, or 2.42%, to ₹5,976 million, representing 53.05% of the total income, in Financial Year 2013 from ₹6,124.28 million, representing 57.22% of the total income, in Financial Year 2012, primarily due to a decrease in purchase of coffee beans by ₹338.75 million, or 8.05%, to ₹3,869.40 million in Financial Year 2013 from ₹4,208.15 million in Financial Year 2012. The decrease in purchase of coffee beans was due to a general decrease in the production of coffee beans in India. Purchase of food, consumables and packing materials increased by ₹256.53 million, or 14.77% to ₹1,993.20 million in Financial Year 2013 from ₹1,736.67 million in Financial Year 2012 as a result of corresponding higher sales of food, beverages and other items and in part due to the increase in the cost of raw materials.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress stood at ₹79.64 million in Financial Year 2013 as compared to ₹47.95 million in Financial Year 2012.

Employee benefits

Employee benefits increased by ₹246.91 million, or 27.35%, to ₹1,149.70 million, representing 10.21% of the total income, in Financial Year 2013 from ₹902.79 million, representing 8.43% of the total income, in Financial Year 2012 primarily due to increases in salaries and wages, which increased by ₹203.54 million, or 26%, to ₹986.40 million in Financial Year 2013 from ₹782.86 million in Financial Year 2012, which was primarily attributable to an increase in the number of employees staffed primarily at the Café Network outlets, and increases in the levels of salaries and wages.

Finance costs

Finance costs decreased by ₹32.10 million, or 7.43%, to ₹399.80 million, representing 3.55% of the total income, in Financial Year 2013 from ₹431.90 million, representing 4.04% of the total income, in Financial Year 2012 primarily due to lower average borrowings during Financial Year 2013.

Depreciation and amortization expense

Depreciation and amortization expense increased by ₹272.87 million, or 29.16%, to ₹1,208.55 million, representing 10.73% of the total income, in Financial Year 2013 from ₹935.69 million, representing 8.74% of the total income, in Financial Year 2012, primarily due to an increase in depreciation of leasehold improvements, vending machines, plant and machinery and other assets.

Other expenses

Other expenses increased by ₹204.87 million, or 9.53%, to ₹2,355.52 million, representing 20.91% of the total income, in Financial Year 2013 from ₹2,150.65 million, representing 20.09% of the total income, in Financial Year 2012 primarily due to increases in rent, subcontracting charges, advertising and business promotion expenses and miscellaneous expenses. Rent expenses increased by ₹103.37 million, or 11.17%, to ₹1,028.60 million in Financial Year 2013 from ₹925.23 million in Financial Year 2012, primarily attributable to the increase in the number of the café outlets, kiosks and F&G outlets. The subcontracting charges increased by ₹46.76 million, or 306.85%, to ₹62 million in Financial Year 2013 from ₹15.24 million in Financial Year 2012, the advertising and promotion expenses increased by ₹27.47 million, or 37.62%, to ₹100.50 million in Financial Year 2013 from ₹73.03 million in Financial Year 2012, and the miscellaneous expenses increased by ₹47.91 million, or 64.92%, to ₹121.70 million in Financial Year 2013 from ₹73.79 million in Financial Year 2012.

Net profit/ (loss) before tax

The net profit before tax decreased by ₹15.75 million, or 14.28%, to ₹94.69 million, representing 0.84% of the total income, in Financial Year 2013 from ₹110.44 million, representing 1.03% of the total income, in Financial Year 2012.

Total provision for tax

The total provision for tax decreased by ₹11.23 million, or 10.71%, to ₹93.55 million, representing 0.83% of the total income, in Financial Year 2013 from ₹104.78 million, representing 0.98% of the total income, in Financial Year 2012 primarily due to a decrease in deferred tax charges, to ₹79.85 million in Financial Year 2013 from ₹104.49 million in Financial Year 2012, which was partially offset by an increase in current tax/ MAT to ₹62.20 million in Financial Year 2013 from ₹44.79 million in Financial Year 2012.

Net profit/ (loss), as restated

The net profit, as restated, decreased by ₹4.53 million, or 79.99%, to ₹1.13 million, representing 0.01% of the total income, in Financial Year 2013 from ₹5.66 million, representing 0.05% of the total income, in Financial Year 2012.

Liquidity and Capital Resources

Our primary sources of liquidity have historically been cash generated from operations, bank borrowings, and issuance of debentures and Shareholders' equity. We expect to meet our working capital requirements for the next 12 months primarily from the cash generated from operations and borrowings from banks as may be required. In addition, we expect to finance our planned capital expenditure from the proceeds of the Issue. For details, see section "Objects of the Issue" on page 121.

Cash Flow - CDEL (consolidated)

The following table sets forth a condensed summary of our cash flow for the periods indicated:

(in ₹ million)

	For Financial Year			For the nine month period from April 1 to December 31, 2014
	2012	2013	2014	
Net cash generated from/(used in) operating activities	2,406.54	2,149.68	3,331.15	3,383.78
Net cash generated from/(used in) investing activities	1,297.74	(9,842.65)	(3,698.69)	(4,102.14)
Net cash (used in)/ provided by financing activities	(2,129.93)	6,995.98	870.07	854.67
Net increase/(decrease) in cash and cash equivalents	1,574.35	(696.99)	502.53	136.31
Cash and cash equivalents at the beginning of the year	706.78	2,980.27	2,283.28	2,785.81
Cash and cash equivalents acquired during the year	699.14	-	-	-
Cash and cash equivalents at the end of the year	2,980.27	2,283.28	2,785.81	2,922.12

Operating Activities

Net cash generated from operating activities was ₹3,383.78 million for the nine month period ended December 31, 2014, primarily consisting of operating profit before working capital changes of ₹2,819.17 million, decrease in inventories of ₹347.08 million, decrease in long term/ short term loans and advances of ₹1,370.26 million and increase in long term and short term provision of ₹20.52 million, which was partially offset primarily by a decrease in trade payables of ₹277.36 million, an increase in trade receivables of ₹658.09 million, an increase in other current/ non current assets of ₹54.72 million and a decrease in other current/ non current liabilities of ₹9.80 million. Income taxes paid was ₹173.26 million.

Net cash generated from operating activities was ₹3,331.15 million for the Financial Year 2014, primarily consisting of operating profit before working capital changes of ₹3,526.26 million, decrease in trade receivables of ₹327.09 million, increase in trade payables of ₹220.71 million and an increase in other current/ non current liabilities of ₹205.01 million. This was partially offset by an increase in other current/non-current assets of ₹265.17 million, increase in inventories of ₹139.33 million, increase in long term/ short term loans and advances of ₹358.49 million and decrease in long term and short term provision of ₹14.27 million. Income taxes paid was ₹170.66 million.

Net cash generated from operating activities was ₹2,149.68 million for the Financial Year 2013, primarily consisting of operating profit before working capital changes of ₹3,120.57 million, an increase in other current/ non current liabilities of ₹487.81 million and an increase in long term and short term provision of ₹12.49 million, increase in trade receivable of ₹506.84 million due to the acquisition of SLL, increase in long term/ short term loans and advances of ₹309.91 million, increase in inventories of ₹26.98 million and increase in other current/ non current liabilities by ₹487.81 million and decrease in trade payables of ₹118.26 million.

Net cash generating from operating activities was ₹2,406.54 million for the Financial Year 2012, primarily consisting of operating profit before working capital changes of ₹1,992.29 million, decrease in inventories of ₹3.44 million, decrease in trade receivables of ₹595.13 million, decrease in long term/ short term loans and advances of ₹1,127.70 million, increase in other current/ non current liabilities of ₹467.51 million and increase in long term and short term provision of ₹41.66 million, which was partially offset primarily by decrease of ₹1,616.73 million in trade payables and increase of ₹118.80 million in other current/ non current assets.

Investing Activities

Net cash used in investing activities was ₹4,102.14 million for the nine month period ended December 31, 2014, primarily consisting of purchase of fixed assets of ₹2,788.04 million for the expansion of the coffee retail business, construction of a building for commercial leasing and purchase of vehicles by the logistics business, investment in subsidiaries, associates and joint ventures of ₹307.25 million and investment in fixed deposits of ₹1,577.90 million, which was partially offset by proceeds from sale of fixed assets of ₹140.91 million, interest received of ₹276.24 million and dividends received of ₹153.90 million.

Net cash used in investing activities was ₹3,698.69 million for the Financial Year 2014, primarily consisting of purchase of fixed assets of ₹3,241.19 million for the expansion of coffee retail business, construction of buildings for commercial leasing, purchase of ships and land for our logistics business. and investment in fixed deposits of ₹1,127.04 million, which was partially offset by proceeds from sale of fixed assets of ₹31.09 million, sale of stakes in subsidiaries, associates and joint ventures of ₹119.64 million, interest of ₹368.22 million received and dividends of ₹150.59 million received.

Net cash used in investing activities was ₹9,842.65 million for the Financial Year 2013, which primarily consisting of purchase of fixed assets of ₹5,123.28 million for the expansion of coffee retail business, construction of building and purchase of plant and machinery for our commercial operations, purchase of ships and land for our logistic business and investment in subsidiaries, associates and joint ventures of ₹5,570.01 million, which was partially offset by proceeds from sale of fixed assets of ₹16.18 million, withdrawal of fixed deposits of ₹405.48 million, interest received of ₹385.80 million and dividends received of ₹43.18 million.

Net cash generated from investing activities was ₹1,297.74 million for the Financial Year 2012, primarily consisting of proceeds from sale of fixed assets of ₹47.25 million, withdrawal of fixed deposits of ₹8,580.87 million due to use in the expansion of our businesses, interest of ₹581.18 million received and dividends of ₹22.18 million received, which was partially offset by purchase of fixed assets of ₹4,888.67 million due to expansion of the coffee business, construction of buildings for commercial operations, purchase of ships and land for our logistics business and investment in subsidiaries, associates and joint ventures of ₹3,045.07 million.

Financing Activities

Net cash provided by financing activities was ₹854.67 million for the nine month period ended December 31, 2014, which primarily consisted of proceeds from long term and short term secured borrowings of ₹3,140.45 million, partially offset by interest paid of ₹2,285.78 million.

Net cash provided by financing activities was ₹870.07 million for Financial Year 2014, which primarily consisted of proceeds from long term and short term secured borrowings of ₹3,623.16 million, partially offset by interest paid of ₹2,724.19 million and preference dividend paid (including dividend distribution tax) of ₹28.90 million.

Net cash provided by financing activities was ₹6,995.98 million for Financial Year 2013, which primarily consisted of proceeds from long term and short term secured borrowings of ₹7,994.70 million and issue of share capital of ₹1,012.71 million, partially offset by interest paid of ₹1,983.84 million and preference dividend paid (including dividend distribution tax) of ₹27.59 million.

Net cash used in financing activities was ₹2,129.93 million for Financial Year 2012, which primarily consisted of issue of share capital of ₹32.91 million, offset by repayment of long term and short term secured borrowings of ₹717.68 million, interest cost of net of ₹1,306.79 million and preference dividend paid (including dividend distribution tax) of ₹138.37 million.

Cash Flow - CDGL (consolidated)

(in ₹million)

	For Financial Year			For the nine month period from April 1 to December 31, 2014
	2012	2013	2014	
Net cash provided by operating activities	1,520.03	1,600.01	2,304.60	1,413.53
Net cash (used in)/ provided by investing activities	(54.00)	(1,078.10)	(1,492.73)	(1,119.23)
Net cash used in financing activities	(611.97)	(852.16)	(803.87)	(170.99)
Increase in cash and cash equivalents	854.06	(330.25)	8.00	123.31
Cash and cash equivalents at the beginning of the year	611.67	1,319.35	924.10	905.27
Less: Book overdraft	(146.38)	(65.00)	(26.83)	(5.49)
Cash and cash equivalents at the end of the year	1,319.35	924.10	905.27	1,023.09

Operating Activities

Net cash provided by operating activities was ₹1,413.53 million for the nine month period ended December 31, 2014, primarily consisting of operating cash flow before working capital changes of ₹1,510.52 million, decrease in loans and advances and other current and non-current assets of ₹46.25 million and decrease in inventories of ₹333.03 million, which was partially offset primarily by cash of ₹249.62 million on account of an increase in trade receivables and cash of ₹249.62 million on account of a decrease in liabilities and provisions (current and non-current) for additional long term borrowings.

Net cash provided by operating activities was ₹2,304.60 million for the Financial Year 2014, primarily consisting of operating cash flow before working capital changes of ₹2,018.87 million, decrease in trade receivables of ₹309.60 million and liabilities and provision (current and non-current) of ₹282.43 million, which was partially offset by increase of ₹162.50 million in inventories and cash of ₹102.90 million on account of increase in loan and advances and other current and non-current assets for the increase in advances for capital goods and security deposit for Café Network leases.

Net cash provided by operating activities was ₹1,600.01 million for the Financial Year 2013, primarily consisting of operating cash flow before working capital changes of ₹1,703.71 million, decrease in trade receivables of ₹1.80 million and inventories of ₹4.80 million, which was partially offset primarily by ₹36.50 million on account of an increase in loan and advances and other current and non-current assets and ₹15.30 million on account of a decrease in liabilities and provisions (current and non-current).

Net cash provided by operating activities was ₹1,520.03 million for the Financial Year 2012, primarily consisting of operating cash flow before working capital changes of ₹1,256.13 million, decrease in trade receivables of ₹20.17 million decrease in inventories of ₹44.72 million and increase in liabilities and provision (current and non-current) of ₹268.03 million, which was partially offset primarily by ₹11.16 million on account of increase in loan and advances and other current and non-current assets

Investing Activities

Net cash used in investing activities was ₹1,119.23 million for the nine month period ended December 31, 2014, primarily consisting of purchase of fixed assets of ₹1,315.37 million due to capital expenditure incurred for expanding café outlets and vending machine, which was partially offset by proceeds from sale of fixed assets of ₹115.99 million, redemption of fixed deposits of ₹29.12 million and interest received of ₹51.03 million.

Net cash used in investing activities was ₹1,492.73 million for the Financial Year 2014, primarily consisting of purchase of fixed assets of ₹1,650.63 million due to capital expenditure incurred for expanding café outlets and vending machine, which was partially offset by proceeds from sale of fixed assets of ₹33.60 million, redemption of fixed deposits of ₹22.40 million and interest received of ₹101.90 million.

Net cash used in investing activities was ₹1,078.10 million for the Financial Year 2013, primarily consisting of purchase of fixed assets of ₹2,452.10 million due to capital expenditure incurred for expanding café outlets and vending machine, which was partially offset by proceeds from sale of fixed assets of ₹3.40 million, redemption of fixed deposits of ₹1,195.60 million and interest received of ₹175.00 million.

Net cash used in investing activities was ₹54.00 million for the Financial Year 2012, primarily consisting of purchase of fixed assets of ₹2,689.86 million due to capital expenditure incurred for expanding café outlets and vending machines, which was partially offset by proceeds from sale of fixed assets of ₹15.99 million, redemption of fixed deposits of ₹2,266.04 million and interest received of ₹353.83 million.

Financing Activities

Net cash used in financing activities was ₹170.99 million for the nine month period ended December 31, 2014, which primarily consisted of interest paid on loans of ₹341.21 million, which was partially offset by proceeds from short term secured and unsecured loans of ₹203.61 million, proceeds from long-term loans of ₹13.65 million and redemption of fixed deposit as security for a loan availed of ₹9.61 million.

Net cash used in financing activities was ₹803.87 million for Financial Year 2014, which primarily consisted of interest paid on loans of ₹419.10 million, preference dividend and tax on dividend paid of ₹28.90 million, repayment of short term secured and unsecured loans of ₹263.90 million, repayment of long-term loans of ₹82.67 million and investment in fixed deposit as security for a loan availed of ₹9.30 million.

Net cash used in financing activities was ₹852.16 million for Financial Year 2013, which primarily consisted of interest paid on loans of ₹360.00 million, preference dividend and tax on dividend paid of ₹27.00 million, repayment of long-term loans of ₹531.56 million, which was partially offset by proceeds from short term secured and unsecured loans of ₹56.80 million and redemption of fixed deposit as security for a loan availed of ₹9.60 million.

Net cash used in financing activities was ₹611.98 million for Financial Year 2012, which primarily consisted of interest paid on loans of ₹391.25 million, preference dividend and tax on dividend paid of ₹138.95 million, repayment of long-term loans of ₹223.11 million and investment in fixed deposit as security for a loan availed of ₹12.61 million, which was partially offset by proceeds from short term secured and unsecured loans, net of ₹153.95 million.

Working Capital and Indebtedness

As of December 31, 2014, our outstanding borrowings on a consolidated basis were ₹28,638.31 million.

Trade Receivables

Products are sold at our Café Network outlets, *Coffee Day Xpress* kiosks and F&G outlets for cash or against credit card payments. For credit card payments, we generally receive payment within two to three days. Because a large portion of our business involves cash retail sales, our trade receivables are relatively low.

Trade receivables represent receivables related primarily to our integrated logistics business, export sales of coffee beans, leases under our technology parks, and tea and coffee vending machine business. Our general credit terms provide for payment within 25 days for exports and 45 days for the vending business. Our income from technology parks is due on the 10th day of the subsequent month.

Our trade receivables increased from ₹2,618.72 million in Financial Year 2012 to ₹3,125.56 million in Financial Year 2013, primarily due to an increase of trade receivables at our subsidiary, SLL, which was acquired by us in September 2012, and decreased to ₹2,798.47 million in Financial Year 2014 . Our turnover for trade receivables, or debtors' turnover ratio (calculated based on average trade receivables (based on trade receivables at the beginning and end of the period divided by two), divided by income from operations over 360 days (with income from operations for the nine month period annualized)), was 47 days for Financial Year 2012, 49 days for Financial Year 2013, 47 days for Financial Year 2014 and 48 days for the nine month period ended December 31, 2014.

Trade Payables

Depending on the product or service, we typically obtain credit terms of between 45 to 60 days from suppliers.

Our days turnover for trade payables, or creditors' turnover days (calculated based on average trade payables (based on trade payables at the beginning and end of the period divided by two), divided by the aggregate of the cost of materials consumed and cost of logistic services divided by 360 days) was 43 days for Financial Year 2012, 43 days for Financial Year 2013, 42 days for Financial Year 2014 and 42 days for the nine month period ended December 31, 2014 (annualized).

Inventories

The following table sets forth our inventories as of the dates indicated.

(in ₹ million)

	For Financial Year			**As of December 31, 2014**
	2012	**2013**	**2014**	
Stock of traded goods	1.95	3.34	1.85	0.45
Stock of raw coffee and packing materials	420.96	356.00	334.41	66.14
Stock of perishables, consumables and merchandise	638.34	778.10	814.90	809.37
Work in progress	105.00	77.90	32.60	-
Finished goods of clean and roasted coffee	260.04	207.50	400.10	373.81
Stock of traded securities	-	10.18	0.20	0.20
Stores and spares	137.54	151.88	159.55	155.98
Loose tools	1.56	1.45	1.56	1.37
Commodities	22.71	28.73	9.24	-
Total	**1,588.10**	**1,615.08**	**1,754.41**	**1,407.33**

Our total inventory turnover days (calculated based on average inventories (based on inventories including finished and work-in-progress at the beginning and end of the period divided by two), divided by revenue from operation divided by 360 days changes in inventories of finished goods and work-in-progress multiplied by 360 days) was 35 days for Financial Year 2012, 28 days for Financial Year 2013, 27 days for Financial Year 2014 and 24 days for the nine month period ended December 31, 2014 (annualized).

Capital Expenditures

Historical Capital Expenditures

The majority of our capital expenditures during the past three years have been in relation to tangible fixed assets acquisitions and additions and capital work in progress. The details of company wise capital work in progress is provided below:

(in ₹ million)

Company	**For Financial Year**			**For the nine month period ended December 31, 2014**
	2012	**2013**	**2014**	
CDGL	396.5	358.8	319.5	350.0
TDL (including SLL)	5,826.9	6,947.1	7,919.0	8,589.2
W2W Securities	3.5	-	-	-
CDHRPL	157.7	15.3	15.7	15.7
CDTL	23.5	41.0	24.8	34.0
Total	**6,408.1**	**7,362.3**	**8,279.0**	**8,988.9**

The following table sets forth our historical capital expenditures for the periods indicated, based on acquisitions of, and additions to, fixed assets.

(in ₹ million)

Particular	For Financial Year			For the nine month period ended December 31, 2014
	2012	2013	2014	
Coffee business	2,652.85	2,454.30	2,026.71	1,284.95
Technology Parks	1,786.67	1,325.83	1,590.19	731.46
Hospitality	135.91	169.47	(13.72)	4.80
Financial services	78.77	12.94	13.15	13.83
Logistics	458.94	1,579.22	1,032.16	1,235.87
Others	21.21	33.49	19.35	38.58
Total	**5,134.35**	**5,575.24**	**4,667.84**	**3,309.49**

Planned Capital Expenditures

We expect that our capital expenditures for Financial Year 2016 and Financial Year 2017 will be used primarily for our expansion plan, see section "Objects of the Issue" on page 121.

(in ₹ million)

Company	For Financial Year	
	2016	2017
CDGL	3,154.00	1,755.00
TDL (including SLL)	2,600.00	1,600.00
Total	**5,754.00**	**3,355.00**

We anticipate that our capital expenditures in Financial Years 2016 and 2017 will be financed by funds generated from operations, borrowings as well as the proceeds from the Issue. Our actual capital expenditures may be significantly higher or lower than these planned amounts, or the timing of such expenditures may change, due to various factors, including, among others, changes in macroeconomic conditions, unplanned cost overruns and our ability to generate sufficient cash flows from operations. See section "Risk Factors - *We may fail to successfully implement our growth strategy, which includes opening new café outlets, penetrating deeper into existing geographic locations, expanding our vending machine segment and increasing our exports of coffee beans.*"

Material Contractual Obligations

The following table sets forth information regarding our material contractual obligations and commitments as of December 31, 2014.

(in ₹ million)

	Payment due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt obligations	31,264.96	6,358.25	13,787.98	7,969.85	3,148.88
Finance lease obligations	4.75	2.46	2.29	-	-
Operating lease obligations	7,665.41	1,037.87	2,782.54	1,281.72	2,563.27
Purchase obligations	273.48	273.48	-	-	-
Other long term liabilities reflected on the balance sheet	1,718.40	-	663.90	-	1,054.51
Total	**40,927.00**	**7,672.05**	**17,236.71**	**9,251.58**	**6,766.66**

Off-Balance Sheet Arrangements and Contingent Liabilities

As of December 31, 2014, we did not have any material off-balance sheet arrangements or contingent liabilities other than those disclosed in the financial statements.

Market Risks

We are exposed to various types of market risks in the ordinary course of business, including commodity price risks in relation to our raw materials, foreign currency exchange risks and inflation risks. From time to time, we use derivatives to hedge against exposures to market risks or for any other purposes, and we may use derivatives to hedge against exposures to market risks in the future.

Commodity price risks

We are exposed to market risks with respect to the prices of certain raw materials used in our coffee business including coffee beans, food, sugar, milk and packaging material. The costs for these raw materials are subject to fluctuation based on commodity prices. We have not entered into long term contracts in relation to procurement of coffee beans or other raw materials.

Foreign currency exchange risks

CDGL and TDL are exposed to foreign currency exchange risks with respect to its external commercial borrowings in currencies other than the Indian rupee. We had such borrowings of USD 155.77 million, USD 164.18 million, USD 167.85 million and USD 159.03 million for Financial Years 2012, 2013 and 2014 and as of December 31, 2014, almost all of which were denominated in US dollars. We are also exposed to foreign currency exchange risk in connection with our export contracts for coffee. We typically fix the price in US dollars at the time the contract is entered into and settlement occurs approximately within 45 days. However, during the period between the date we fix the contract price and the settlement date, we are exposed to fluctuations of the contract currency against the Indian rupee. However, typically to negate the risk of any volatility in exchange fluctuation, we usually book forward contracts. Similarly, we are exposed to foreign currency exchange risk when we purchase components for our vending business and syrup and other raw materials for our coffee business generally.

Inflation Risk

Inflationary factors such as increases in the cost of the products and services we purchase and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current margins if we are unable to increase the selling prices of our products and services correspondingly.

Seasonality

We are exposed to seasonality in our business. Coffee bean procurement tends to be seasonal with timings coinciding with the harvesting season. Sales in our cafés tend to experience some seasonality, in particular around religious and other holidays where we generally see an uptick in sales. Sales in our vending business tend to be lower in the hot months of summer compared to other times. SLL's business is affected by weather as that affects the requirements for coal for the generation of electricity.

Qualifications, Reservations and Adverse Remarks

In the report on the audited financial statements of our Company for Financial Years 2012, 2013 and 2014, our Statutory Auditors, have indicated certain matters in accordance with the CARO. The details of such CARO matters or adverse remarks along with the impact on our financial statements and the corrective steps taken or proposed to be taken by our Company are as below:

S. No.	Matters or adverse remarks	Impact on our financial statements and corrective steps taken or proposed to be taken by our Company
Financial Year 2014		
1.	"According to the information and explanations given to us and on the basis of our examination of the	There was no impact on our financial statements. The Company has taken corrective

S. No.	Matters or adverse remarks	Impact on our financial statements and corrective steps taken or proposed to be taken by our Company
	records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Sales Tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities *except for undisputed Income tax and Service tax dues which have not been regularly deposited by the Company with the appropriate authorities."*	steps and sought to assign the task to specific teams to ensure that all the taxes are deposited in time.
2.	"The accumulated losses of the Company at the end of the financial year are not more than fifty percent of its net worth. *The Company has incurred cash losses in the current financial year as well as in the immediately preceding financial year."*	There was no impact on our financial statements. The cash losses have arisen due to interest costs on loans taken to acquire investments.
Financial Year 2013		
1.	"Except for delays in remittance of Tax deducted at Source and Service tax, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities."	There was no impact on our financial statements. The Company has taken corrective steps and sought to assign the task to specific teams to ensure that all the taxes are deposited in time.
2.	There were no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2013 for a period of more than six months from the date they became payable, except for Tax deducted at source of Rs. 3,924,413	There was no impact on our financial statements. The Company has taken corrective steps and sought to assign the task to specific teams to ensure that all the taxes are deposited in time.
3.	"In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis amounting to Rs. 1,537,310,804 have been used during the year for long-term investment."	There was no impact on our financial statements. This situation is due to temporary mismatch in sources and application of funds which has been subsequently rectified in the next year.
Financial Year 2012		
1.	"Except for certain delays in remittance of Tax deducted at Source and Service tax, the Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities."	There was no impact on our financial statements. The Company has taken corrective steps and sought to assign the task to specific teams to ensure that all the taxes are deposited in time.

Significant developments subsequent to the last financial period

Other than as mentioned below, (a) to our knowledge, no circumstances have arisen since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect, our operations or profitability, the value of our assets or our ability to pay our material liabilities within the next 12 months; and (b) there is no development subsequent to December 31, 2014 that we believe is expected to have a material impact on the reserves, profits, earnings per share and book value of our Company.

1. Our Company was converted into a public limited company consequent to a special resolution passed by our Shareholders at the EGM held on January 17, 2015 and the name of our Company was changed to Coffee Day Enterprises Limited. A fresh certificate of incorporation consequent upon conversion to public limited company was issued by RoC on January 21, 2015.

2. Our Company on March 2, 2015, allotted 344,824 Equity Shares to certain individuals and entities at an issue price of ₹2,900 per Equity Share. For further information, see section "Capital Structure" on page 109.

3. Our Company on May 12, 2015, redeemed 115,402 0.001% Series A and 167,404 0.001% Series B non-convertible redeemable preference shares of ₹10 each allotted to Aten Portfolio Managers Private Limited for an aggregate amount of ₹719.29 million.

4. Our Company on May 8, 2015, allotted 102,140,857 Equity Shares to its Shareholders by way of a bonus issue in the ratio of seven Equity Shares for every one Equity Share held. For further information, see section "Capital Structure" on page 109.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below, there is no (i) litigation against our Company, Subsidiaries, Group Entities, Promoter, Directors or any other person whose outcome could have a material adverse effect on the position of our Company; (ii) litigation against the Directors involving violation of statutory regulations or alleging criminal offence; (iii) criminal/civil prosecution against the Directors in respect of tax liabilities; (iv) pending proceeding initiated for economic offences against our Company, Group Companies and the Directors; (v) adverse finding in respect of our Company, Group Companies or Promoter as regards compliance with the securities laws; (vi) default to financial institutions or banks by our Promoter and the Group Entities; (vii) past case in which penalty was imposed by the relevant authorities on our Company, Group Companies and the Directors; (viii) outstanding litigation or default relating to matters likely to affect the operations and finances of our Company and Subsidiaries including disputed tax liabilities and prosecution under any enactment in respect of Schedule V to the Companies Act, 2013; (ix) outstanding litigation, default, non-payment of statutory dues (including dues towards instrument holders such as debt instrument holders, fixed deposits and arrears on cumulative preference shares, by our Promoter and the Group Companies), proceeding initiated for economic offences or civil offences (including any past case, if found guilty), any disciplinary action taken by the SEBI or any recognised stock exchange against our Company, Group Companies Promoter and the Directors; (x) outstanding litigation or default in respect of Group Companies with which our Promoter was associated in the past but is no longer associated; (xi) default or litigation relating to over dues, labour problems, lock-outs or strikes against the Group Companies and (xii) small scale undertaking or any other creditor to whom our Company owes a sum exceeding ₹100,000 which is outstanding for more than 30 days.

Further, except as stated below, (a) there are no inquiries, inspections or investigations, initiated or conducted against our Company or the Subsidiaries, under the Companies Act, 2013 or the Companies Act, 1956, in the last five years; (b) no prosecutions have been filed (whether pending or not), fines imposed or compounding of offences for our Company or the Subsidiaries, in the last five years immediately preceding the year of this Draft Red Herring Prospectus; and (c) no material frauds have been committed against our Company in the last five years.

The outstanding litigations or pending litigations or suits or proceedings against our Company, Subsidiaries, Group Companies involving a claim of ₹10.00 million or more, and cases involving the Promoter, Directors, criminal complaints or cases, land dispute cases, defaults, non payment of statutory dues, proceedings initiated for economic or civil offences and disciplinary actions taken by SEBI or Stock Exchanges against our Company, Subsidiaries and Group Companies have been disclosed below. Additionally, the compiled position of claims against our Company, Subsidiaries and Group Companies involving an amount less than ₹10.00 million have been consolidated and appropriately disclosed below.

LITIGATION INVOLVING OUR PROMOTER

Litigation against our Promoter

A. Civil Proceedings

1. Samta Sanghi (the "**plaintiff**") has filed a civil suit bearing Civil Suit No. 38-B/2010 before the Court of the 9th Additional District Judge, Indore, against V.G. Siddhartha (the "**defendant no. 1**") and the café in-charge of the café located at UG-25, Apollo Square, Narayan Kothi (Janjeer wala chouraha), Indore, Madhya Pradesh (the "**defendant no. 2**") (together referred to as the "**defendants**"). The plaintiff has filed this suit for the purpose of recovery of rent, society maintenance charges, electricity bill and expenses incurred for installation of electric meter of the flat, which are allegedly due to be paid to the plaintiff by the defendants, amounting to a total sum of ₹0.16 million along with interest at 12% per annum from July 09, 2010 till the date of finalization of the suit. The matter is currently pending before the Court of the 9th Additional District Judge, Indore, Madhya Pradesh.

2. Ace Ventures (the "**petitioner**") has filed this civil recovery suit bearing OS. No. 889/2013 against V.G. Siddhartha, CDGL (formerly known as Amalgamated Bean Coffee Trading Company Limited) and Vikas Jain, (together referred to as the "**respondents**"), before the Court of the Civil Judge (Senior Division) at Nagpur, Maharashtra. The petitioner was a franchisee of Coffee Day Xpress for which he had remitted certain amount as security deposit with CDGL, which was subsequently returned to him post termination of his franchise agreement with CDGL. The present petition is for the recovery of

interest that the plaintiff is claiming on the said security deposit as a result of alleged delay in receiving the same from CDGL and the total claim of the petitioner in this matter is ₹0.46 million. The matter is currently pending adjudication before the City Civil Court at Nagpur, Maharashtra.

B. Tax Proceedings

3. The office of the Deputy Commissioner of Income Tax, Circle 11(1), Bengaluru (the "**department**") issued a notice bearing reference no. R/185 dated September 02, 2014 (the "**notice**") against V.G. Siddhartha (the "**noticee**") in connection with return of income, submitted on July 31, 2013, for the assessment year 2013 – 14. Through the notice, the noticee was called upon to attend the office of the department on September 11, 2014 for the purpose of submission of documents in support of the tax return filed by the noticee for the aforementioned assessment year. The authorized representatives of the noticee responded to the notice through correspondence dated September 09, 2014 seeking adjournment of the hearing so scheduled by the department. Further communication from the department on this issue is awaited.

C. Miscellaneous Proceedings

4. The office of the Food and Drug Administration, Maharashtra, has initiated adjudication proceedings against V.G. Siddhartha (amongst others) for the alleged violation of the provisions of the Food Safety and Standards Act, 2006 read with certain provisions of the Food Safety and Standards (License and Registration of Food Business) Regulations, 2011. For further details of this matter, see section "CDEL-Miscellaneous notices received" on page 396.

5. V.G. Siddhartha (amongst others) received a notice dated April 23, 2015, from the office of the Food and Drug Administration, Maharashtra, under the provisions of the Food Safety and Standards Act, 2006, and Food Safety & Standards Rules, 2011. For further details of this matter, see section "CDEL-Miscellaneous notices received" on page 396.

LITIGATION INVOLVING OUR COMPANY

Litigation against our Company

A. Proceedings under Companies Act, 2013

6. The office of the Ministry of Corporate Affairs, Government of India (the "**department**"), through an e-mail dated March 25, 2015, had communicated with CDEL with a mention of a Form GNL – 2 (the "**form**") (the form for submission of documents with the Registrar of Companies) dated March 16, 2015, submitted by CDEL, stating that the aforementioned form has to be resubmitted to the department along with the copy of board resolutions of CDEL. The e-mail also makes a mention of the delay in filing of Form PAS – 4 (the format of filing Private Placement offer letter) on behalf of CDEL along with a suggestion to make a compounding application for the condonation of the aforementioned delay. In line with the same, CDEL has resubmitted the form after making the compounding application. The form has been approved. Further, CDEL also filed Form CG – 1 (the form for filing application or documents with the Central Government for condonation of delay in filing of form PAS-4) with a request to the Registrar of Companies to not proceed with the compounding application until the application for condonation of delay is disposed off by the department.

B. Tax Proceedings

7. The office of the Assistant Commissioner of Service Tax, Service Tax – I (Erstwhile), Bengaluru (the "**department**") had issued a correspondence dated February 06, 2015, in relation to service tax regularisation under the Voluntary Compliance Encouragement Scheme – I ("**VCES**") by CDEL (formerly known as Coffee Day Resorts Private Limited) (the "**noticee**") for the half years ending on September 30, 2010 and March 31, 2011. In the said correspondence, the department had mentioned that the noticee had failed to fulfil the condition specified under section 106 of the Finance Act, 2013 (which deals with 'persons who are eligible to make declaration of tax dues') and hence the application of the noticee was liable to be rejected. The said correspondence also demanded for payment of service tax on an amount of ₹7.63 million. The noticee replied to the said correspondence from the department through its correspondence dated March 19, 2015 wherein it stated that service tax returns for the half years ending on September 30, 2010 and March 31, 2011 do not form part of the declarations made under the VCES scheme by the noticee.

8. The office of the Income Tax Officer, Coy. Ward 2(1)(2), Bengaluru (the "**department**") had issued a notice bearing reference no. Scr/AADCC3995L/3/ITO/W2(1)(2)/2015-16 dated April 09, 2015 to CDEL (formerly known as Coffee Day Resorts Private Limited) (the "**noticee**") under section 142(1) of the Income Tax Act, 1961 in relation to scrutiny of Income Tax for the assessment year 2013-14, wherein, along with a direction to appear before the department, certain documents necessary for the aforementioned scrutiny of the noticee were sought to be submitted with the department. The department had scheduled a personal hearing for the noticee in the matter on April 13, 2015. However, the noticee through its correspondence dated April 13, 2015 sought an adjournment of the hearing. Further communication from the department on this is awaited.

9. The office of the Deputy Commissioner of Income Tax, Circle 11(2), Bengaluru (the "**department**") had passed an order dated June 30, 2011 in relation to the assessment of income tax payable by CDEL (formerly known as Coffee Day Resorts Private Limited) for the assessment year 2009 – 10 disallowing exemption of payment of income tax on a total amount of ₹3.67 million, which was claimed by the Company in their return filed for the aforementioned assessment year. CDEL went on appeal against the said assessment order of the department before the Commissioner of Income Tax (Appeals), Bengaluru (the "**appellate authority no. 1**"), wherein the disallowances made by the department while assessing the income tax payable by the Company have been challenged by CDEL. The matter is currently pending adjudication before the appellate authority no. 1.

LITIGATION INVOLVING OUR SUBSIDIARIES

I. Litigation involving CDGL

Litigation against CDGL

A. Criminal Proceedings

10. The State of Maharashtra through government officials of the state government (the "**complainant**") had filed a criminal complaint bearing FIR no. 224/2012 against an erstwhile employee of CDGL namely Ramling Digambar Nitnvare (the "**accused**"), which is presently pending before the Cantonment Court Pune, Maharashtra. The accused was an erstwhile employee of a Café Coffee Day outlet at Pune (the "**café**"), Maharashtra, who had opposed and interrupted the demolition of unauthorized construction adjacent to the café, which was being conducted by the State Government officials. Subsequently, a physical fight broke out between the accused and government officials conducting the aforementioned demolition, as a result of which an FIR was registered against the accused. Thereafter the accused was arrested on the basis of the aforementioned FIR and was also released on bail, pending final outcome in the matter. The matter is currently pending adjudication before the Cantonment Court Pune, Maharashtra.

11. CDGL (the "**noticee**") received a notice from the Court of the Additional Magistrate of Gautambuddh Nagar at Noida, Uttar Pradesh (the "**Court**"), dated March 16, 2015, under the provisions of the Food Safety and Standards Act, 2006. The Government of Uttar Pradesh, represented by the food inspector (the "**department**") had collected food samples from one of the cafes of the noticee in Noida which were found to be in'violation of the regulations & misleading' as per the report of the food inspector. Accordingly, the Court passed an order against the noticee with a demand for the payment of an amount of ₹0.70 million on account of violation of regulations 2.2.2(7), 2.2.2(8), 2.2.2(10), 2.2.2(2) and 2.2.2(6) respectively, of the provisions of the Food Safety and Standards (Packaging & Labelling) Regulations, 2011, by the noticee. CDGL is in the process of filing an appeal against the aforementioned order of the Court.

12. In addition to the matter disclosed above, CDGL is party to three more criminal matters filed against it by the various State Governments through its food inspectors, under the provisions of the Prevention of Food Adulteration Act, 1954, alleging that CDGL (cafe outlets from where such food items were confiscated for testing) was selling adulterated food which did not conform to the food safety standards and also that the representation and nutritional values depicted on the packages were incorrect/inaccurate. The monetary impact of each of these matters on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

B. Civil Proceedings

13. CDGL is involved in 18 civil matters filed against it by various entities. The said 18 matters are of the nature of recovery suits, disputes between owners of the premise which housed the cafe/s of CDGL, disputes between CDGL and the owners of the premise which house cafes of CDGL, eviction suits, execution petitions, disputes in relation to royalty payable by CDGL for the music played in its cafes and writ petition. The monetary impact of each of these matters on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

C. Labour Proceedings

14. CDGL is party to nine labour matters filed against it by casual/contractual labourers of CDGL for the purpose of obtaining compensation/back wages from CDGL, as a result of injuries, both of recoverable as well as fatal nature, sustained by them while at work. The monetary impact of each of these matters on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

D. Consumer Proceedings

15. CDGL is party to ten consumer proceedings filed against it by various entities at various consumer forums. The said matters have been filed by various persons alleging deficiency of services, recovery of security deposit for obtaining cafe franchisee license from CDGL, compensation for injury sustained in a cafe of CDGL, recovery of difference of monies allegedly receivable from CDGL etc. The monetary impact of each of these matters on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

E. Arbitration Proceedings

16. CDGL is party to two arbitration matters filed against it by Indian Railway Catering and Tourism Corporation ("**IRCTC**") and Ahuja Plastics Limited ("**APL**"). IRCTC had initiated this arbitration proceeding against CDGL in order to recover an alleged payment overdue from CDGL. APL had initiated arbitration proceedings against CDGL for the purpose of recovery of service tax remitted by them to the tax department on account of some services rendered by APL to CDGL. The monetary impact of each of these matters on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

F. Tax Proceedings

17. The office of the Additional Commissioner of Income Tax, Range – 11, Bengaluru, issued a demand notice dated January 31, 2013, to CDGL (formerly known as Amalgamated Bean Coffee Trading Company Limited) (the "**noticee**") in connection with assessment of income tax payable by the noticee for the assessment year 2010 -11, wherein an amount of ₹204.35 million was added back to the income of the noticee and a demand for an amount of ₹96.17 million was made against the noticee. The noticee went on appeal against the aforementioned demand notice before the Commissioner of Income Tax (Appeals) - I (the "**first appellate authority**") through appeal memo dated February 21, 2013. The first appellate authority passed an Order in the matter, dated August 14, 2013, wherein the appeal filed by the noticee was partially allowed and exemption of income tax payable vis-a-vis income of the noticee to the extent of ₹138.22 million was allowed. The noticee went on appeal against this Order of the first appellate authority before the Income Tax Appellate Tribunal, Bengaluru (the "**second appellate authority**") and the matter is currently pending adjudication before the second appellate authority.

18. The office of the Commissioner of Service Tax, Bengaluru (the "**department**") issued a show cause notice ("**SCN**") dated October 24, 2013 bearing reference no. IV/16/353/2013 ST (Adjudication) dated October 24, 2013, demanding service tax under reverse charge for import of service on processing fee/upfront fee (IFC charges) paid to foreign lenders for lending foreign currency loan to CDGL (formerly known as Amalgamated Bean Coffee Trading Company Limited), for the period from 2008 to 2012 with a demand for an amount of ₹179.37 million (the amount includes tax + interest + penalty payable by CDGL for the issues specified in the SCN). CDGL filed its written reply to the said SCN through correspondences dated November 19, 2013 and January 30, 2014. Thereafter, the department passed an Order bearing No. 43/2014 dated September 09, 2014 for the amount of ₹16.03 million against CDGL, in the matter. Aggrieved by the same, CDGL preferred an appeal before the Custom Excise and Service Tax Appellate Tribunal Custom Excise and Service Tax appellate Tribunal (CESTAT), Bengaluru, wherein the matter is currently pending adjudication.

19. The office of the Additional Director General of Central Excise and Intelligence, Bengaluru zonal unit (the "**DGCEI/department**") issued a show cause notice (SCN) bearing reference no. Va/35/2013-14/BZU 1980/2014 dated April 15, 2014 concerning the period from October 2008 to March 2013 with a demand for an amount of ₹1,672.51 million against CDGL (formerly known as Amalgamated Bean Coffee Trading Company Limited). Through the aforementioned SCN, the department demanded reversal of cenvat credit on exempted services under rule 6(3) of Cenvat Credit Rules, 2004 for an amount of ₹1,602.34 million for the period of October 2008 to March 2013 and disallowance of cenvat credit of ₹70.17 million against services which are not eligible as input services for the period of October 2008 to March 2013. CDGL filed its written reply to the aforementioned notice though its correspondence dated September 29, 2014. The matter is currently pending for hearing before the Service Tax Commissioner, Bengaluru.

20. The office of the Deputy Commissioner of Sales Tax, Large Tax Unit (LTU) E- 621, Pune, Maharashtra, (the "**department**") post evaluation of Value Added Tax (VAT) payable for the period of 2007 - 08 had passed an assessment order (the "**impugned order**") bearing reference no. ASO/PUN/VAT-E-521/1415/6613892 dated December 30, 2014, demanding VAT on goods sold in aircrafts against CDGL (formerly known as Amalgamated Bean Coffee Trading Company Limited) with a demand for a total amount of ₹12.91 million. Aggrieved by the aforementioned order, CDGL preferred to go on appeal before the Joint Commissioner of Sales Tax (Appeals) 1, Pune, Maharashtra (the "**appellate authority no. 1**"). Interim stay on the impugned order has been granted by the appellate authority no. 1 and the appeal is currently pending for hearing and final disposal.

21. The office of the Additional Commissioner of Income Tax, Range 1(1), Bengaluru (the "**department**") had issued a demand notice dated March 19, 2015 with a demand for an amount of ₹30.00 million pertaining to assessment of income tax payable for assessment year 2012-13 against CDGL. CDGL preferred an appeal against the said demand notice and the findings of the department in the assessment order, through their appeal dated April 14, 2015 before the Commissioner of Income Tax (Appeal – I), Bengaluru (the "**appellate authority**") and the matter is currently pending adjudication of the appellate authority.

22. The office of the Deputy Commissioner of Income Tax, Range 1(1), Bengaluru (the "**department**") had issued a demand notice dated March 31, 2015, with a demand for an amount of ₹16.00 million pertaining to assessment of income tax payable for assessment year 2011-12 against CDGL. CDGL preferred an appeal against the said demand notice and the findings of the department in the assessment order, through their appeal dated April 14, 2015 before the Commissioner of Income Tax (Appeal – I), Bengaluru (the "**appellate authority**") and the matter is currently pending adjudication of the appellate authority.

23. In addition to the matters disclosed above, CDGL is party to nine more tax proceedings initiated against it by the various tax departments. Five of the nine proceedings are Value Added Tax (VAT) proceedings, both for the purpose of remission of demands put forth by the department as well as for general scrutiny of VAT payable by CDGL. Out of the remaining four matters, two matters are regular income tax scrutiny proceedings and the remaining two matters are issues of disagreements of CDGL with that of the tax department in terms of demands put forth by the department on income tax payable. The monetary impact of each of these matters on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

G. Miscellaneous notices received

24. CDGL (the "**noticee**") had received seven notices from the inspectors appointed under the Legal Metrology Act, 2009 (the "**Act**") at various state jurisdictions for non compliance of the provisions of the Act as a result of some discrepancies noticed while conducting inspection of the in house products being sold by the noticee at its various cafe outlets. The noticee preferred to file compounding applications for its omissions for all the aforementioned seven notices for a total sum of ₹0.56 million. Hence all the seven notices have been closed and the matters were resolved through the process of compounding, by CDGL.

25. CDGL, V.G. Siddhartha, Malvika Hegde, Jayraj C Hubli, Venu Madhav Amra, Sanjay Nayar, Nainesh Jaisingh, Parag Saxena, K.P. Balraj and M.S. Krishna Bhat (directors of CDEL together with CDGL referred to as the "**noticees**") received a notice from the office of the Food and Drug Administration, Maharashtra, dated December 30, 2014, under rule 3.1.1(6) of the Food Safety & Standards Rules,

2011 (hereinafter referred to as the "**notice**"). In the notice, it was alleged that the noticees are in contravention of the provisions of sections 26(1), 26(2)(v), 27(1) of the Food Safety & Standards Act, 2006 (the "**Act**") read with certain provisions of the Food Safety and Standards (License and Registration of Food Business) Regulations, 2011, which were punishable with pecuniary repercussions, as prescribed under the provisions of the Act. In the notice, it was also mentioned that the issue had been referred for adjudication and that the noticees had to make their respective representations before the adjudicating officer on or before May 12, 2015. Accordingly, the noticees responded to the aforementioned allegations levelled against them, in writing, addressing the said response to the adjudicating officer appointed in this matter. The outcome of the aforementioned adjudication proceedings are awaited.

26. CDGL (formerly known as Amalgamated Bean Coffee Trading Company Limited) (the "**noticee**") has received a legal notice dated November 06, 2014 from Novex Communications Private Limited (the "**agent**") on behalf of Yash Raj Films Private Limited ("**Yash Raj**") regarding an alleged infringement of copyright in sound recordings/songs of Yash Raj in the Café Coffee Day outlet located at Railway Shopping Centre, Vidya Vihar (East), Mumbai (the "**café**") on October 05, 2014. The main allegation is that the noticee had played some songs in their café without obtaining requisite licenses for playing such songs, the copyright of which belongs to Yash Raj. Through the aforementioned notice, Yash Raj has demanded a sum of ₹0.50 million towards compensation for playing songs of Yash Raj without consent and knowledge of Yash Raj and a sum of ₹5.00 million as liquidated damages for alleged infringement of copyright that belongs to Yash Raj. CDGL has responded to the said legal notice through their correspondences dated November 12, 2014 and December 24, 2014 wherein they denied the charges leveled against them by the agent on behalf of Yash Raj and has also sought certain documents from the agent for the purpose of issuing a reply to the aforementioned notice on merits.

27. CDGL, V.G. Siddhartha and Biju Nair have received a notice dated April 23, 2015 (the "**notice**"), from the office of the Food and Drug Administration, Maharashtra (the "**department**") under the provisions of the Food Safety and Standards Act, 2006, and Food Safety & Standards Rules, 2011, seeking some additional information in relation to the food samples taken for inspection from a cafe of CDGL on March 04, 2015. CDGL is in the process of replying to the notice along with the details sought to be furnished by CDGL to the department.

Litigation by CDGL

A. Criminal Proceedings

28. CDGL (the "**plaintiff**") has filed this petition bearing P.C. No. 944/2013 before the Court of IInd Additional JMFC at Chikkamagaluru, against BM Vishwanath (the "**defendant**"), under section 138 of the Negotiable Instruments Act, 1881. The defendant had received an advance monetary payment from the plaintiff for supply of coffee beans grown in his estate. The defendant had also issued a cheque for an amount of ₹13.80 million in favour of the plaintiff as security in lieu of the advances received by him from the plaintiff. However, the defendant had discontinued the supply of coffee beans. The plaintiff had made repeated requests to the defendant for resuming the said supply of coffee beans but to no avail. Thereafter, the plaintiff had presented the cheque for ₹13.80 million issued by the defendant in favour of the plaintiff for realisation of the amount, on the advice of the defendant. However, the said cheque was dishonoured. Thereafter, a legal notice dated December 14, 2012, was served upon the defendant by the plaintiff in relation to the aforementioned dishonour of the cheque. Hence, the plaintiff has gone ahead and filed the present petition for the purpose of recovery of the aforesaid ₹13.80 million. The matter is currently pending before the Court of IInd Additional JMFC at Chikkamagaluru, Karnataka.

29. Café Coffee Day (a division of Amalgamated Bean Coffee Trading Company Limited, now known as CDGL) (the "**complainant**") has filed this criminal complaint bearing reference no. 44/SW against Girish Pai (the "**defendant**"), an ex-employee of the complainant before the Court of the Hon'ble Metropolitan Magistrate, Mumbai. The defendant was entrusted with the responsibility of licensing/liaising with various government agencies/departments and for the same purpose he was entrusted with cash to the tune of ₹0.70 million along with certain documents in order to handle certain licensing issues on behalf of the complainant. However, the defendant stopped reporting to work after a while and was absconding thereafter. Subsequently the complainant's officials attempted to file an FIR with the police but were refused of the same as the dispute was regarded to be of civil nature by the police department. Thereafter, the complainant approached the metropolitan magistrate under section

156 of the Criminal Procedure Code, 1973 and filed a criminal complaint against the defendant under sections 23, 403, 406 and 417 of the Indian Penal Code, 1860. The metropolitan magistrate subsequently directed an investigation by the police in this matter. However, presently the police are trying to locate the whereabouts of the accused. The matter is currently pending with the police department for filing of charge sheet post completion of their investigation.

30. In addition to the matters already disclosed above, CDGL is party to 57 other criminal matters instituted by it under the provisions of Negotiable Instruments Act, 1881 (the "**NI Act**"). All these matters have been filed in order to remedy dishonoured cheques issued in favour of CDGL as a result of which CDGL has preferred to file proceedings against the entities issuing the said declined cheques under the provisions of the NI Act. The monetary impact of each of these matters on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

B. Civil Proceedings

31. CDGL (the "**petitioner**") has filed a revision petition bearing RP No. 143/2015 against Zarir Minoo Bharucha (the "**defendant no. 1**") and S. Ravi Prakash (the "**defendant no. 2**") (together referred to as the "**defendants**") before the High Court of Karnataka at Bengaluru in order to effect the purchase of a parcel of land from the defendants, for the purpose of which the petitioner and the respondents had entered into a compromise petition between themselves. Earlier, a memorandum of understanding ("**MOU**") dated December 23, 1996 was entered into between defendant no.1 and defendant no.2 wherein the defendant no.1 had agreed to purchase 11 acres and 17 guntas out of the 15 acres and 9 guntas of land held by the defendant no. 2 in land bearing survey no. 19, Mailasandra village, Kengeri Hobli, Bengaluru South Taluk for a consideration of ₹1.20 million per acre for 8 acres and 17 guntas and ₹0.60 million per acre for 3 acres. Some of the terms and conditions of the MOU were fulfilled, and some facts and circumstances had substantially changed. Hence, a new MOU dated December 27, 2000, was entered into between the defendants and the petitioner. As per the said new MOU the entire property admeasuring 15 acres and 9 guntas was agreed to be sold to the petitioner for a consideration of ₹22.50 million. When certain disputes arose, the petitioner filed O.S. no. 6772/2004 for specific performance of the memorandum of understanding dated December 27, 2000 and injunction, which was decreed by the XI Additional City Civil Judge, Bengaluru vide judgement and decree dated March 31, 2006. Aggrieved by the said judgement and decree the defendants filed an appeal bearing R.F.A. no. 1611/2006 before the High Court of Karnataka at Bengaluru. While the case was pending before the High Court of Karnataka at Bengaluru, the parties resolved the matter out of court by mutual negotiation and a compromise petition was also chalked out. As per the compromise petition, the defendants would retain 3 acres and 9 guntas of the suit property and sell the balance to the petitioner for a consideration of ₹140.00 million. The High Court of Karnataka, by order and decree dated December 20, 2013 directed that the parties abide by the compromise petition. Thereafter, the petitioner issued a notice to the defendants calling upon them to convert the land from agricultural to non-agricultural and get permission to sell the land, as required to be sold in terms of the compromise petition, to the petitioner, subsequent to which the petitioner would pay the balance amount of ₹134.00 million (with ₹6.00 million already being paid) as required to be paid to the defendants. In their reply dated July 5, 2014, the defendants have denied that they ever promised to get the lands converted from agricultural to non-agricultural and alleged that the petitioner is seeking to avoid payment within the time, as mandated in the compromise petition. The defendants have claimed that the compromise decree dated December 20, 2013, has been repudiated by the conduct of the petitioner, that the petitioner is not entitled to any rights under the decree and that the defendants are free to deal with the property as per their will. Having been aggrieved by the aforesaid, the petitioner has filed this revision petition which is pending before the High Court of Karnataka at Bengaluru.

32. In addition to the matter disclosed above, CDGL is party to 16 civil matters filed by CDGL against various entities. The said 16 matters are in the nature of civil recovery suits, writ petitions, eviction suits for the purpose of recovery of dues receivable by CDGL, rendition of proceedings initiated by inspector of legal metrology department of various states and opposing an eviction notice received by a cafe of CDGL from the owner of the premise. The monetary impact of each of these matters on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

C. Arbitration Proceedings

33. CDGL is party to five arbitration matters filed by CDGL against various entities. Three of the five matters have been filed for the purpose of recovery of monies due to CDGL and the remaining two

matters were for the purpose of restoration of electricity and water supply to the cafe outlets belonging to CDGL. The monetary impact of each of these matters on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

D. Consumer Proceedings

34. CDGL is party to one consumer proceeding filed by it against Reliance General Insurance Company ("**RGIC**") for the settlement of dispute regarding an insurance claim preferred by CDGL, which was rejected by RGIC. The monetary impact of this matter on CDGL is expected to be less than the monetary threshold of ₹10.00 million.

II. Litigation involving GCCWL

Litigation against GCCWL

A. Civil Proceedings

35. Govinda and others (the "**plaintiffs**") have filed this suit bearing O.S. No. 642/2014 against Hombalamma, GCCWL and others (together referred to as the "**defendants**") before the Court of Civil Judge at Hassan, Karnataka. Through the suit, the plaintiffs have contended that the plot of land bearing Sy. No. 57/2, measuring 2 Acres 32 Guntas situated at Guddenahally Village, Kasaba Hobli, Hassan Taluk, Karnataka actually belongs to them and not to GCCWL, as the papers concerning the plot reflect. The plaintiffs have challenged the sale of the said plot of land to GCCWL and have approached the court with the prayer to declare the plaintiffs as the owners of the plot by declaring the sale transaction of the plot in favour of the GCCWL to be void. The matter is currently pending before the Court of Civil Judge at Hassan, Karnataka.

Litigation by GCCWL

A. Civil Proceedings

36. GCCWL (the "**plaintiff**") has filed this suit bearing O.S. No. 718/2010 against Lakshmanna and Devaraje Gowda (the "**defendants**") before the Court of Civil Judge (Junior Division) and JMFC at Hassan, Karnataka. GCCWL, which is the owner of a plot of land and a house constructed on it, situated at sy. no. 60 P2, measuring 2880 square feet, situated at Guddenahally village, Kasaba Hobli, Karnataka, has filed this suit with the complaint that the defendants have forcefully removed the fence and entered and dug up a trench within the area of the plot belonging to the plaintiff. The present petition is for the purpose of obtaining a permanent injunction against the defendants and their men/agents from interfering with the plaintiff's peaceful possession of the aforementioned plot of land, of which the plaintiff is the rightful owner. The suit is currently sub judice before the Hon'ble Civil Judge (Junior Division) and JMFC at Hassan, Karnataka.

III. Litigation involving CDPIPL

Litigation against CDPIPL

A. Tax Proceedings

37. CDPIPL is party to one tax proceeding initiated by the Income Tax Department, Bengaluru regarding pending scrutiny assessment for the financial year 2013 – 14. The monetary impact of this matter on CDPIPL is expected to be less than the monetary threshold of ₹10.00 million.

Litigation by CDPIPL

A. Civil Proceedings

38. CDPIPL (the "**plaintiff**") has filed a petition bearing C.M.P. no. 80/2012 before the High Court of Karnataka at Bengaluru against Reid and Taylor (India) Limited (the "**respondent**"). The petition has been filed seeking appointment of an arbitrator. The plaintiff had leased a property in the Oakshoot Place, bearing new no. 44, located at 86, M.G. Road, Bengaluru, admeasuring a carpet area of 9,945 sq. ft., from Ektara Enterprises Private Limited for a period of 4 years and 10 months i.e. from August 6, 2011 to June 5, 2016. Subsequently, the plaintiff entered into a sub-lease agreement dated September 2,

2011 with the respondent for a period of 9 months, from September 2, 2011 to June 1, 2012 and extendable for another period of 3 years by executing a fresh sub-lease agreement. The respondent was required to pay ₹1.30 million monthly, as sub-lease rent. Since the respondent failed to carry fit-out work at the property and to pay rents when invoices were raised by the plaintiff, the sub-lease agreement was terminated by the plaintiff through a notice dated April 25, 2012. The plaintiff claimed an amount of ₹17.63 million from the respondent and called upon the respondent to hand over the possession of the premise. Thereafter, through a notice dated May 16, 2012 addressed to the defendant, the plaintiff sought reference of the disputes to arbitration in terms of the sub-lease agreement and nominated a former Judge of the Karnataka High Court as the sole arbitrator to adjudicate on the dispute between the parties. Through its reply dated May 21, 2012, the respondent stated that it did not concur on the appointment of the arbitrator. Thereafter, the plaintiff filed the present petition bearing C.M.P. no. 80/2012 seeking the appointment of a former judge of the Karnataka High Court as the sole arbitrator in respect of the disputes between the plaintiff and the respondent arising under the sub-lease agreement. In its objection statement to the petition, the respondent claimed that the sub-lease agreement has not been stamped and registered in accordance with law, and that the termination of the sub-lease agreement is invalid, illegal and contrary to the sub-lease agreement, and also that the plaintiff had not transferred possession of the premise to the respondent and that it also objects the appointment of a former Judge of the Karnataka High Court as the sole arbitrator. The matter is currently pending before the High Court of Karnataka, Bengaluru.

IV. Litigation involving AHL

Litigation against AHL

A. Tax Proceedings

39. AHL is involved in two tax proceedings initiated against it by the Income Tax Department. One of the matters is regarding disallowance of certain tax benefits to AHL by the assessing officer. The other matter is a regular income tax scrutiny proceeding with the tax department. The monetary impact of each of these matters on AHL is expected to be less than the monetary threshold of ₹10.00 million.

V. Litigation involving CLL

Litigation against CLL

A. Tax Proceedings

40. CLL is involved in one tax proceeding initiated by the Income Tax Department, Bengaluru, regarding pending scrutiny assessment of income tax payable for the assessment year 2013 – 14. The monetary impact of this matter on CLL is expected to be less than the monetary threshold of ₹10.00 million.

VI. Litigation involving W2W Brokers

Litigation against W2W Brokers

A. Criminal Proceedings

41. A criminal revision petition bearing Cri.R.P. No. 117/2013 has been filed by Balraj Shetty, Mahesh Kumar, SN Faheem (employees of W2W Brokers) (the "**appellants**") against Praveenchandra Shetty (the "**respondent no. 1**"), the state of Karnataka through the sub-inspector of Police, Mangaluru East Police Station (the "**respondent no. 2**") (together referred to as the "**respondents**") under sections 397 and 399 of the Code of Criminal Procedure, 1973, at the Court of Sessions Judge Dakshina Kannada, Mangalore, against the order of JMFC (II Court), Mangaluru, (in crime No. 70/2012) dated February 12, 2013 (the "**impugned order**"). The impugned order had dismissed the "B" Final Report of the police, filed by the Mangaluru East Police Station and directed to register criminal case against the appellants. An FIR was registered under Crime No.: 70/2012 against the appellants who were officials of W2W Brokers (the "**broker**"), for offence punishable under section 420 read with section 34 of the Indian Penal Code, 1860 (IPC). The main allegation against the appellants in the said FIR was that the electronic trading platform of the broker was not approved by the National Stock Exchange of India Limited, as a result of which the trades in securities executed by the appellants through the broker's trading window on behalf of the respondent no. 1 are illegal and hence attracted the provisions of section 420 read with section 34 of the IPC. Since the impugned order directed the respondent no. 2 to

register a criminal case against the appellants in the form of an FIR, the appellants sought and obtained an anticipatory bail in the matter while the police investigation concerning the registered FIR was on. The matter is currently pending at the Court of the Sessions Judge Dakshina Kannada, Mangaluru, Karnataka.

42. W2W Brokers (the "**broker**") and Raghavendra Kumar, Legal and Compliance officer with the broker (together referred to as the "**petitioners**"), have filed this miscellaneous petition bearing Cr.M.P. No. -2699/2014 with the High Court of Jharkhand at Ranchi under section 482 of the Code of Criminal Procedure, 1973, for the purpose of quashing of the FIR filed with the Dhurwa Police Station in Jharkhand and others (the "**respondents**"), in relation to Dhurwa Police Station Case No. 11/12 corresponding to G.R. No. 240/2012 (Complaint Case No. 1653/2011) and all the proceedings arising therefrom, instituted under sections 409, 420, 503, 506 and 34 of the Indian Penal Code, 1880. The complaint/FIR was filed against Amarendra Kumar Singh (introducer of Santosh Kumar Soni to Rajnish Kumar), Rajnish Kumar (registered sub-broker of the broker), Amit Kumar, Shashi Kumar, the broker and Raghavendra Kumar. The FIR was instituted by the Dhurwa Police Station based on the complaint of Santosh Kumar Soni, who was a client of the broker, alleging certain improprieties committed jointly in dealing with the money and/or securities belonging to Santosh Kumar Soni, on the part of all the accused persons, as named in the complaint/FIR. Santosh Kumar Soni has also alleged inaction on the part of the broker in dealing with the complaint filed by him concerning his aforementioned issues. However, no specific allegation has been levelled against Raghavendra Kumar in the complaint/FIR. The petition has been admitted and is presently sub-judice before the High Court of Jharkhand at Ranchi.

43. A petition bearing reference no. 36/2012 has been preferred before the High Court of Calcutta (Kolkata) by Satyen Rai Rana, Raghavendra B, Chanchal Mallik, Anand Biyani (hereinafter referred to as the "**petitioners**"), employees of W2W Brokers (hereinafter referred to as the "**broker**"), for the purpose of quashing of a chargesheet filed by Kolkata Police (the State of West Bengal) (the "**respondent no. 1**"), in relation to the FIR filed under sections 406, 420, 467, 468, 471 and 120B of the Indian Penal Code, 1860, by Kantadevi Tibrewala (the "**respondent no. 2**") with the Hare Street Police station in Kolkata, West Bengal. In the aforementioned chargesheet formed on the basis of the complaint/FIR filed by the respondent no. 2, it has been alleged that a wrongful loss to the tune of ₹0.35 million has been caused to the respondent no. 2 as a result of fraudulent and unauthorised trading in the shares belonging to the respondent no. 2 by the broker and the petitioners. The respondent no. 2 had earlier approached the Investor Services Cell (ISC) of the National Stock Exchange of India Limited (NSEIL) against the petitioners/broker for the resolution of his grievance. The ISC of NSEIL after evaluating the claims of the respondent no. 2 as well as the documents/evidences produced by the broker in support of their claims did not find fault with the broker and closed the matter accordingly. Thereafter, the respondent no. 2 went ahead and filed the criminal complaint against the petitioners. At present the quashing application filed before the High Court of Calcutta (Kolkata) is pending adjudication.

44. Uma Sudhir and TS Sudhir (the "**petitioners**") have filed a criminal complaint through FIR bearing No. 18/2012 dated March 09, 2012 which is presently before the Court of the Additional Chief Metropolitan Magistrate at Nampally, Hyderabad, Andhra Pradesh against W2W Brokers (the "**broker**"), PS Sabitha – Branch Manager of the broker at East Marredpally, Secunderabad, Andhra Pradesh and another (ex-employees of the broker since their employment was terminated by the broker post the registration of the offences against them) (together referred to as "**accused**"). The complaint was filed alleging criminal breach of trust, criminal misappropriation, fraud and cheating against the accused for a total sum of ₹24.70 million. However, the petitioners, through their correspondence dated May 29, 2013, had written to the Additional Director General of Police and the investigating officer, Crime Investigation Department of Hyderabad, Andhra Pradesh and expressed their desire to withdraw the matter against the broker. However, the matter against the ex-employees of the broker is still pending before the Court of the Additional Chief Metropolitan Magistrate at Nampally, Hyderabad, Andhra Pradesh.

B. Arbitration Proceedings

45. W2W Brokers (the "**broker**") is party to eight arbitration proceedings filed against them by various entities/clients of the broker, pending before various forums. All of these eight proceedings, are appeals filed by the clients of the broker against orders of arbitration proceedings held at the arbitration forum of the Stock Exchanges. Five of these appeals were filed before High Courts of various jurisdictions

and the remaining three have been filed before Courts of City Civil Judges of various jurisdictions. The monetary impact of each of these matters on the broker is expected to be less than the monetary threshold of ₹10.00 million.

C. Consumer Proceedings

46. W2W Brokers (the "**broker**") is involved in five different consumer matters filed against it by some of its clients, which are pending at various consumer forums across the country. These consumer complaints have been filed against the broker alleging deficiency in service, unauthorized securities trades, non payment of clients' dues, amongst others. The monetary impact of each of these matters on the broker is expected to be less than the monetary threshold of ₹10.00 million.

D. Tax Proceedings

47. W2W Brokers is involved in five tax matters initiated against it by the Tax Department. These are presently instituted as appeals against the orders passed by tax assessing authorities against it. Four of these five matters are appeals against the orders of income tax assessing authorities and one matter is an appeal against the decision of services tax assessment authority. The monetary impact of each of these matters on W2W Brokers is expected to be less than the monetary threshold of ₹10.00 million.

Litigation by W2W Brokers

A. Civil Proceedings

48. W2W Brokers (the "**broker**") is party to two civil matters filed by them against the Union of India and others and the Assistant Provident Fund Commissioner (Compliance), Bengaluru, respectively. The first matter is a writ petition filed by the broker against the Union of India and others, before the High Court of Karnataka at Bengaluru. This matter is for the purpose of quashing of a notice of audit against the broker issued by the Office of the Comptroller of Auditor General. The other matter a civil petition filed by the broker against the Assistant Provident Fund Commissioner (Compliance), Bengaluru and their demand for payment of provident fund contribution by the broker. The monetary impact of each of these matters on the broker is expected to be less than the monetary threshold of ₹10.00 million.

B. Arbitration Proceedings

49. W2W Brokers (the "**broker**") has filed this arbitration appeal before the High Court of Bombay (Mumbai) bearing arbitration petition no. 807/2011 against Yeshwanti Anja (the "**respondent**") under section 34 of the Arbitration and Conciliation Act, 1996, against the order of the arbitral tribunal of the Bombay Stock Exchange, dated December 30, 2010, and as rectified on March 09, 2011. In the present petition, the respondent had been trading as one of the major clients of the broker, often taking substantial open positions in shares through the broker. However, sometime in September 2008, the respondent's account became irregular and payment in lieu of shares purchased on behalf of the respondent became overdue to the tune of ₹50.00 million, mainly due to large buy orders being executed in the scrip of Refex Refrigerants Limited in favour of the respondent. Once the payment for the same was outstanding and the respondent neglected/failed to make good on the payment obligation for the same, the broker referred the matter to the arbitration platform of the Bombay Stock Exchange making a total claim of ₹53.58 million against the respondent. This claim was subsequently revised/reduced to ₹48.97 million by the broker by removing some fees and taxes payable to them. The panel of arbitrators ruled the matter in favour of the broker, however allowing only a part of the claim (₹17.30 million) against the respondent. Also, the tribunal granted an interest at 9% per annum as opposed to the 18% per annum, as sought by the broker. Being aggrieved by the aforementioned orders, the broker moved the present arbitration appeal under section 34 of the Arbitration and Conciliation Act, 1996, for the recovery of the total amount of ₹48.90 million, which is pending adjudication.

50. In addition to the matter disclosed above, W2W Brokers is party to four arbitration proceedings filed by it against orders of the arbitral tribunals of the arbitration forums set up by the Stock Exchanges. The monetary impact of each of these matters on W2W Brokers is expected to be less than the monetary threshold of ₹10.00 million.

VII. Litigation involving W2W Securities

Litigation against W2W Securities

A. Tax Proceedings

51. W2W Securities is involved in one service tax proceeding initiated against it by the Tax Department, which is presently pending as an appeal filed by W2W Securities against the Order of the Additional Commissioner of Service Tax, Bengaluru, demanding remission of additional service tax pertaining to the assessment year 2004 - 05. The monetary impact of this matter on W2W Securities is expected to be less than the monetary threshold of ₹10.00 million.

Litigation by W2W Securities

A. Consumer Proceedings

52. W2W Securities is involved in one consumer proceeding filed by them against Oriental Insurance Company Limited (the "**defendant**") before the State Consumer Disputes Redressal Commission, Mumbai, Maharashtra, for the purpose of recovery of insurance claim of W2W Securities against the defendant. The monetary impact of this matter on W2W Securities is expected to be less than the monetary threshold of ₹10.00 million.

VIII. Litigation involving ASPL

Litigation against ASPL

A. Tax Proceedings

The office of the Income Tax Officer, Ward 12(2), Bengaluru (the "**department**"), issued a notice dated September 02, 2014, under section 143(2) of the Income Tax Act, 1961, against ASPL, in connection with clarifications regarding the return of income submitted by ASPL for the assessment year 2013 – 14. Through the aforementioned notice, the department had summoned ASPL to appear before the department on September 12, 2014. ASPL, through its correspondence dated September 08, 2014, sought an adjournment to the said hearing before the department. Further communication from the department in this matter is awaited.

IX. Litigation involving W2W Commodities

Litigation against W2W Commodities

A. Civil Proceedings

53. W2W Commodities (a subsidiary of W2W Brokers) (the "**defendant**") is involved in one civil recovery suit filed against them by Gaurav Jaiswal (ex-employee of the defendant) (the "**plaintiff**") for the purpose of recovery of dues as allegedly receivable by the plaintiff post termination from employment of the defendant. The matter is currently pending before the City Civil Court at Bengaluru. The monetary impact of this matter on W2W Commodities is expected to be less than the monetary threshold of ₹10.00 million.

X. Litigation involving Mandi2Market

Litigation against Mandi2Market

A. Tax Proceedings

54. Mandi2Market is party to one tax proceeding initiated against it by the office of the Commissioner of Commercial Tax (Enforcement), Gujarat, regarding alleged non remission of Value Added Tax with the Tax Department. The monetary impact of this matter on Mandi2Market is expected to be less than the monetary threshold of ₹10.00 million.

XI. Litigation involving TCBPL

Litigation by TCBPL

A. **Criminal Proceedings**

55. TCBPL (a subsidiary of Techno Shares and Stocks Private Limited) is a party to a criminal matter filed by them against Prem Naresh Nayak (the "**accused**") under section 138 of the Negotiable Instruments Act, 1881, for the recovery of certain sum of money, since a cheque issued by the accused in favour of TCBPL was dishonoured. The monetary impact of this matter on TCBPL is expected to be less than the monetary threshold of ₹10.00 million.

XII. **Litigation involving TSSPL**

Litigation against TSSPL

A. **Tax Proceedings**

56. TSSPL (a subsidiary of W2W Brokers) is party to one tax matter initiated against it by the Income Tax Department. The matter is pending in the form of an appeal filed by TSSPL against an Order of the assessing officer of Income Tax Department, Mumbai, Maharashtra, before the Income Tax Appellate Tribunal, Mumbai. The subject matter of dispute in this matter is the method of calculation of long term capital gains on the sale of shares by the tax authorities. The monetary impact of this matter on TSSPL is expected to be less than the monetary threshold of ₹10.00 million.

XIII. **Litigation involving TDL**

Litigation against TDL

A. **Civil Proceedings**

57. TDL is party to two civil matters filed against TDL by Concorde Designs Private Limited and Synowledge PV Services India Private Limited respectively. Both the matters have been filed before the Court of the City Civil Judge, Bengaluru for the purpose of recovery of monetary claims allegedly pending payment by TDL to the entities in lieu of services availed of by TDL. The monetary impact of each of these matters on TDL is expected to be less than the monetary threshold of ₹10.00 million.

B. **Tax Proceedings**

58. The office of the Assistant Commissioner of Income Tax (TDS), Bengaluru (the "**department**") had issued a show cause notice (SCN) bearing reference no. ACIT (TDS)/C- 18 (2)/13-14/11 dated October 17, 2013, against TDL (the "**noticee**") and penalty proceedings notice dated August 18, 2014 raising the issue of late remission of tax deducted at source (TDS) collected by the noticee while making payment for various services availed of by the noticee during the Assessment Years ("**AY**") 2011 - 12, 2012 – 13 and the first and second quarter of AY 2013 – 14, for a total amount of ₹34.61 million. The noticee submitted its written replies to the aforementioned notice through correspondences dated November 24, 2014 and November 28, 2014. Thereafter, the department passed an Order dated December 4, 2014 in the matter, upholding the demand put forth by the department through the SCN. Aggrieved by the same, the noticee filed an appeal against the order of the department before the Commissioner of Income Tax (TDS), Bengaluru (the "**first appellate authority**"). Subsequently, the noticee, through a correspondence dated December 17, 2014 addressed to the first appellate authority proposed to pay a compounding fee for a total amount of ₹6.31 million with regard to the present matter. The matter is currently pending adjudication with the office of the first appellate authority.

59. In addition to the matter disclosed above, TDL is party to three more tax matters initiated against it by the Income Tax Department (the "**department**"). Two of these matters are issues regarding computation of income tax payable by TDL. The remaining matter is regarding general scrutiny of income tax payable by TDL. The monetary impact of each of these matters on TDL is expected to be less than the monetary threshold of ₹10.00 million.

Litigation by TDL

A. **Civil Proceedings**

60. TDL is party to five civil matters filed by TDL against individuals, all before the Court of Civil Judge, Senior Division, Panvel, Maharashtra. All the suits are for specific performance of the covenants laid

down in an agreement entered into between TDL and the individuals. The monetary impact of each of these matters on TDL is expected to be less than the monetary threshold of ₹10.00 million.

XIV. Litigation involving TRRDPL

Litigation against TRRDPL

Tax Proceedings

61. TRRDPL is involved in one tax proceeding initiated by the Income Tax Department, Bengaluru, regarding pending scrutiny assessment for income tax payable for the assessment year 2012 – 13. The monetary impact of this matter on TRRDPL is expected to be less than the monetary threshold of ₹10.00 million.

XV. Litigation involving GVIL

Litigation against GVIL

Tax Proceedings

62. GVIL is involved in one tax proceeding initiated by the Income Tax Department, Bengaluru, regarding pending scrutiny assessment for income tax payable for the assessment year 2013 – 14. The monetary impact of this matter on GVIL is expected to be less than the monetary threshold of ₹10.00 million.

XVI. Litigation involving SLL

Litigation against SLL

A. Criminal Proceedings

63. RK Pandey (the "**petitioner no. 1**") and Ashok Kumar Sahu (the "**petitioner no. 2**") (together referred to as the "**petitioners/accused**") have filed this petition bearing Crl.O.P.No. 12275/2011 against crime no. 4/2013, in relation to obtaining an order of stay in all further proceedings in crime no. 4/2013 and also to get the FIR registered against the petitioners quashed in the High Court of Judicature at Madras (Chennai) against the State of Tamil Nadu (the "**respondent no. 1**") and SLL (the "**respondent no. 2**") (together referred to as the "**respondents**"). The aforementioned FIR pertains to a complaint lodged by respondent no. 2 alleging creation of forged/fabricated documents by the petitioners for wrongful gains. The matter is currently pending before the High Court of Judicature at Madras (Chennai).

64. Rajasekaran (the "**plaintiff**") filed a criminal complaint against Joydeep Chatterjee and eight others (employees and ex-employees of SLL) (together referred to as the "**defendants**"), with the Hare Street police station, Kolkata, West Bengal, alleging illegal termination from the services of SLL using forged/ fabricated documents by the defendants. Subsequently, the plaintiff approached the Court of the Chief Metropolitan Magistrate, Kolkata, West Bengal with the aforementioned allegation under section 156(3) of Code of Criminal Procedure, 1973, which was registered as criminal petition bearing case no. 569/2014. The Court has ordered the Hare Street Police Station to conduct investigation in the matter and report the same. The matter is currently under enquiry and no charge sheet has been filed.

B. Civil Proceedings

65. Anand Transport (the "**plaintiff**") has filed this petition bearing C.S. No. 836/2003 before the High Court of Judicature at Madras (Chennai) against South India Corporation (Agencies) Limited (currently known as SLL) (the "**defendant**"). The plaintiff and the defendant had entered into an agreement for the purpose of rendition of services like stevedoring, transporting and handling cargo of the defendant, by the plaintiff. However, the aforementioned agreement was terminated by the defendant as the said services were no longer needed. Thereafter, the plaintiff filed this petition seeking injunction against the defendant from removal of the plaintiff's consignment lying at Chennai port and also for the purpose of withdrawal of termination of the aforementioned agreement. Further, the plaintiff has also claimed ₹90.47 million along with interest at 24% per annum from the date of the plaint to the date of realisation of the amount as well as the costs of institution of the present suit from the defendant. The defendant has also put forth a counter claim of ₹15.60 million against the plaintiff on account of dues

payable to the plaintiff. The matter is currently pending before the High Court of Judicature at Madras (Chennai), Tamil Nadu.

66. Marg Constructions Limited (the "**plaintiff**") filed a suit bearing C.S. No. 811/2004 before the High Court of Judicature, Madras (Chennai) for specific performance of a contract claiming that it had entered into an oral agreement with SLL (formerly known as South India Corporation (Agencies) Limited) (the "**defendant**") in order to purchase certain properties admeasuring about 46.91 acres, located in Sholinganallur Village, South Chennai, Tamil Nadu. SLL had also claimed that it had deposited an amount of ₹20.00 million in an escrow account as earnest money for the aforementioned transaction and also sought for injunction restraining the alienation of the said properties by the plaintiff. However, the application for injunction was dismissed by the court. Subsequently, the plaintiff had also withdrawn the said ₹20.00 million from the escrow account. Currently, the matter is pending before the High Court of Judicature, Madras (Chennai), Tamil Nadu, for final disposal.

67. In addition to the matters disclosed above, SLL is party to 22 civil matters filed against SLL by various entities pending before various courts across the country. The 22 matters are civil disputes of the nature of civil recovery suits for recovery of outstanding payments, damages, suits filed for obtaining injunctions, specific directions from the Court for removal of manpower and machinery from ports and warehouses, compensation for breaches of contracts, filed by various entities against SLL. The monetary impact of each of these matters on SLL is expected to be less than the monetary threshold of ₹10.00 million.

C. Consumer Proceedings

68. SLL is involved in one consumer matter filed against it and New India Assurance Company Limited (the "**insurance company**") and others by Hindustan Copper Limited ("**HCL**") before the National Consumer Disputes Redressal Commission, New Delhi for the purpose of recovery of insurance claim against some stolen petrol belonging to HCL, which was being carried in SLL's trucks. The monetary impact of this matter on SLL is expected to be less than the monetary threshold of ₹10.00 million.

D. Labour Proceedings

69. SLL is involved in 14 labour matters filed against it by various labourers who were employed as casual labourers working for SLL or its subcontractors. In all the 14 matters, claims have been made against SLL on behalf of the labourers who have either sustained some injury or have been fatally wounded, while at work and also cases have been filed as appeals against their dismissal from employment. The monetary impact of each of these matters on SLL is expected to be less than the monetary threshold of ₹10.00 million.

E. Miscellaneous Proceedings

70. SLL is party to 21 matters that have been filed against SLL under the Motor Vehicles Act, 1988, claiming compensation as a result of accidents suffered by employees/labourers/contractors of SLL, while at work. The monetary impact of each of these matters on SLL is expected to be less than the monetary threshold of ₹10.00 million.

F. SEBI Proceedings

71. A show cause notice (the "**SCN**") was issued by the Securities and Exchange Board of India ("**SEBI**") bearing reference no. EAD-6/AK/RSL/1956/2015/7, dated January 16, 2015, under Rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (the "**Rules**") read with Section 15 I of the Securities and Exchange Board of India Act, 1992 (the "**SEBI Act**") to South India Corporation (Agencies) Limited (now known as SLL) ("**SLL/ company**"), amongst others. In the SCN, SEBI has alleged that promoters/promoter group entities of Automobile Products of India Limited (the "**target company**") namely Elliot Investments Private Limited, Success Investments Private Limited and Everest Investments Private Limited together with persons acting in concert ("**PAC**") with them have breached regulation 11(2) read with regulation 14 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997 (the "**takeover regulations**"). SLL has been included within the list of the PACs, amongst others, in terms of the aforementioned breach of the provisions of the takeover regulations. The allegation against SLL and its PACs (some of whom are promoter group entities of the target company, as mentioned above)

is that they have acquired shares of the target company even though their consolidated shareholding in the target company was more than 75% of the share capital of the target company. SLL responded in writing to the above SCN through their correspondence dated March 09, 2015 wherein it was stated that even though the acquisitions in the target company were in the knowledge of SLL, the company was not a party to the said acquisitions. The matter is currently pending decision of the Enquiry and Adjudicating Officer appointed to adjudicate over this matter.

72. South India House Estates and Properties Limited (the "**applicant**"), which was promoted by SLL, had filed a consent application with SEBI dated March 12, 2015, for an alleged violation of regulations 10, 11(2) and 12 read with regulation 14 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997. However, SEBI, through its correspondence bearing reference no. EFD/DRA1/OW/12003/2015 dated April 29, 2015, had returned the said consent application mentioning that the application had certain deficiencies as it did not contain all the requisite details and hence the application was not in order as specified under the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014.

G. Proceedings under Companies Act, 1956

73. SLL (the "**company**") received a show cause notice dated July 21, 2014, bearing reference no. 2431/ES-BS/EWS/XBRL/STA/S-211/2012 (SRN – Z01573930) (the "**SCN**") from the Office of the Registrar of Companies, Tamil Nadu, Ministry of Corporate Affairs, Government of India (the "**department**") under section 211 of the Companies Act, 1956. The aforementioned notice is regarding an alleged misrepresentation in the "other assets written off" section of the balance sheet of SLL for the financial year 2010 – 2011 wherein the department has alleged that the loss on sale of fixed assets for an amount of ₹38,329 has been shown as assets written off which has been dubbed as incorrect and in violation of section 211 of the Companies Act, 1956. SLL responded to the SCN through their correspondence dated July 21, 2014 wherein it was stated that the amount written off as loss on sale of fixed assets was extremely miniscule (0.00067% of the turnover of SLL during the relevant period) compared to the total turnover of SLL for the year ending on March 31, 2011. The matter is currently pending adjudication before the department.

74. SLL (the "**company**") received a show cause notice dated July 21, 2014, bearing reference no. 2431/ES-BS/EWS/XBRL/STA/S-49/2012 (the "**SCN**") from the Office of the Registrar of Companies, Tamil Nadu, Ministry of Corporate Affairs, Government of India (the "**department**") under section 49 of the Companies Act, 1956. The aforementioned notice is regarding an alleged misrepresentation in the balance sheet of SLL for the financial year 2010 - 2011 wherein the department has alleged that the assets of the company are not in the name of SLL, which has been dubbed as incorrect and in violation of section 49 of the Companies Act, 1956. SLL responded to the SCN through their correspondence dated August 27, 2014, stating that SLL is in the process of transferring the assets in the name of the company and that the company has rightful title to the assets in question. The matter is currently pending adjudication before the department.

H. Miscellaneous Statutory Proceedings

75. SLL had received a summon from the office of the Recovery Officer, Employees' State Insurance Corporation, Chennai (the "**department**"), bearing reference no.: TN/RECY/EC-15/51 – 18041/CCR – 20021 22034 22035 22943 dated February 27, 2014, to appear in person before the Recovery Officer, Employees' State Insurance Corporation, Chennai on March 13, 2014, under Rule 83 of the second schedule of the Income Tax Act, 1961. The aforementioned summon was regarding the demand notice served upon SLL for the recovery of an amount of ₹24,722 along with further interest as specified in the notice, being the arrears of Contribution/Interest/Damages payable under the Employees' State Insurance Act, 1948. The representatives of SLL appeared as directed in the summon on the specified date and submitted the documents desired by the department. Thereafter, through correspondence dated March 10, 2014, SLL made written submissions in this regard and also submitted a demand draft for an amount of ₹25,488 with the department.

76. The office of the Employees Provident Fund Organisation, Tamil Nadu, had issued a summon bearing reference no. TN/MAS/0002589/000/Enf 511/Damages dated May 07, 2014, against SLL, to appear in person on May 22, 2014, for the purpose of hearing under section 14 B of Employees Provident Fund and Miscellaneous Provisions Act, 1952, for belated remittance of provident fund contributions

collected from the employees of SLL. SLL appeared and made payments of the penalty levied and interest charged on delayed remittance of the provident fund contributions.

77. SLL had received a notice dated September 01, 2014, from the Karnataka Lokayukta, Special Investigation Team (the "**department**"), for the purpose of furnishing documents in connection with proceedings bearing reference no. Cr. 03/2014 under sections 379 and 420 read with section 120B of the Indian Penal Code, 1860, section 13(2) read with 13(1)(d) of the Prevention of Corruption Act, 1988 and sections 21 and 23 read with section 4(1) and 4(1)(A) of the Mines and Minerals (Development and Regulation) Act, 1957, which was registered against Salgaoncar Mining Industries Private Limited ("**Salgaoncar**"). SLL had provided the service of transportation of iron ore from various mines located at Salgaoncar to Belekeri Port, Karnataka. The aforementioned notice was for the purpose of production of certain documents by SLL on September 16, 2014. The representatives of SLL appeared on the specified date and produced the requisite documents with the department.

78. SLL had received a notice dated May 13, 2015, from the Karnataka Lokayukta, Special Investigation Team (the "**department**"), for the purpose of furnishing documents/clarifications in connection with case no. 22/2014 regarding investigations that are being conducted against KNS Overseas Private Limited (the "**accused**") under sections 379 and 420 read with section 120B of the Indian Penal Code, 1860, section 13(2) read with 13(1)(d) of the Prevention of Corruption Act, 1988 and sections 21 and 23 read with section 4(1) of the Mines and Minerals (Development and Regulation) Act, 1957, regarding alleged illegal mining of iron ore by the accused. SLL had provided the service of transportation of iron ore from Aro Minerals, Kalahalli belonging to Salgaoncar Mining Industries Private Limited to Belekeri Port, Karnataka. The aforementioned notice is for the purpose of production of details/documents related to transpotation services rendered by SLL i.e. DGM permit for transporting iron ore, trip sheet details, details of lorry, details of driver and all originals/certified copies of transactions in the bank.

79. The office of the permanent Lok Adalat, Mangaluru (the "**department**"), has issued a notice dated May 05, 2015 against SLL in relation to the recovery petition bearing reference no. 1043/2014, filed by Bharat Sanchar Nigam Limited ("**BSNL**") for the recovery of a total sum of ₹12,291 on account of alleged non payment of telephone bills by SLL. Through the notice, SLL has been summoned to appear before the department for the purpose of hearing in relation to the aforementioned petition filed by BSNL on June 29, 2015.

80. The office of the Chennai Port Trust (the "**department**") has issued a communication dated May 25, 2015, bearing reference no. A/56/2014/T(M&S) against SLL. Through the aforementioned communication, the department has sought some information regarding the expected average number of vessel/s arriving at the Chennai port, docking at the Chennai port, number of trips to be made by such vessels and the number of days the vessels are expected to be docking at the Chennai Port etc., amongst others, for the period from June 04, 2015 to June 03, 2016. SLL is in the process of responding to the said communication from the department with the information, as sought by the department.

81. SLL has received a legal notice dated May 25, 2015 (the "**notice**") from Siemens Limited ("**Siemens**") with a claim for an amount of ₹19.68 million against SLL. In the aforementioned notice, it has been mentioned that SLL through its letter dated July 24, 2012 had acknowledged that a balance amount of ₹19.68 was payable to Siemens by SLL in lieu of goods/services provided by Siemens to SLL. It has been alleged in the notice that in spite of repeated written requests to SLL, the payment of the alleged aforementioned outstanding amount was not made by SLL. Hence the present notice has been issued by Siemens against SLL requesting it to make good the alleged due to Siemens within 3 weeks from the receipt of the notice, failing which winding up proceedings have been threatened to be initiated against SLL. SLL has responded to the notice through their correspondence dated June 12, 2015 explaining the delay in payment schedules to Siemens along with a request to Siemens to refrain from initiating winding up proceedings against SLL.

I. Tax Proceedings

82. ACT India Limited (the "**noticee 1**") and MAC Agro Industries Limited (the "**noticee 2**") are two entities that merged into SLL. The office of the Assistant Commissioner of Income Tax, Central Circles, Chennai (the "**department**") sent demand notices to noticee 1 and noticee 2 respectively, demanding payment of tax on non-compete fee as capital gains for a total amount of ₹13.36 million.

SLL filed written responses to the aforementioned notices with the department. The department passed an order in this regard wherein it relieved noticee 1 and noticee 2 of their payment obligations. The Income Tax Department went on appeal against the aforementioned Order before the Income Tax Tribunal, Chennai (the "**Tribunal**"). The Tribunal passed an Order through which the Order of the department was reversed. SLL went on appeal against the said order of the Tribunal before the High Court of Chennai, wherein the matter is currently pending.

83. The office of the Assistant Commissioner of Income Tax, Company Circle V(1), Chennai, through demand notice bearing reference no. 51004-S dated November 27, 2006, raised a demand for an amount of ₹10.90 million on the issue of disallowance of tax deducted under section 80 O of the Income Tax Act, 1961, on FOREX Income earned by SLL. SLL remitted the demanded amount with the Income Tax Department but went on appeal against the aforementioned demand notice before the Commissioner of Income Tax (Appeals) – 15, Chennai, wherein the matter is currently pending adjudication.

84. The office of the Commercial Tax Officer, Villupuram range, Tamil Nadu (the "**department**") raised the issue of payment of sales tax for the purchase of old bottles from an unregistered dealer against SLL, with a demand for an amount of ₹24.60 million. SLL responded to the said demand notice through correspondence dated May 15, 2004. The department passed an Order dated July 6, 2004, confirming the demand raised against SLL through the aforementioned demand notice. Aggrieved by the same, SLL went on appeal against the aforementioned Order of the department through a writ petition filed before the High Court of judicature at Madras (Chennai), wherein the matter is currently pending adjudication.

85. The office of the Assistant Director of Income Tax, International Taxation, Chennai (the "**department**") raised the issue of payment of interest on default of remission of tax deducted at source (TDS) under section 201(1) and (1A) of the Income Tax Act, 1961, on payment made to Non Resident Indians and raised a demand of ₹13.16 million against SLL. The department passed an Order dated April 27, 2005, confirming the demand raised against SLL through the aforementioned demand notice. SLL went on appeal against the Order of the department before the Commissioner of Appeals, Income Tax Department, Tamil Nadu (the "**first appellate authority**") wherein Order dated November 25, 2005 upheld the ruling of the department. Thereafter, SLL preferred an appeal against the Order of the first appellate authority before the Income Tax Appellate Tribunal (the "**second appellate authority**") wherein the Order of the first appellate authority was upheld again. SLL has preferred an appeal against the Order of the second appellate authority before the Madras High Court, wherein the matter is currently pending adjudication.

86. The office of the Commissioner of Service Tax, Chennai (the "**department**") through a demand notice bearing reference no. 101/2006 dated October 23, 2006 raised the issue of taxability or reimbursements related to port services rendered for cargo handling at Ennore Port, Tamil Nadu, with a demand of ₹116.06 million against SLL. SLL filed its written reply to the aforementioned demand notice through correspondence dated March 15, 2007. The department passed an order bearing reference no. 98/2007 dated June 18, 2007 wherein the demand against SLL was confirmed. SLL went on appeal against the said order of the department, which is currently pending adjudication before the Custom Excise and Service Tax Appellate Tribunal (CESTAT), Chennai.

87. The office of the Commissioner of Service Tax, Tuticorin (the "**department**") through a demand notice bearing reference no. 109/2006 dated October 25, 2006, raised the issue of taxability of reimbursements relating to port services rendered at Tuticorin Port, Tamil Nadu, and raised a demand for an amount of ₹30.19 million against SLL. SLL filed its written reply to the aforementioned demand notice through correspondence dated March 09, 2007. The department passed an order No.31/COMMR/2007 dated July 11, 2007, wherein the demand against SLL was confirmed. SLL went on appeal against the said order of the department which is currently pending adjudication before the Custom Excise and Service Tax Appellate Tribunal (CESTAT), Chennai, Tamil Nadu.

88. The office of the Commissioner of Service Tax, Chennai (the "**department**") through demand notices bearing reference no. 102/2006, dated October 24, 2006, reference no.11/2008, dated April 22, 2008, reference no. 52/2008, dated October 22, 2008, reference no.54/2009, dated March 18, 2009 and reference no. 79/2009, dated September 24, 2009 raised the issue of taxability of reimbursements relating to port services rendered at Chennai port, Tamil Nadu, and raised a demand for an amount of ₹148.96 million against SLL. SLL filed its written replies to the aforementioned demand notices

through correspondences dated August 01, 2008, December 08, 2008 and December 18, 2009. Thereafter, the department passed orders bearing reference no.104/2007, dated July 02, 2007, reference no. 44/2008, dated October 31, 2008, reference no. 54/2008 dated December 26, 2008 wherein the demands against SLL were confirmed. SLL went on appeal against the said Orders of the department before the Custom Excise and Service Tax Appellate Tribunal (CESTAT), Chennai. The CESTAT Chennai passed an Order wherein the Orders of the department were upheld. Aggrieved by the same, SLL went on appeal against the Orders of the CESTAT before the High Court of judicature at Madras (Chennai), wherein the matter is currently pending adjudication.

89. The office of the Additional Commissioner of Income Tax, Company Circle - V, Chennai (the "**department**") through a demand notice bearing reference no.143(2) dated September 05, 2008, raised the issue of tax benefit on preclosure interest that was disallowed, and raised a demand of ₹12.27 million against SLL. SLL filed its written reply to the aforementioned demand notice through correspondence dated December 18, 2008. Thereafter, the department passed an order dated December 30, 2008, wherein the demand against SLL was confirmed. SLL went on appeal against the Order of the department before the Commissioner of Income Tax, Chennai (the "**appellate authority no. 1**"). The appellate authority no. 1 passed an order in the matter dated November 30, 2011, wherein the issue was decided in favour of SLL. The department went on appeal against the Order of the appellate authority no. 1 before the Income Tax Tribunal Chennai (the "**appellate authority no. 2/Tribunal**"). The Tribunal passed an Order dated May 08, 2012 wherein the decision of the appellate authority no. 1 was reversed and the demand for the aforementioned amount was upheld. Thereafter, SLL preferred an appeal against the Order of the Tribunal before Madras High Court which is currently pending adjudication.

90. The office of the Assistant Director of Income Tax, International Taxation, Chennai (the "**department**"), through a demand notice dated July 17, 2006 raised the issue of taxing SLL as a representative assessee in respect of payment made to foreign shipping companies, and raised a demand for an amount of ₹11.76 million. SLL filed its written reply to the aforementioned demand notice through correspondence dated December 22, 2006. Thereafter, the department passed an Order dated December 29, 2006 wherein the demand against SLL was confirmed. SLL went on appeal against the Order of the department before the Commissioner of Income Tax (Appeals) - 16, Chennai (the "**appellate authority no. 1**"). The appellate authority no. 1 through their Order dated February 20, 2015, confirmed the demand raised against SLL by the department. SLL has filed an appeal against the said Order of the appellate authority no. 1 before the Income Tax Tribunal, Chennai.

91. The office of the Assistant Director of Income Tax, International Taxation, Chennai (the "**department**"), through a demand notice dated July 17, 2006, raised the issue of taxing of SLL as a representative assessee in respect of payment made to foreign shipping companies, and raised a demand for an amount of ₹20.35 million. SLL filed its written reply to the aforementioned demand notice through correspondence dated December 22, 2006. Thereafter, the department passed an Order dated December 29, 2006, wherein the demand against SLL was confirmed. SLL went on appeal against the Order of the department before the Commissioner of Income Tax (Appeals) - 16, Chennai (the "**appellate authority no. 1**"). The appellate authority no. 1 through their Order dated February 20, 2015, confirmed the demand raised against SLL by the department. SLL has filed an appeal against the said Order of the appellate authority no. 1 before the Income Tax Tribunal, Chennai.

92. The office of the Assistant Director of Income Tax, International Taxation, Chennai (the "**department**"), through a demand notice dated March 26, 2007, raised the issue of taxing of SLL as a representative assessee in respect of payment made to foreign shipping companies, and raised a demand for an amount of ₹41.21 million. SLL filed its written reply to the aforementioned demand notice through correspondence dated July 13, 2007. Thereafter, the department passed an Order dated November 28, 2007, wherein the demand against SLL was confirmed. SLL went on appeal against the Order of the department before the Commissioner of Income Tax (Appeals) - 16, Chennai (the "**appellate authority no. 1**"). The appellate authority no. 1 through their Order dated February 20, 2015, confirmed the demand raised against SLL by the department. SLL has filed an appeal against the said Order of the appellate authority no. 1 before the Income Tax Tribunal, Chennai.

93. The office of the Assistant Director of Income Tax, International Taxation, Chennai (the "**department**"), through a demand notice dated March 28, 2008 raised the issue of taxing of SLL as a representative assessee in respect of payment made to foreign shipping companies, and raised a demand for an amount of ₹49.02 million. SLL filed its written submissions against the aforementioned

demand notice through correspondence dated September 30, 2008. Thereafter, the department passed an Order dated December 29, 2008 wherein the demand against SLL was confirmed. SLL went on appeal against the Order of the department before the Commissioner of Income Tax (Appeals) - 16, Chennai (the "**appellate authority no. 1**"). The appellate authority no. 1 through their Order dated February 20, 2015 confirmed the demand raised against SLL by the department. SLL has filed an appeal against the said Order of the appellate authority no. 1 before the Income Tax Tribunal, Chennai.

94. The office of the Deputy Commissioner of Income Tax, Company Circle V(1), Chennai (the "**department**"), through a demand notice dated March 22, 2010 raised the issue of disallowance of tax benefits on hire charges paid to foreign shipping companies for default of remission of tax deducted at source (TDS) under the provisions of the Income Tax Act, 1961, and raised a demand for an amount of ₹66.83 million against SLL. SLL made written submissions against the aforementioned demand notice through correspondence dated December 16, 2010. Thereafter, the department passed an Order dated December 23, 2010 in the matter confirming the demand raised against SLL by the department. Aggrieved by the same, SLL went on appeal before the Commissioner of Income Tax (Appeals) -15, Chennai, wherein the matter is currently pending adjudication.

95. The office of the Deputy Commissioner of Income Tax, Company Circle V(1), Chennai (the "**department**"), through a demand notice dated March 22, 2010, raised the issue of disallowance of tax benefits on hire charges paid to foreign shipping companies for default of remission of tax deducted at source (TDS) under the provisions of the Income Tax Act, 1961, and raised a demand for an amount of ₹109.62 million against SLL. SLL filed its written submissions against the aforementioned demand notice through correspondence dated December 16, 2010. Thereafter, the department passed an Order dated December 23, 2010 in the matter confirming the demand raised against SLL by the department. Aggrieved by the same, SLL went on appeal before the Commissioner of Income Tax (Appeals) -15, Chennai, wherein the matter is currently pending adjudication.

96. The office of the Commissioner of Service Tax – Noida (the "**department**"), through a demand notice C No.V(15)Adj/Noida/South/161/09/14698 dated September 09, 2013, raised the issue of taxing of transportation service without granting abatement and raised a demand for an amount of ₹27.10 million against SLL. SLL filed its written submissions against the said demand notice through its communication dated February 12, 2014. Thereafter, the department passed an Order in the matter 14/COMMR./NOIDA/2014-15 dated April 29, 2014 wherein the demand against SLL was upheld. Aggrieved by the said Order of the department, SLL went on appeal against it before the Custom Excise and Service Tax Appellate Tribunal (CESTAT) Delhi, wherein the matter is currently pending adjudication.

97. The office of the Commissioner of Service Tax, Chennai (the "**department**") through SCN No.110/2009, dated April 01, 2009 and SCN No. 559/2009 dated October 20, 2009, raised the issue of taxing reimbursements in case of Custom House Agents (CHA) and Shipping Agents and raised a demand for an amount of ₹143.42 million against SLL. SLL filed its written submissions against the said demand notice through its communication dated September 08, 2010 and December 10, 2010. The matter is currently pending before the Assessing Officer adjudicating over the matter.

98. The tax recovery officer of the office of the West Bengal Value Added Tax department (the "**department**") had issued a notice bearing reference no. TRC-02/KGPR/01/2015-16 dated May 21, 2015, against SLL for the purpose of recovery of penalty for an amount of ₹0.18 million, levied against SLL. The aforementioned notice levying the penalty has been issued by the department under section 55(5) and rule 2 of Schedule F of the West Bengal Value Added Tax Act, 2003, and rule 10 of the West Bengal Value Added Tax (Certificate Proceedings) Rules, 2009, as the permit to carry some goods belonging to SLL through the state of West Bengal had not been returned to the permit issuing authority by the transporter. SLL is in the process of responding to the said notice of thee department.

99. Apart from the matters disclosed above, SLL is involved in 54 tax matters initiated against it by the Tax Departments. These matters include income tax proceedings of the nature of regular scrutiny of income tax, disputes regarding income tax exemptions sought and calculation of income tax payable by SLL, service tax and value added tax matters including disputes in relation to calculation of taxes payable, exemptions sought and also certain commercial tax matters in relation to additional tax demands made by the tax assessing authority, demands put forth and disputes in relation to excise, customs and international taxes payable by SLL. The monetary impact of each of these matters on SLL is expected to be less than the monetary threshold of ₹10.00 million.

Litigation by SLL

A. Criminal Proceedings

100. SLL (the "**petitioner**") has filed a petition bearing miscellaneous petition no. 927/2015 under section 144 (2) of Criminal Procedure Code, 1973, seeking an order from the Court directing Rajasekaran (an ex-employee of SLL)(the "**respondent**") to maintain peace at flat no. 8, No. 5, Tara Road, Kolkata under the jurisdiction of Tollygunj Police Station. The matter is currently pending before the Court of the Executive Magistrate, Kolkata, West Bengal.

101. SLL is party to three more criminal matters filed by it against various entities under section 138 of the Negotiable Instruments Act, 1881, for the purpose of recovery of the amounts dishonoured under the cheques issued in favour of SLL. The monetary impact of each of these matters on SLL is expected to be less than the monetary threshold of ₹10.00 million.

B. Civil Proceedings

102. The Tamil Nadu Electricity Board (the "**appellant**") has filed the present appeal bearing W.A No. 759/2010 in W.P. No. 23838/2008 before the High Court of judicature at Madras (Chennai) against SLL (the "**respondent no. 1**") & Secretary to Government Energy Department, Government of Tamil Nadu (the "**respondent no. 2**"). The present appeal has been filed against the Order of the learned single judge of the High Court of judicature at Madras (Chennai) dated July 30, 2009. The appellant had invited tenders for handling and transportation of coal from Haldia, Paradip and Vizag to the ports at Chennai for a period from 1997 to 2000. The respondent no. 1 had bid successfully for the aforementioned tender and was rendering its services to the appellant. However, in due course the appellant had withheld an amount of ₹660.00 million from the monies payable to the respondent no. 1 in lieu of the services provided by them due to alleged shortage in the quantum of delivery of coal. Aggrieved by the aforementioned action of the appellant, the respondent no. 1 approached the High Court of judicature at Madras (Chennai) seeking a Writ of Certiorari against the appellant, which was allowed by the learned single judge of the High Court of judicature at Madras (Chennai). Aggrieved by the aforementioned order, the appellant has preferred the present appeal wherein it has been claimed that the appellant is obligated to refund a sum of only ₹9.10 million to the respondent no. 1 which has been withheld as a result of deficiency in service provided by the respondent no. 1. Through the present appeal, the appellant has prayed for an order staying the Order passed by the learned single judge, pending disposal of this Writ Petition. The matter is currently pending before the division bench of the High Court of judicature at Madras (Chennai).

103. SLL (the "**petitioner**") has filed this writ petition bearing WP. No. 20626/2008 before the High Court of judicature at Madras (Chennai) against the Union of India, owning South Eastern Railways (the "**respondent no. 1**"), Tamil Nadu Electricity Board (the "**respondent no. 2**") and Vishakhapatnam Port Trust Limited (the "**respondent no. 3**") (together being referred to as the "**respondents**"). The petitioner had entered into an agreement with the respondent no. 2 for the role of a facilitator of movement and handling of coal from the Haldia, Vizag and Paradip ports to the discharge port of Chennai. During the subsistence of the aforementioned agreement, the respondent no. 1 had unilaterally diverted the wagons meant for Paradip Port to Vishakhapatnam Port for their own operational convenience which resulted in extra freight charges of ₹42.70 million, being charged by the respondent no. 1. The respondent no. 1 had sought to invoke the bank guarantee for the amount of ₹10.00 million furnished by the plaintiff in favour of the respondent no. 2 in case the aforementioned extra freight charges are not remitted to them. The petitioner has hence filed the present petition with the contention that as a facilitator, the petitioner neither has any direct liability nor owes anything to any of the respondents and hence the bank guarantee furnished by it should not be enforced. Therefore, the petitioner has prayed that for an ad-interim injunction to prevent the encashment of the bank guarantee worth ₹10.00 million and to also direct all the respondents to resolve the issues of payment without involving the petitioner. By an Order dated August 25, 2008, the High Court of judicature at Madras (Chennai) granted an ad-interim injunction restraining respondent no. 3 from encashing the bank guarantee. The matter is currently pending before the High Court of judicature at Madras (Chennai), Tamil Nadu.

104. SICAL Logistics Limited (the "**plaintiff**") has filed this civil suit bearing C.S. No. 495/2012 against Kyko Global Incorporated (the "**defendant no. 1**"), Kiran Kulkarni – CEO and Director Kyko Global Inc. (the "**defendant no. 2**") and 13 others, before the High Court of judicature at Madras (Chennai).

The issue of dispute in the present petition is the execution and authenticity of the following documents/negotiable instruments by the officials of the plaintiff:

(a) Extracts of minutes of meetings of the Board of Directors of the plaintiff dated July 15, 2010

(b) 2 undated cheques for an amount of ₹39.95 million and ₹25.30 million

(c) Negotiable instrument dated October 27, 2010

(d) Bank guarantee documents dated August 02, 2010

(e) Bill of exchange – promissory note dated March 08, 2010 and August 31, 2010

Through the present petition, the plaintiff has claimed that certain officials of the plaintiff had fraudulently executed the aforementioned documents and has prayed for permanent injunctions against their use/misuse for wrongful gain or against the plaintiff, in any legal proceeding/s. The matter is currently pending before the High Court of judicature at Madras (Chennai).

105. SLL (the "**petitioner**") has filed this petition bearing CP NO. 8/2014 against Adhunik Metallics Limited (the "**respondent**") before the High Court at Calcutta (Kolkata) for the purpose of winding up of the respondent in order to realise the dues unpaid by the respondent to the petitioner in lieu of services availed of by the respondent. The petitioner had provided services of transportation of goods belonging to the respondent on account of which a total amount of ₹52.13 million (inclusive of interest at 24% per annum calculated till December 31, 2013) had become payable by the respondent to the petitioner. A notice dated March 02, 2013, for payment of the amount due was also sent to the respondent. Thereafter, through several cheques, the respondent made payments to the tune of ₹4.43 million to the petitioner. However, a balance amount of ₹37.26 million (after having deducted some charges and payables) still remained to be paid to the petitioner. Hence, after having realised that the financial condition of the respondent is far from sound, the petitioner has preferred this present petition for winding up of the respondent in order to realise the monies receivable by the petitioner from the respondent. The matter is currently pending adjudication before the High Court of judicature at Calcutta (Kolkata), West Bengal.

106. SLL (the "**petitioner**") has filed a civil suit bearing TS No. 60/2015 before the Court of the 3rd Civil Judge (Junior Division) Alipore, Kolkata, seeking permanent injunction against Rajasekaran (ex-employee of SLL), restraining him from disturbing with the peaceful possession of the property belonging to SLL. The property in relation to which this suit has been filed consists of an area admeasuring 812 square feet and is situated at Flat No. 8, No.- 5, Tara Road, Tollygunj Police Station, Kolkata. Temporary injunction in favour of the petitioner has been granted in this matter and the matter is pending adjudication and disposal before the Court of the 3rd Civil Judge (Junior Division) Alipore, Kolkata, West Bengal.

107. Apart from the matters already disclosed above, SLL is party to four civil proceedings filed by it. Out of the said four matters, one matter is a writ appeal filed by SLL, before the High Court of Karnataka, challenging the land rent revision order issued by the Tariff Authority for Major Ports. The other three matters are matters of regular civil dispute with vendors of SLL before the High Court of Madras (Chennai). The monetary impact of each of these matters on SLL is expected to be less than the monetary threshold of ₹10.00 million.

C. Arbitration Proceedings

108. SLL has filed an arbitration proceeding against the Board of Trustees of Chennai Port Trust (the "**Board**") for the purpose of opposing a demand for tariff for port handling (priority berthing), issued by the Board for an amount of ₹11.61 million. The matter is currently pending decision of the panel of arbitrators, before whom the matter has been placed for adjudication.

109. Apart from the matter disclosed above, SLL is involved in one more arbitration proceeding filed by it against Rashtriya Ispat Nigam Limited ("**RINL**"). The matter is for the recovery of dues payable by RINL in lieu of services availed by it from SLL. The monetary impact of this matter on SLL is expected to be less than the monetary threshold of ₹10.00 million.

D. Labour Proceedings

110. SLL is involved in one labour matter filed by it against the Madras Port and Dock Employees Union before the High Court of judicature at Madras (Chennai) for the purpose of obtaining an order from the court rendering strikes and hindrances to its port handling work to be illegal. The monetary impact of this matter on SLL is expected to be less than the monetary threshold of ₹10.00 million.

XVII. Litigation involving SIOTML

Litigation against SIOTML

A. Tax Proceedings

111. SIOTML is involved in six tax proceedings initiated against it by the Tax Department. Two of the six matters are income tax proceedings regarding disallowance of certain tax exemptions sought by SIOTML and the remaining four matters are issues of deficiency in tax deducted at source (TDS) and its remission with the Tax Department on behalf of SIOTML. The monetary impact of each of these matters on SIOTML is expected to be less than the monetary threshold of ₹10.00 million.

B. Miscellaneous Proceedings

112. The office of the New Mangalore Port Trust issued a demand notice bearing reference no. 3/44/EBL – 1/2015/TAMP dated March 28, 2015, against SIOTML for an amount of ₹0.17 million. The demand notice was for the purpose of payment of difference of license fee on account of revision of scale of rates by Tariff Authority of Major Ports. SIOTML responded to the aforementioned demand notice through correspondence dated April 29, 2015, wherein it has been stated that the incremental difference of license fee on account of revision of the same has been challenged before the High Court of Karnataka through a writ appeal bearing no. 4519/2013 and hence the payment of the amount demanded through the demand notice shall await the outcome of the writ appeal.

113. The office of the New Mangalore Port Trust issued a demand notice bearing reference no. 3/44/2015/TAMP/EBL.1 dated March 09, 2015, against SIOTML for an amount of ₹5.70 million. The demand notice was for the purpose of payment of difference of license fee on account of revision of scale of rates by Tariff Authority of Major Ports. SIOTML responded to the aforementioned demand notice through correspondence dated April 29, 2015, wherein it has been stated that the incremental difference of license fee on account of revision of the same has been challenged before the High Court of Karnataka through a writ appeal bearing no. 4519/2013 and hence the payment of the amount demanded through the demand notice shall await the outcome of the writ appeal.

Litigation by SIOTML

A. Civil Proceedings

114. SIOTML is involved in one civil proceeding against the Board of Trustees for the New Mangalore Port Trust (the "**defendant**") before the High Court of Karnataka for the purpose of obtaining an order from the Court to restrain the defendant from invoking the bank guarantee when the contractual obligation of SIOTML to build an iron ore port became impossible to fulfill as a result of Government imposed restrictions being introduced on iron ore export. The monetary impact of this matter on SIOTML is expected to be less than the monetary threshold of ₹10.00 million.

XVIII. Litigation involving NGOPL

Litigation against NGOPL

A. Civil Proceedings

115. Madgavkar Salvage (the "**applicant**") has filed an admiralty suit before the High Court of judicature at Bombay (Mumbai), bearing Admiralty Suit No. 738/2010, against Dredger SICAL Portofino (the "**respondent no. 1**") and NGOPL (a subsidiary of SLL hereinafter referred to as the "**respondent no. 2**") with a prayer to arrest the respondent no. 1, which was the vessel in respect of which salvage services were provided by the applicant. The present dispute is as a result of the alleged non payment of idle charges being raised by the applicant as a result of the delay in rendering of the said salvage

services to respondent no. 1, due to interference by previous contractors. The Hon'ble Court has passed an interim order in the matter dated April 28, 2010, wherein a bank guarantee of a nationalized bank for an amount of ₹15.00 million had been ordered to be furnished for the release of the defendant no. 1 as an interim measure pending the final outcome of the arbitration application filed by the applicant against the respondent no. 1 and respondent no. 2 regarding the issue of payment of idle charges. The matter is currently pending before the High Court of judicature at Bombay (Mumbai), pending the outcome of the arbitration application, as mentioned above.

116. Apart from the matter disclosed above, NGOPL is involved in one more civil matter filed against it by Kyko Global Incorporated before the High Court of Bombay (Mumbai). The monetary impact of this matter on NGOPL is expected to be less than the monetary threshold of ₹10.00 million.

XIX. Litigation involving SMART

Litigation against SMART

A. Civil Proceedings

117. B Narasimman (the "**petitioner**") has filed a petition bearing I.A. No. 1053 and 1054 of 2014 in O.S. No. 5/2012 against SMART and others before the Court of the Civil Judge, Ponneri, Tamil Nadu, for the purpose of challenging the title of SMART in terms of a portion of the plot of land located at Tiruvallur District, Ponneri Taluk at patta no. 1882 in Sy. No. 99/9 which was purchased by SMART from Duraisami. The matter is currently pending before the Court of the District Judge, Bengaluru.

118. Jaheenabe and others (the "**petitioners**") have filed this partition suit bearing O.S. No. 1668/2008 before the City Civil Court, Bengaluru against Sab Syed Ahmed and others (the "**respondents**") claiming their share in their alleged ancestral property admeasuring 6 acres 4 guntas located at survey no. 78/1 and 78/2 of Kacharakahanahalli village, Hoskate Taluk, Bengaluru rural district, which was purchased by SLL and subsequently transferred to SMART. The petitioners, who are claiming to be descendants and lawful claimants of a portion of the property under question, had filed an impleading application for inclusion of SLL as a respondent in the matter. SMART being the necessary party, has made an application to implead itself in the suit. At present, the aforementioned partition suit is pending adjudication before the City Civil Court, Bengaluru, Karnataka.

119. SMART is involved in another civil proceeding filed against it by DARCL Logistics Limited ("**DARCL**") before the High Court of Calcutta (Kolkata) wherein DARCL has moved the court challenging the tender floating procedure and formalities followed by Hindustan Copper Limited in awarding a contract in favour of SMART. The monetary impact of this matter on SMART is expected to be less than the monetary threshold of ₹10.00 million.

B. Labour Proceedings

120. SMART (formerly known as SICAL Distriparks Limited) is involved in four labour matters filed against it, which are claims of compensation by casual/ contract labourers of SMART as a result of injuries, both of recoverable and fatal nature, suffered by them while at work. The monetary impact of each of these matters on SMART is expected to be less than the monetary threshold of ₹10.00 million.

C. Tax Proceedings

121. The office of the Commissioner of Service Tax, Tuticorin (the "**department**") issued a notice against SMART (the "**noticee**"), bearing reference no. 14/COMMR/ST/2012 dated October 18, 2012, for the payment of service tax on the amount invoiced for the sale of materials involved for the purpose of container repair service rendered by the noticee, and raised a demand for an amount of ₹40.83 million for the period of 2001 – 2006. The noticee had paid service tax only on the labour charges for the aforementioned services. The department has demanded service tax to be paid on the amount invoiced under the sale of materials involved in the service. The noticee filed its reply to the aforementioned notice through correspondence dated December 20, 2012. A personal hearing in this regard was granted to the noticee on March 18, 2014, wherein the main contention of the noticee was that service tax is not applicable on the sale on materials. The department passed an order in the matter dated November 20, 2014, wherein the matter was decided against the noticee. Aggrieved by the said Order, the noticee has gone on appeal against the Order before the Custom Excise and Service Tax Appellate Tribunal (CESTAT), Chennai, wherein the matter is currently pending adjudication.

122. The Joint Directorate General of Foreign Trade (JDGFT), Chennai (the "**department**") issued demand notices dated March 16, 2009 and March 18, 2015 against SMART (the "**noticee**") proposing to withdraw the benefit granted under the Export Promotion Capital Gains Scheme (EPCG) granted on the purchase of railway rakes, and raised a demand for an amount of ₹27.92 million. The noticee filed replies dated May 12, 2014 and March 23, 2015 to the aforementioned notices claiming that the circular restricting the applicability of EPCG Benefit cannot have retrospective effect based on the clarification obtained from Directorate General of Foreign Trade, Delhi. The matter is currently pending before the Assessing Officer of the relevant Tax Department.

123. The office of the Commissioner of Customs, Chennai VIII, Ministry of Finance, Department of Revenue, Government of India (the "**department**") has issued a show cause notice dated May 29, 2015, bearing reference no. S.Misc.34/1996-Enquiry (the "**SCN**"), under regulation 12(1) of the Handling of Cargo in Customs Area Regulations, 2009 (the "**HCCAR, 2009**"), against SMART. SMART was appointed as Custodian of Import/Export goods under section 45(1) of the Customs Act, 1962, as a result of which SMART had to execute bank guarantees, bonds and an insurance policy, as mandated under the provisions of the HCCAR, 2009. The department, through its letter dated March 23, 2015, had intimated SMART that it needs to furnish bank guarantees, bonds and an insurance policy for total amounts of ₹155.60 million, ₹1556.40 million and ₹8903.6 million respectively. However, since the same was not furnished by SMART, the department has issued the present SCN to SMART asking to show cause as to why the appointment of SMART as Custodian of Import/Export goods shall not be revoked and also as to why any penal action should not be taken for failure to comply with the provisions of the HCCAR, 2009. SMART is in the process of responding to the SCN.

124. Apart from the matters disclosed above, SMART is involved in 22 tax proceedings initiated against it by the Tax Department. Out of the said 22 matters, 4 matters are in relation to disputes regarding income tax payable to the Tax Department by SMART, 9 matters are regarding service tax exemption and calculation of service tax payable and the remaining 9 matters are regarding deficiency in collection and remission of tax deducted at source by SMART with the Tax Department. The monetary impact of each of these matters on SMART is expected to be less than the monetary threshold of ₹10.00 million.

D. Miscellaneous Proceedings

125. SMART (formerly known as SICAL Distriparks Limited) is involved in one matter filed against it under the provisions of the Motor Vehicles Act, 1988, for the purpose of obtaining compensation from SMART, as provided for under the provisions of the Act. The monetary impact of this matter on SMART is expected to be less than the monetary threshold of ₹10.00 million.

Litigation by SMART

A. Criminal Proceedings

126. SMART is involved in two matters filed by it against Umesh Shipping Services Private Limited and Evershine Shipping respectively, under section 138 of the Negotiable Instruments Act, 1881, wherein the claim of SMART is the recovery of the amounts of the dishonoured cheques issued in its favour. The monetary impact of each of these matters on SMART is expected to be less than the monetary threshold of ₹10.00 million.

B. Civil Proceedings

127. SMART (the "**petitioner**") has filed a writ petition bearing W.P. No. 8337/2014 before the High Court of Judicature at Madras (Chennai) against the Managing Director, Central Warehousing Corporation (the "**respondent no. 1**"), the Regional Manager, Central Warehousing Corporation (the "**respondent no. 2**"), the Manager, Container Freight Station (the "**respondent no. 3**"), the Branch Manager, IDBI Bank (the "**respondent no. 4**"), the Deputy General Manager, IDBI Bank (the "**respondent no. 5**"). SLL had entered into a Strategic Alliance Management Contract (the "**contract**") with the respondent no. 1 for management of the container freight station at Vishakhapatnam Port. Subsequently a tripartite agreement was entered into between SLL, the respondent no. 1 and SICAL Distriparks Limited (presently known as SMART) wherein SLL had guaranteed a yearly minimum amount payable to respondent no.1. The handling of the container freight station was handed over by SLL to SICAL Distriparks Limited. In order to secure a minimum amount payable under contractual guarantee,

SICAL Distriparks Limited had provided a bank guarantee of ₹8.93 million which was subsequently increased to ₹11.40 million. Subsequently, SICAL Distriparks Limited merged into the petitioner company, along with its rights and liabilities. The contract expired in 2013 and ultimately the petitioner handed over all the assets, infrastructure facilities and repair and maintenance work. Thereafter, on March 15, 2014, a communication from the respondent no. 2 (the "**communication**") addressed to the respondent no. 4 mentioned that the bank guarantee furnished by the petitioner was being imposed and directed the respondent no. 4 to remit the guaranteed money in favour of the respondent no. 2. The present writ petition is for the purpose getting a writ of certiorari or any other appropriate writ or order or direction by calling for records of the second respondent for the communication and quash the communication. However, the respondent no. 2 encashed the bank guarantee. The matter is currently pending before the High Court of judicature at Madras (Chennai), Tamil Nadu.

128. Apart from the matter disclosed above, SMART is involved in two more civil matters filed by it. In one of the matters, SMART has filed a writ petition before the High Court of judicature at Madras (Chennai) against the Managing Director, Central Warehousing Corporation (the "**respondent no. 1**"), the Regional Manager, Central Warehousing Corporation (the "**respondent no. 2**"), the Manager, Container Freight Station (the "**respondent no. 3**"), the Branch Manager, IDBI Bank (the "**respondent no. 4**"), the Deputy General Manager, IDBI Bank (the "**respondent no. 5**") for the purpose of receiving an injunction against encashing of bank guarantee provided by it for the purpose of guaranteeing minimal contractual guarantee. The other matter is a civil suit preferred by SMART against Steel Profile India Limited before the High Court of judicature at Madras (Chennai). The monetary impact of each of these matters on SMART is expected to be less than the monetary threshold of ₹10.00 million.

XX. Litigation involving SIAL

Litigation against SIAL

A. Tax Proceedings

129. SIAL is involved in four tax proceedings initiated against it by the Tax Department. Three of them are income tax proceedings regarding issues on exemptions sought in calculating income tax payable by SIAL. The other matter is regarding deficiency in tax deducted at source (TDS) and its remission with the Tax Department on behalf of SIAL. The monetary impact of each these matters on SIAL is expected to be less than the monetary threshold of ₹10.00 million.

XXI. Litigation involving NOIL

Litigation against NOIL

A. Tax Proceedings

130. NOIL is involved in seven tax proceedings initiated against it by the Tax Department. Two of the seven matters are income tax issues on the quantum of income tax payable by NOIL, three matters are regarding deficiency in tax deducted at source (TDS) and its remission with the Tax Department on behalf of NOIL and the remaining two matters are service tax issues with the department. The monetary impact of each of these matters on NOIL is expected to be less than the monetary threshold of ₹10.00 million.

XXII. Litigation involving SIOTL

Litigation against SIOTL

A. Miscellaneous Proceedings

131. The office of the Kamrajar Port Limited has issued a demand notice dated April 20, 2015, bearing reference no. EPL/OP/3.11/14 against SIOTL demanding an amount of ₹132.40 million towards payment of advance land lease rent for the land allotted to SIOTL for the purpose of construction of iron ore cargo handling terminal for exports of iron ore at Ennore Port, pertaining to the calendar year 2012 - 15. SIOTL is in the process of replying to the said demand notice.

B. Tax Proceedings

132. SIOTL is involved in eight tax proceedings initiated against it by the Income Tax Department. Three of the eight matters are income tax issues regarding disallowance of certain tax benefits sought by SIOTL and the remaining five matters are issues of default on the part of SIOTL in collection and remission of tax deducted at source, with the Tax Department. The monetary impact of each of these matters on SIOTL is expected to be less than the monetary threshold of ₹10.00 million.

XXIII. Litigation involving CDHRPL

Litigation against CDHRPL

A. Tax Proceedings

133. The office of the Joint Commissioner of Central Excise, Customs and Service tax, Mysore (the "**department**") issued a show cause notice bearing reference no.: C No.V/ST/15/13/2014 Adjn/7/28/2014 dated August 22, 2014 (the "**notice**") against CDHRPL for the period from May 01, 2011 to October 31, 2013 (the "**relevant period**") in relation to service tax remitted and or payable by CDHRPL with the department for the relevant period. CDHRPL responded to the aforementioned notice of the department through correspondence dated October 17, 2014, wherein CDHRPL submitted the necessary information/ clarifications, as sought by the department.

XXIV. Litigation involving CDTL

Litigation against CDTL

A. RBI Proceedings

134. The RBI issued notices bearing reference nos. DNBS (BG) No 2129/08.03.004/2009-2010 dated December 18, 2009, DNBS (BG) No 3131/08.01.001/2009-2010 dated May 06, 2010, DNBS (BG) No 76/08.01.001/2010-2011 dated July 13, 2010 and DNBS (BG) No 1733/08.03.004/2010-2011 dated April 13, 2011 to CDTL (formerly known as Global Technology Ventures Limited) in relation to grant of a certificate of registration ("**CoR**") of CDTL as a Non Banking Financial Institution ("**NBFI**") with the RBI. Through the aforementioned notices, the RBI sought CDTL to apply for a CoR as a NBFI to RBI or else to stop the activities of a NBFI. Besides, additional information regarding the CoR as a NBFI was also sought by RBI through the aforementioned notices. CDTL responded to the aforementioned notices of RBI through their correspondence dated July 13, 2010, wherein it was contended that it has not been carrying on any NBFI activity pursuant to the CDTL letter dated February 12, 2009, and neither does it intend to do the same in the future. However, CDTL had sought for RBI's consideration for a CoR to be provided to CDTL as a Systematically Important Non Deposit Accepting Core Investment Company.

LITIGATION INVOLVING OUR GROUP COMPANIES

135. Our Group Companies are parties to 37 matters which are litigations filed against them over alleged dues payable to labourers or claims of compensation put forth by the labourers. Labourers, both contractual as well as casual labourers, employed with the Group Companies have claimed monies in the form of compensation from the Group Companies on account of injuries sustained by them (of both recoverable as well as fatal nature) while at work. The monetary impact of each of these matters on our Group Companies is expected to be less than the monetary threshold of ₹10.00 million.

RBI proceeding against SSPL

136. The RBI had issued a notice dated February 17, 2014, bearing reference no. DNBS. BG. 7371/06.03.23/2013-14 to SSPL (the "**noticee**") seeking clarifications in order to determine whether the noticee falls under the category of a Non Banking Financial Company (NBFC) as defined under section 45I of the Reserve Bank of India Act, 1934. The noticee had responded to the aforementioned notice of RBI through correspondence dated April 08, 2014, with the clarifications that were sought by RBI along with its contention that it does not fall under the definition of an NBFC. However, the noticee has subsequently filed an application with the RBI for the purpose of obtaining a certificate of registration as a NBFC and the outcome of the said application is awaited.

LITIGATION INVOLVING OUR DIRECTORS

Litigation against Directors

137. The office of the Deputy Commissioner of Income Tax, Circle 11(1), Bengaluru (the "**department**") issued a notice dated September 16, 2014 (the "**notice**") against Malavika Hegde (Director to CDGL) (the "**noticee**") in connection with return of income submitted for the assessment year 2014 – 15. Through the notice, the noticee was called upon to visit the office of the department on September 23, 2014, for the purpose of submission of documents in support of the tax return filed by the noticee for the aforementioned assessment year. The authorized representatives of the noticee responded to the notice through correspondence dated September 18, 2014, seeking adjournment of the hearing so scheduled by the department.

138. The office of the Food and Drug Administration, Maharashtra, has initiated adjudication proceedings against Malavika Hegde, Sanjay Nayar (amongst others) for the alleged violation of the provisions of the Food Safety and Standards Act, 2006 read with certain provisions of the Food Safety and Standards (License and Registration of Food Business) Regulations, 2011. For further details of this matter, see section "CDEL-Miscellaneous notices received" on page 396.

Apart from the ones mentioned above, there are no pending proceedings against the Directors involving violation of statutory regulations or alleging criminal offence.

Apart from the one mentioned above, there is no criminal/civil prosecution against the Directors or any litigation towards tax liabilities.

Material Developments

Except as stated in section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 354, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

Proceedings initiated for economic offences or civil offences

There are no proceedings initiated against our Company, its Directors, our Promoter or its Group Companies for any economic offences or civil offences.

Inquiries, inspections or investigations under Companies Act

There are no inquiries, inspections or investigations initiated or conducted against our Company and our Subsidiaries under the Companies Act, 2013, or any previous company law in the last five years. Further, there are no prosecutions filed (whether pending or not), fines imposed or compounding of offences in the last five years involving our Company and our Subsidiaries.

Proceedings initiated by SEBI/ RBI and other statutory or regulatory authorities against the CDEL and its subsidiaries

Except as disclosed above, there are no proceedings initiated by SEBI/RBI and other statutory or regulatory authorities against CDEL and its subsidiaries.

Material Frauds

There are no material frauds committed against our Company during the last five years.

Defaults in respect of dues payable

Our Company, our Promoter and our Group Companies have no outstanding defaults in relation to statutory dues payable, dues payable to holders of any debentures (including interest thereon) or dues in respect of deposits (including interest thereon) or any defaults in repayment of loans from any bank or financial institution (including interest thereon).

Outstanding litigation against other companies whose outcome could have an adverse effect on our Company

Except as disclosed above, there are no outstanding litigations, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of Schedule V of the Companies Act, 2013, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

Adverse findings against any persons/entities connected with our Company as regards non compliance with securities laws

W2W Brokers

139. SEBI had issued correspondences bearing reference nos. SEBI/SRO/W2W-Brk/2012 and SEBI/SRO/W2W-DP/2012, both dated July 30, 2012, against W2W Brokers (the "**broker**") in relation to inspection of books and records of the broker as a stock broker as well as a depository participant of the Stock Exchanges, conducted for the period from October 01, 2008 to March 11, 2011. In the aforementioned correspondences, SEBI had mentioned that the broker had not reported client code modifications to the Stock Exchanges on numerous occasions and had also defaulted in quarterly settlements of funds/securities of clients, amongst others. Hence, through the aforementioned observation, SEBI had advised the broker to be careful in the future and improve compliance standards to avoid recurrence of such omissions/non-compliances, failing which action could be initiated against the broker in accordance with SEBI Act, 1992 and Rules and Regulations framed thereunder. SEBI had also directed the broker to file a compliance report with SEBI after due compliance with the regulatory requirements. The broker had submitted a correspondence with SEBI, dated November 14, 2011, with regard to both its broking as well as depository operations, addressing the issues pointed out by SEBI in its correspondence mentioned above. Subsequently, the broker also submitted a compliance report dated August 29, 2012, with SEBI in compliance with SEBI directions in the matter.

140. SEBI had passed an observation bearing reference no. SRO/NMK/OW/1257/2014 dated January 10, 2014, against W2W Brokers (the "**broker**") in relation to inspection of books of accounts and other records of the broker. In the aforementioned observation, SEBI had held that the broker was deficient in compliance of provisions regarding clients' identification and acceptance as well as on monitoring of clients' transactions. Hence, through the aforementioned observation, SEBI had advised the broker to be careful in the future and improve compliance standards to avoid recurrence of such omissions/non-compliances, failing which action may be initiated against the broker in accordance with SEBI Act, 1992, and Rules and Regulations framed thereunder.

141. SEBI had passed an observation bearing reference no. SRO/NMK/MIRSD/2014-15/OW/26806/2014 dated September 12, 2014, against W2W Brokers (the "**broker**") in relation to inspection of books of accounts and other records of the broker. In the aforementioned observation, SEBI had held that the broker was deficient in updation of the Power of Attorney of some of its existing and new clients, delayed in closure of 4 clients' accounts without proper justification for the same and in violation of policy on issuance of delivery instruction slips uniformly to all clients, amongst others. Hence, through the aforementioned observation, SEBI had advised the broker to be careful in the future and improve compliance standards to avoid recurrence of such omissions/non-compliances, failing which action may be initiated against the broker in accordance with SEBI Act, 1992, and Rules and Regulations framed thereunder.

142. SEBI, through its Order dated August 11, 2005, had initiated summary proceedings against W2W Brokers (the "**broker**"), amongst others, on account of default in payment of registration fees to SEBI. However, through its Order dated October 28, 2009, SEBI disposed off with the aforementioned proceedings without passing any Order incriminating the broker, amongst others, since the broker had regularised the omission on its part by making the requisite payment of registration fees to SEBI. Accordingly the proceedings were disposed off against the broker, amongst others.

143. SEBI had issued a correspondence dated July 29, 2009, bearing reference no. SRO/OTW/2009/EIF/2009/4936 addressed to W2W Brokers (the "**noticee**") regarding the operational irregularities found with regard to the noticee during the inspection of the books of accounts and other records of the noticee conducted on the noticee during November 2008 wherein SEBI had issued an

administrative warning to the noticee and had also directed the noticee to file a compliance report with SEBI after due compliance with the regulatory requirements. The noticee had submitted a compliance report dated August 31, 2009, with SEBI in compliance with SEBI directions in the matter.

TSSPL

144. SEBI was investigating the issue of creation of artificial volumes and resultant price movement (rise) as well as alleged synchronized trades being conducted in the scrip of Valecha Engineering Limited and had issued a show cause notice ("**SCN**") dated June 06, 2011, to TSSPL (subsidiary of W2W Brokers) (the "**noticee**") as part of the adjudication proceeding initiated against the noticee by SEBI. The noticee submitted its written reply to the said SCN through correspondences dated August 22, 2011 and August 29, 2011. The noticee also attended the opportunity of personal hearings granted to it on August 24, 2011, and subsequently on January 22, 2013. In the meanwhile, the noticee had also filed for consent application with SEBI in the matter, which was rejected by SEBI. Thereafter, the said adjudication proceeding was conducted on the merits of the case wherein the noticee was found guilty of violating the provisions of regulations 3(a), (b), (c), (d) and 4(1) of the SEBI (Prevention of Fraudulent and Unfair Trade Practices) Regulations, 2003 as well as clauses A(1), (3) and (4) of the Code of Conduct as specified under Schedule II read with Regulation 7 of the SEBI (Stock Brokers and Sub-brokers) Regulations, 1992, and thus a penalty of ₹0.70 million was imposed on the noticee by SEBI through Adjudication Order dated January 02, 2015.

145. SEBI was investigating the issue of trading and manipulation in the scrip of Hindustan Bio Sciences Limited for the period of April 01, 2004 to May 10, 2004 against TSSPL (subsidiary of W2W Brokers), amongst others, for the alleged violation of the provisions of Code of Conduct for Stock Brokers as specified under SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992. However, after detailed investigation in the matter, the allegations against TSSPL were dropped and through its Order dated February 11, 2009, the matter against TSSPL was disposed of accordingly by SEBI.

146. SEBI had issued a correspondence dated August 28, 2013, bearing reference no. MIRSD/INSP/KR/SG/OW/21782/2013 addressed to TSSPL (subsidiary of W2W Brokers) (the "**noticee**") regarding the operational irregularities found with regard to the noticee during the inspection of the books of accounts and other records of the noticee conducted on the noticee on October 03, 2012, wherein SEBI had issued an administrative warning to the noticee and had also directed the noticee to file a compliance report with SEBI after due compliance with the regulatory requirements. The noticee had submitted a compliance report dated September 19, 2013, with SEBI in compliance with SEBI directions in the matter.

Apart from the ones mentioned above, there are no adverse findings involving any persons/entities connected with our Company, our Subsidiaries, our Promoter or our Group Companies as regards non compliance with securities laws.

Past cases where penalties were imposed

Except as disclosed above, there are no past cases in which penalties were imposed by the authorities against our Company or our Directors.

Disciplinary action taken by SEBI or stock exchanges against our Company

There are no disciplinary actions taken by SEBI or the Stock Exchanges against our Company, its Subsidiaries or our Directors.

Outstanding dues to small scale undertaking(s) or any other creditors

There are no outstanding dues above ₹100,000 to small scale undertaking(s) or any other creditors by our Company, for more than 30 days.

Litigation over dues or labour problems

Except as disclosed above, there are no litigations over dues or labour problems involving our company, its subsidiaries or any of its Group Companies.

Litigations against Promoter for violation of statutory regulations or alleging criminal offence

There is no litigation against the Promoter involving violation of statutory regulations or alleging criminal offence.

Further Confirmation

Except as disclosed above, there are no regulatory actions initiated/ taken against our Company, our Group Companies and our Promoter in their individual capacity by various agencies/ regulatory bodies. Further, except as disclosed above there are no show cause notices received by our Company, our Group Companies, Associates or our Promoter in their individual capacity (pending any investigation) for any regulatory lapse.

GOVERNMENT AND OTHER APPROVALS

Our Company and our Subsidiaries have received the necessary consents, licenses, permissions, registrations and approvals from the Government, various governmental agencies and other statutory and/ or regulatory authorities required for carrying out our present business activities and except as mentioned below, no further material approvals are required for carrying on our present business activities. Our Company and our Subsidiaries undertake to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus and in case of licenses and approvals which have expired, we have either made an application for renewal or are in the process of making an application for renewal. For further details in connection with the applicable regulatory and legal framework, see section "Regulations and Policies" on page 205.

The objects clause of the Memorandum of Association enables our Company and our Subsidiaries to undertake its present business activities.

The approvals required to be obtained by our Company include the following:

I. Incorporation details of our Company

1. Certificate of incorporation dated June 20, 2008 issued by the RoC to our Company, in its former name, being Coffee Day Holdings Company Private Limited.

2. Fresh certificate of incorporation dated January 25, 2010 issued by the RoC to our Company consequent upon change of name to Coffee Day Resorts Private Limited.

3. Fresh certificate of incorporation dated August 6, 2014 issued by the RoC to our Company consequent upon change of name to Coffee Day Enterprises Private Limited.

4. Fresh certificate of incorporation dated January 21, 2015 issued by the RoC to our Company consequent upon change into a public company and upon change of name to Coffee Day Enterprises Limited.

5. Our Company was allotted a corporate identification number U55101KA2008PLC046866.

II. Approvals in relation to the Issue

For details, see section "Other Regulatory and Statutory Disclosures" on page 430.

III. Approvals under tax laws of our Company

1. Value added tax registration certificate dated May 6, 2010, issued by the Assistant Commissioner of Commercial Taxes, Bengaluru under the Karnataka Value Added Tax Act, 2003, bearing TIN no. 29350891783, valid from April 1, 2010 until cancelled, for the commodities food and coffee, all kinds of handicraft items, books and readymade garments including sports wear apparels. The Company has filed an application for change of name in the registration certificate to Coffee Day Enterprises Limited.

2. Certificate of enrolment dated April 1, 2010 issued by the Assistant Commissioner of Commercial Taxes, Bengaluru under the Karnataka Tax on Profession, Trades, Callings and Employment Acts, 1976, bearing enrolment no. 29350891783. The Company has filed an application for change of name in the registration certificate to Coffee Day Enterprises Limited.

3. Service tax registration certificate issued by the Central Board of Excise and Customs under Chapter V of the Finance Act, 1994, read with the Service Tax Rules, 1994, bearing service tax registration number AADCC3995LSD001, for the Corporate Office and for Survey No. 60/ 1, Nishana, Karapura Village, Antarasante Hobli, H D Kote Taluk, Mysore District, Karnataka, Pin code 571 114.

4. Luxury tax certificate of registration issued by the Assistant Commissioner of Commercial Taxes, Bengaluru under the Karnataka Value Added Tax Act, 2003, bearing registration certificate no. L00112024. The Company has filed an application for change of name in the registration certificate to Coffee Day Enterprises Limited.

5. PAN as issued under the Income Tax Act is AADCC3995L; and

6. TAN (Tax Identification Number) as issued under the Income Tax Act is BLRC08200D.

IV. Approvals in relation to our Business Operations

In order to operate our resorts, in Kabini and Bandipur, situated in Karnataka we require various approvals and/ or licenses under various laws, rules and regulations. These approvals and/ or licenses include registration under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008, Karnataka Excise Act, 1965 and Food Safety and Standards Authority of India Act, 2006.

We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate the resorts. Certain approvals may have lapsed in their normal course and our Company has either made applications to the appropriate authorities for renewal of such licenses and/ or approvals or is in the process of making such applications.

V. Approvals in relation to our Subsidiaries

1. CDGL and its Subsidiaries

i. Approvals for our cafe outlets and coffee business

In order to operate our cafe outlets, F& G outlets and kiosks, we require various approvals and/ or licenses under various laws, rules and regulations. These approvals and/ or licenses include licenses under the Food Safety and Standards Authority of India Act, 2006, the Legal Metrology Act, 2009, Police Act, Shops and Establishments Act, Municipal Corporation Act, trade license and liquor license, where applicable.

ii. Approvals required for the operation of distribution centres for centralised manufacturing of food items

In order to operate our distribution centres, we require various approvals and/ or licenses under various laws, rules and regulations. These approvals and/ or licenses include licenses under the Food Safety and Standards Authority of India Act, 2006, Legal Metrology Act, 2009, Municipal Corporation Act and fire license, where applicable.

iii. Approvals for our vending machine manufacturing and assembling unit

In order to operate our vending machine manufacturing unit, we require various approvals and/ or licenses under various laws, rules and regulations, including the Factories Act, 1948, Karnataka Shops and Establishments Act, 1963, Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008.

iv. Approvals for our coffee curing plants at Chikkamagaluru and Hassan

In order to operate our coffee curing plants, we require various approvals and/ or licenses under various laws, rules and regulations, including the Factories Act, 1948, Karnataka Shops and Establishments Act, 1963, Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008.

v. Approvals for our roasting plant at Chikkamagaluru

In order to operate our roasting plant, we require various approvals and/ or licenses under various laws, rules and regulations, including the Factories Act, 1948, Karnataka Shops and Establishments Act, 1963, Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008.

vi. Approvals for our coffee lab

In order to operate our coffee lab, we require various approvals and/ or licenses under various laws, rules and regulations, including tax registrations and importer-exporter code. The PAN of CLL is in its former name, Coffee Labs Private Limited. The Company has made an application for change of name on its PAN card to CLL.

vii. Approvals for our export business

In order to undertake our export business, we require various approvals and/ or licenses under various laws, including registration certificate issued by the Coffee Board and importer-exporter code issued by the Ministry of Commerce, Government of India. CDGL issued a letter dated April 27, 2015 to the Assistant General of Foreign Trade for change of its name from Amalgamated Bean Coffee Trading Company Limited to CDGL in the importer-exporter code registration.

We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate our business. Certain approvals may have lapsed in their normal course and the company has either made an application to the appropriate authorities for renewal of such licenses and/ or approvals or is in the process of making such applications.

2. TDL and its Subsidiaries

Approvals for our business of development and lease of office space

In order to operate our IT parks, we require various approvals and/ or licenses under various laws, rules and regulations in Bengaluru and Mangaluru. These approvals and/ or licenses include clearance from Bharat Sanchar Nigam Limited, no objection certificate from the Bangalore Development Authority, no objection certificate from the Director, Karnataka Fire and Emergency Services, no objection certificate from the Airports Authority of India, no objection certificate from the Hindustan Aeronautics Limited, occupancy certificate from Brahut Bangalore Mahanagarpalike, importer-exporter code and SEZ approvals issued by the Office of the Development Commissioner, Global Village SEZ, approvals under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, approval from the Bangalore Electricity Supply Company Limited and approval from the Bangalore Water Supply and Sewerage Board.

We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate our business. Certain approvals may have lapsed in their normal course and the company has either made an application to the appropriate authorities for renewal of such licenses and/ or approvals or is in the process of making such applications.

3. W2W Securities and its Subsidiaries

i. Approvals for our business of providing financial services

In order to operate our financial services business, we require various approvals and/ or licenses under various laws, rules and regulations, including Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993, Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992, SEBI (Prohibition of Insider Trading) Regulations, 1992, SEBI (Intermediaries) Regulations, 2008 and Insurance Regulatory and Development Authority (Insurance Brokers) Regulations, 2013. We also require registration under the Shops and Establishments Act of the respective city/ state where our offices and branches are situated.

We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate our business. Certain approvals may have lapsed in their normal course and the company has either made an application to the appropriate authorities for renewal of such licenses and/ or approvals or is in the process of making such applications.

4. CDTL and its Subsidiaries

Approvals for our business of holding investments in IT/ ITES companies

In order to operate our business, we require various approvals and/ or licenses under various laws, rules and regulations, including registration under taxation laws including Chapter V of the Finance Act, 1994 read with the Service Tax Rules, 1994 and Income Tax Act, 1961.

We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate our business. Certain approvals may have lapsed in their normal course and the company has either made an application to the appropriate authorities for renewal of such licenses and/ or approvals or is in the process of making such applications.

5. SLL and its Subsidiaries

Approvals for our logistics business

In order to operate our logistics business, we require various approvals and/ or licenses under various laws, rules and regulations. These approvals and/ or licenses include registration under the Shops and Establishments Act of the respective city/ state where we operate, approval under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008, Petroleum Act, 1934, Multimodal Transportation of Goods Act, 1993, Customs Act, 1952, stevedoring licenses issued by the port authorities for the ports where we operate, licenses under the Food Safety and Standards Authority of India Act, 2006, and licenses and registrations under the Motor Vehicles Act, 1988.

We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate our business. Certain approvals may have lapsed in their normal course and the company has either made an application to the appropriate authorities for renewal of such licenses and/ or approvals or is in the process of making such applications.

6. CDHRPL and its Subsidiaries

i. Approvals in relation to operation of our resort at Chikkamagaluru.

In order to operate our resort, in Chikkamagaluru, situated in Karnataka we require various approvals and/ or licenses under various laws, rules and regulations. These approvals and/ or licenses include registration under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008, Karnataka Excise Act, 1965 and Food Safety and Standards Authority of India Act, 2006

We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate the resort. Certain approvals may have lapsed in their normal course and the company has either made an application to the appropriate authorities for renewal of such licenses and/ or approvals or is in the process of making such applications.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board has approved the Issue pursuant to the resolution passed at their meeting held on May 5, 2015, and our Shareholders have approved the Issue pursuant to a resolution passed at the EGM held on May 8, 2015 under section 62(1)(c) of the Companies Act, 2013.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoter, our Directors, the members of the Promoter Group, the Group Companies and the persons in control of our Company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which our Promoter, Directors or persons in control of our Company are or were associated as promoter, directors or persons in control have not been prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter, V.G. Siddhartha, is categorised as a dominant promoter in filings made with certain stock exchanges in relation to the following Subsidiaries:

a) Way2Wealth Brokers; and

b) TSSPL.

SEBI had initiated action against our Subsidiaries, Way2Wealth Brokers and TSSPL, by issuing administrative warnings and undertaking adjudication proceedings. For further details, with respect to action taken by SEBI against the aforementioned Subsidiaries, see section "Outstanding Litigation - *Adverse findings against any persons/ entities connected with our Company as regards non compliance with securities laws*" on page 423.

Other than our Promoter, V.G. Siddhartha, none of our Directors are associated with the securities market in any manner.

Prohibition by RBI

Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter, our Directors or the Group Companies have been identified as wilful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or are pending against them.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with the Regulation 26(1) of the SEBI ICDR Regulations as explained under the eligibility criteria, calculated in accordance with the restated financial information prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations:

- Our Company has net tangible assets of at least ₹30 million in each of the preceding three full years (of 12 months each), of which not more than 50 % are held in monetary assets;
- Our Company has a minimum average pre-tax operating profit of ₹150 million calculated on a restated and consolidated basis, during the three most profitable years out of the immediately preceding five years;
- Our Company has a net worth of at least ₹10 million in each of the three preceding full years (of 12 months each);
- The proposed Issue size does not exceed five times the pre-Issue net worth as per the audited balance sheet for the year ended March 31, 2014; and

- The name of our Company was changed from Coffee Day Resorts Private Limited to Coffee Day Enterprises Private Limited on August 6, 2014 and further changed to Coffee Day Enterprises Limited on January 21, 2015 and at least 50% of our revenue for the preceding full year was earned by us under the new name.

Our Company's pre-tax operating profit, net worth, net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, as at and for the last five financial years ended March 31, 2010, 2011, 2012, 2013, 2014 are set forth below:

Based on Restated Consolidated Financial Information

(*₹ in Million, unless otherwise stated*)

Particulars	Fiscal				
	2014	2013	2012	2011	2010
Net tangible assets, as restated	50,307.62	46,551.72	39,179.43	30,071.58	28,302.81
Monetary assets, as restated	6,176.76	4,495.98	5,822.07	11,982.36	13,843.16
Monetary assets, as restated as a % of net tangible assets, as restated	12%	10%	15%	40%	49%
Pre-tax operating profit, as restated	653.61	932.93	396.49	342.35	455.75
Net worth	5,559.93	6,497.99	6,177.54	6,255.67	6,846.99

***Source**: Restated Consolidated Financial Information*

(i) Net tangible assets are defined as the sum of total assets excluding intangible, assets as defined in Account Standard 26 issued by the Institute of Chartered Accountants of India, and deferred tax assets deducted by total non-current liabilities and current liabilities excluding deferred tax liabilities, long term borrowings, short term borrowings and current maturities of long term borrowings.

(ii) Monetary assets include cash and balances including non-current portion of fixed deposits with banks, margin money deposits with banks and interest accrued but not due thereon.

(iii) 'Pre-tax operating profit', has been calculated as net profit before tax excluding finance costs and other income.

(iv) Net worth has been defined as the aggregate of share capital and reserves and surplus.

Fiscal 2014, 2013 and 2010 are the three most profitable years out of the immediately preceding five financial years in terms of our Restated Consolidated Financial Information.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THIS DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED AND MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED AND THE BOOK RUNNING LEAD MANAGERS, AXIS CAPITAL LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED AND YES BANK LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING.

THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS AND THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS AND THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 25, 2015 WHICH READS AS FOLLOWS:

WE, THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS AND THE BOOK RUNNING LEAD MANAGERS, TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL DOCUMENTS IN CONNECTION WITH THE FINALISATION OF THIS DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

   (A) THIS DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;

   (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

   (C) THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THIS DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. - <u>NOTED FOR COMPLIANCE</u>**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTER DURING THE PERIOD**

STARTING FROM THE DATE OF FILING OF THIS DRAFT RED HERRING PROSPECTUS WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THIS DRAFT RED HERRING PROSPECTUS.

6. **WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS. – COMPLIED WITH AND NOTED FOR COMPLIANCE**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. NOT APPLICABLE**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. COMPLIED WITH**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. - NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE ISSUE SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE ISSUE HAVE TO BE ISSUED IN DEMATERIALISED FORM ONLY.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS:**

    (A) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND

(B) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE ISSUE. – COMPLIED WITH AND NOTED FOR COMPLIANCE

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THIS DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE)', AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR.

17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED, IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS

The filing of this Draft Red Herring Prospectus does not, however, absolve any person who has authorised the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of Companies Act, 2013, or from the requirement of obtaining such statutory and/ or other clearances as may be required for the purpose of the Issue. SEBI further reserves the right to take up at any point of time, with the GCBRLMs and the BRLMs, any irregularities or lapses in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 30 of the Companies Act, 2013.

Caution - Disclaimer from our Company, the GCBRLMs and the BRLMs

Our Company, the Directors, the GCBRLMs and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.coffeeday.com, would be doing so at his or her own risk.

The GCBRLMs and the BRLMs accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by our Company, the GCBRLMs and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

None among our Company or any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software/ hardware system or otherwise.

Investors who Bid in the Issue will be required to confirm and will be deemed to have represented to our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The GCBRLMs, the BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, Group Companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, Group Companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and to FIIs, Eligible NRIs and FPIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus had been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, the Subsidiaries since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act ("Regulation S") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold (i) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A") and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", which, for the avoidance of doubt, does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs"), in reliance on the exemption from registration under the U.S. Securities Act provided by Rule 144A or another available exemption and (ii) outside the United States in reliance on Regulation S.

Each purchaser of Equity Shares inside the United States will be required to represent and agree, among other things, that such purchaser (i) is a U.S. QIB; and (ii) will only reoffer, resell, pledge or otherwise transfer the Equity Shares pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Each purchaser of Equity Shares outside the United States will be required to represent and agree, among other things,

that such purchaser is acquiring the Equity Shares in an "offshore transaction" in accordance with Regulation S.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at Corporation Finance Department, Plot No. C4-A,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, India.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 32 of the Companies Act, 2013.

Listing

Applications have been made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, all monies received from the applicants in pursuance of the Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above are taken within 12 Working Days from the Bid/ Issue Closing Date.

Price information of past issues handled by the GCBRLMs

A. Kotak

1. Price information of past issues handled by Kotak

Sr No.	Issue Name	Issue Size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day (₹)	Benchmark index as on 10th calendar days from listing day (Closing)	Closing price as on 20th calendar day from listing day (₹)	Benchmark index as on 20th calendar days from listing day (Closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar days from listing day (Closing)
1.	Adlabs Entertainment Limited (1)	3,745.94	180.00	April 6, 2015	162.20	192.65	7.03%	8,659.90	175.90	8,750.20	144.45	8,305.25	146.95	8,324.80
2.	Ortel Communications Limited	1,736.49	181.00	March 19, 2015	160.05	162.25	-10.36%	8,634.65	147.50	8,492.30	156.00	8,660.30	174.35	8,606.00

Source: www.nseindia.com

Notes:

1. *In Adlabs Entertainment Limited the issue price to retail individual investor was ₹168 per equity share after a discount of ₹12 per equity share. The Anchor Investor Issue price was ₹221 per equity share.*
2. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*

2. Summary statement of price information of past issues handled by Kotak

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
April 1, 2015 – June 9, 2015	1	3,745.94	-	-	-	-	-	1	-	-	-	-	-	-
2014-2015	1	1,736.49	-	-	1	-	-	-	-	-	1	-	-	-
2013-14	-	-	-	-	-	-	-	-	-	-	-	-	-	-

B. Citi

1. Price information of past issues handled by Citi

Sr No	Issue Name	Issue Size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day (₹)	Benchmark index as on 10th calendar days from listing day (Closing)	Closing price as on 20th calendar day from listing day (₹)	Benchmark index as on 20th calendar days from listing day (Closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar days from listing day (Closing)
1.	Just Dial Limited.[(3)]	9,191.41	530.00	June 5, 2013	590.00	611.45	15.37%	19,568.22	629.30	19,177.93	625.45	18,629.15	655.80	19,495.82
2.	UFO Moviez India Ltd.	6,000.00	625.00	May 14, 2015	600.00	598.80	(-) 4.19%	27,206.06	600.15	27,957.50	562.75	27,188.38	553.25	26,425.30

***Source**: www.bseindia.com,Citi*

Notes:

1. *Benchmark index is BSE Sensex.*
2. *In case 10th/ 20th/ 30th day is not a trading day, closing price on the BSE of a trading day immediately prior to the 10th/ 20th/ 30th day, is considered*
3. *A discount of ₹47 per Equity Share was offered to Retail Individual Bidders in the IPO*

2. Summary statement of price information of past issues handled by Citi

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
April 1, 2014 – May 15, 2015	1	6,000.00	-	-	1	-	-	-	-	-	1	-	-	-
2013-14	1	9,191.41	-	-	-	-	-	1	-	-	-	-	-	1
2012-13	-	-	-	-	-	-	-	-	-	-	-	-	-	-

C. Morgan

1. Price information of past issues handled by Morgan

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day (₹)	Benchmark index as on 10th calendar day from listing day (Closing)	Closing price as on 20th calendar day from listing day (₹)	Benchmark index as on 20th calendar day from listing day (Closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar day from listing day (Closing)
1.	Just Dial Limited.(3)	9,191.41	530.00	5-Jun-13	590.00	611.45	15.37%	19,568.22	629.30	19,177.93	625.45	18,629.15	655.80	19,495.82

Notes:

1. *Benchmark index is BSE Sensex.*
2. *In case 10th/ 20th/ 30th day is not a trading day, closing price on the BSE of a trading day immediately prior to the 10th/ 20th/ 30th day, is considered.*
3. *A discount of ₹47 per Equity Share was offered to Retail Individual Bidders in the IPO.*

2. Summary statement of price information of past issues handled by Morgan

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
April 1, 2014 - September 15, 2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013-14	1	9,191.41	-	-	-	-	-	1	-	-	-	-	-	1
2012-13	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Track record of past issues handled by the GCBRLMs

For details regarding the track record of the GCBRLMs, as specified in circular reference CIR/ MIRSD/ 1/ 2012 dated January 10, 2012 issued by the SEBI, please see the websites of the GCBRLMs, as set forth in the table below:

Sr. No	Name of the GCBRLM	Website
1.	Kotak	http:/ / www.investmentbank.kotak.com
2.	Citi	http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm

Sr. No	Name of the GCBRLM	Website
3.	Morgan	http://www.morganstanley.com/about-us/global-offices/india/

Price information of past issues handled by the BRLMs

A. Axis Capital Limited

1. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Axis*

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day (₹)	Benchmark index as on 10th calendar day from listing day (Closing)	Closing price as on 20th calendar day from listing day (₹)	Benchmark index as on 20th calendar day from listing day (Closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar day from listing day (Closing)
1	UFO Moviez India Limited	6,000	625	14-May-15	600.00	597.30	-4.43%	8224.20	591.40	8370.25	562.25	8236.45	552.00	7982.90
2	Inox Wind Limited[1]	10,205.27	325	9-Apr-15	400.00	438.40	34.89%	8,778.30	450.70	8448.10	429.65	8285.60	417.75	8191.50
3	Monte Carlo Fashions Limited	3,504.30	645.00	19-Dec-14	584.00	567.30	-12.05%	8,225.20	526.55	8246.30	511.35	8234.60	476.00	8550.70

***Source**: www.nseindia.com*
[1]*Price for retail individual bidders and eligible employees was ₹310.00 per equity share*

Notes:

a. *The CNX NIFTY is considered as the Benchmark Index.*
b. *Price on NSE is considered for all of the above calculations*
c. *In case 10th/20th/30th day is not a trading day, closing price on NSE of the next trading day has been considered*

2. *Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis*

Fiscal Year	Total No. of IPOs	Total Funds	No. of IPOs trading at discount on listing date	No. of IPOs trading at premium on listing date	No. of IPOs trading at discount as on 30th calendar day from listing day	No. of IPOs trading at premium as on 30th calendar day from listing day

		Raised (₹ in million)	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
April 1, 2015 – till date of DRHP	2	16,205.27	0	0	1	0	1	0	0	0	1	0	1	0
2014-2015	1	3,504.30	0	0	1	0	0	0	0	1	0	0	0	0
2013-2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-

The information for each of the financial years is based on issues listed during such financial year

B. Edelweiss Financial Services Limited

1. Price information of past issues handled by Edelweiss

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day (₹)	Benchmark index as on 10th calendar day from listing day (Closing)	Closing price as on 20th calendar day from listing day (₹)	Benchmark index as on 20th calendar day from listing day (Closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar day from listing day (Closing)
1.	Inox Wind Limited (1)	10,205.34	325	April 9, 2015	400	438	34.77%	28,885.21	450.75	27,886.21	430.15	27,396.38	416.80	27,105.39
2.	Monte Carlo Fashions Limited	3,504.3	645	December 19, 2014	585	566.40	(12.19%)	27,371.84	526.40	27,395.73	503.35	26,908.82	473.90	28,262.01
3.	Sharda Cropchem Limited	3,518.6	156	September 23, 2014	254.1	231.45	48.37%	26,775.69	256	26,271.97	255.7	26,384.07	250.75	26,787.23
4.	Wonderla Holidays Limited	1,812.5	125	May 9, 2014	164.75	157.6	26.08%	22,994.23	167	24,363.05	210.1	24,556.09	216	25,580.21

Notes:

1. *Discount of ₹ 15 per equity share offered to retail investors and eligible employees. All calculations are based on Issue Price of ₹ 325.00 per equity share*

Source: *www.bseindia.com*
(a) Based on date of listing
(b) Wherever 10th/ 20th / 30th calendar day from listing day is a holiday, the closing data of the next trading day has been considered
(c) The S&P BSE Sensex is considered as the Benchmark Index

2. Summary statement of price information of past issues handled by Edelweiss

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
April 1, 2015 till date of filing of the DRHP	1	10,205.34	-	-	-	-	1	-	-	-	-	-	-	-
2014-15	3	8,835.4	-	-	1	-	2	-	-	1	-	2	-	-
2013-14	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Notes:
1. *Based on date of listing*
2. *Wherever 10th/ 20th / 30th calendar day from listing day is a holiday, the closing data of the next trading day has been considered*
3. *Inox Wind Limited got listed on April 9, 2015 and accordingly 30 calendar days of trading have not been completed*

C. Yes Bank Limited

1. Price information of past issues handled by Yes Bank

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day (₹)	Benchmark index as on 10th calendar day from listing day (Closing)	Closing price as on 20th calendar day from listing day (₹)	Benchmark index as on 20th calendar day from listing day (Closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar day from listing day (Closing)
1.	Shemaroo Entertainment Limited	1,200	170.00(1)	1st Oct 2014	180.00	171.00	0.59%	26,567.99	158.15	26,384.07	160.10	26,575.65	164.05	27,865.83

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day (₹)	Benchmark index as on 10th calendar day from listing day (Closing)	Closing price as on 20th calendar day from listing day (₹)	Benchmark index as on 20th calendar day from listing day (Closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar day from listing day (Closing)
2.	Inox Wind Limited	10,205.34	325.00(2)	9th April 2015	400.00	438.00	34.77%	28,885.21	450.75	27,886.21	430.15	27,396.38	416.80	27,105.39

Notes:

1. *Discount of Rs. 17 per equity share offered to retail investors*
2. *Discount of Rs. 15 per equity share offered to retail investors and eligible employees*

Source*: www.bseindia.com*

(a) Benchmark index is BSE Sensex

(b) In case 10th/20th/30th day is not a trading day, Benchmark Index / closing price on the BSE of the next trading day has been considered

2. Summary statement of price information of past issues handled by Yes Bank

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-2016	1	10,205.34	-	-	-	-	1	-	-	-	-	-	1	-
2014-2015	1	1,200	-	-	-	-	-	1	-	-	1	-	-	-
2013-2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Notes:

1. *Based on date of listing*
2. *Wherever 30th calendar day from listing day is a holiday, the closing data of the next trading day has been considered*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/ MIRSD/ 1/ 2012 dated January 10, 2012 issued by the SEBI, please see the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the BRLM	Website
1.	Axis	http:/ / www.axiscapital.co.in
2.	Edelweiss	http:/ / www.edelweissfin.com
3.	Yes Bank	http://www.yesbank.in/corporate-banking/investment-banking/merchant-banking-track-record-of-public-issues.html

Consents

Consents in writing of: (a) our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Auditors, legal advisers, Banker/ Lenders to our Company and (b) the GCBRLMs, the BRLMs, the Adviser to the Issue, the Syndicate Members, the Escrow Collection Banks and the Registrar to the Issue to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, our Statutory Auditors, B S R & Co. LLP, Chartered Accountants, have given their written consent for inclusion of their report dated May 12, 2015 on the Restated Financial Information of our Company, report dated May 5, 2015 on the Restated Consolidated Financial Information of CDGL and the statement of tax benefits dated May 12, 2015, in the form and context, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus for filing with SEBI.

Experts to the Issue

Except as stated below, our Company has not obtained any expert opinions:

a) Our Company has received written consent from the Statutory Auditors namely, B S R & Co. LLP, Chartered Accountants, to include its name as an expert under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the report dated May 12, 2015 on the Restated Financial Information of our Company, report dated May 5, 2015 on the Restated Consolidated Financial Information of CDGL and the statement of tax benefits dated May 12, 2015, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus; and

b) Our Company has received written consent from architect namely, JM Associates, to include its name as an expert under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the report dated April 15, 2015 on the various properties which have been developed or have the potential of being developed by TDL and relevant extracts of which are included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Issue Expenses

The expenses of this Issue include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. For further details of Issue expenses, see section "Objects of the Issue" on page 121.

The Issue expenses in relation to the listing fees will be borne by our Company.

Fees Payable to the Syndicate

The total fees payable to the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expense) will be as per the engagement letter dated [●], a copy of which is available for inspection at the Registered Office.

Commission payable to the Registered Brokers

For details of the commission payable to the Registered Brokers, see section "Objects of the Issue" on page 121.

Fees Payable to the Registrar to the Issue

The fees payable by our Company to the Registrar to the Issue for processing of applications, data entry, printing of Allotment Advice/ CAN/ refund order, preparation of refund data on magnetic tape and printing of bulk mailing register will be as per the agreement entered into, between our Company and the Registrar to the Issue, a copy of which is available for inspection at the Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

IPO grading

The Company may appoint an IPO grading agency registered with SEBI in respect of obtaining grading for the Issue. Such an IPO grading agency may be appointed prior to filing of the Red Herring Prospectus with the RoC.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues during the five years preceding the date of this Draft Red Herring Prospectus.

Previous issues of Equity Shares otherwise than for cash

Except as disclosed in the section "Capital Structure" on page 109, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Commission and Brokerage paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's inception.

Previous capital issue during the previous three years by listed Group Companies, Subsidiaries and associates of our Company

None of the Group Companies, Subsidiaries and associates of our Company have undertaken a capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of our Company and/ or listed Group Companies, Subsidiaries and associates of our Company

Our Company has not undertaken any previous public or rights issue. Except Mindtree, none of the Group Companies or Subsidiaries or associates of our Company have undertaken any public or rights issue in the last ten years preceding the date of this Draft Red Herring Prospectus.

Our associate, Mindtree, had undertaken an initial public offering of its equity shares and filed a prospectus on February 19, 2007 for an amount aggregating ₹2,377.15 million. The proceeds of the Mindtree initial public offering were utilised as below:

(₹ in million)

Particulars	Projection in prospectus	Revised projections as approved in annual general meeting	Actual funds utilized
Fund a new development centre in Chennai	12,074	8,125	8,125
Prepay certain loans	1,877	1,138	1,138
General corporate purposes	7,527	12,622	12,622
Share issue expenses paid	2,294	1,887	1,887
Total	**23,772**	**23,772**	**23,772**

Outstanding Debentures or Bonds

Except the compulsorily convertible debentures issued by our Company, there are no outstanding debentures or bonds as of the date of filing this Draft Red Herring Prospectus. For further details of the compulsorily convertible debentures issued by our Company, see sections "Capital Structure" and "History and Certain Corporate Matters" on pages 109 and 212, respectively.

Outstanding Preference Shares

Other than as disclosed in the section "Capital Structure" on page 109, our Company does not have any outstanding preference shares as on date of this Draft Red Herring Prospectus.

Partly Paid-up Shares

The Company does not have any partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue, and our Company will provide for retention of records with the Registrar to the Issue for a period of at least three years from the last date of despatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB and the Syndicate Members at the Specified Locations or the Registered Broker with whom the Bid cum Application Form was submitted. In addition to the information indicated above, the ASBA Bidder should also specify the Designated Branch or the collection centre of the SCSB or the address of the centre of the Syndicate Member at the Specified Locations or the Registered Broker at the Broker Centre where the Bid cum Application Form was submitted by the ASBA Bidder.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, the investor shall also enclose the acknowledgment from the Registered Broker in addition to the documents/ information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed a Stakeholders' Relationship Committee comprising Malavika Hegde, V.G. Siddhartha and S.V. Ranganath as members. For details, see section "Our Management" on page 238.

Our Company has also appointed Sadananda Poojary, Company Secretary of our Company as the Compliance Officer for the Issue and he may be contacted in case of any pre-Issue or post-Issue related problems at the following address:

Coffee Day Enterprises Limited

23/ 2, Coffee Day Square
Vittal Mallya Road
Bengaluru 560 001

Tel: + 91 80 4001 2345
Fax: + 91 80 4001 2650
E-mail: investors@coffeeday.com

Changes in Auditors

Except as stated below, there has been no change in the auditors during the last three years:

Name of auditor	Date of change	Reason
Deloitte Haskins & Sells	June 28, 2014	Resignation
B S R & Co. LLP	August 1, 2014	Appointment

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the last five years, except as stated in the section "Capital Structure" on page 109.

Revaluation of Assets

Our Company has not revalued its assets at any time in the last five years.

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, Bid cum Application Form, the Revision Form, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/ or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India , the Stock Exchanges, the RoC and/ or any other authorities while granting its approval for the Issue.

Ranking of the Equity Shares

The Equity Shares being issued and transferred shall be subject to the provisions of the Companies Act, the Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividend. The Allottees upon Allotment of Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see section "Main Provisions of Articles of Association" on page 514.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of Companies Act, the Memorandum of Association and Articles of Association and provisions of the Equity Listing Agreement to be entered into with the Stock Exchanges. For further details in relation to dividends, see sections "Dividend Policy" and "Main Provisions of the Articles of Association" on pages 276 and 514, respectively.

Face Value and Issue Price

The face value of each Equity Share is ₹10 and the Issue Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Issue Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the GCBRLMs and the BRLMs and advertised in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●] and the Kannada newspaper [●], each with wide circulation, at least five Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with SEBI ICDR Regulations

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the Equity Listing Agreements with the Stock Exchange(s) and the Memorandum of Association and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, see section "Main Provisions of Articles of Association" on page 514.

Market Lot and Trading Lot

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated April 11, 2015 among NSDL, our Company and the Registrar to the Issue;
- Agreement dated March 6, 2015 among CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Bengaluru.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act ("Regulation S") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold (i) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A") and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", which, for the avoidance of doubt, does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs"), in reliance on the exemption from registration under the U.S. Securities Act provided by Rule 144A or another available exemption and (ii) outside the United States in reliance on Regulation S.

Each purchaser of Equity Shares inside the United States will be required to represent and agree, among other things, that such purchaser (i) is a U.S. QIB; and (ii) will only reoffer, resell, pledge or otherwise transfer the Equity Shares pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Each purchaser of Equity Shares outside the United States will be required to represent and agree, among other things,

that such purchaser is acquiring the Equity Shares in an "offshore transaction" in accordance with Regulation S.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Issue; and (ii) a subscription in the Issue equivalent to at least 10% post-Issue paid up Equity Share capital of our Company (the minimum number of securities as specified under Rule 19(2)(b)(iii) of the SCRR), including devolvement of Underwriters, if any, within 60 days from the date of Bid/ Issue Closing Date, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law.

Further, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoter's Minimum Contribution and the Anchor Investor lock-in as provided in the section "Capital Structure" on page 109 and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/ debentures and on their consolidation/ splitting, except as provided in the Articles of Association. For details, see section "Main Provisions of the Articles of Association" on page 514.

Option to Receive Securities in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be Allotted only in dematerialised form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

ISSUE STRUCTURE

Public Issue of up to [●] Equity Shares for cash at price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹11,500 million. The Issue comprises a Net Issue of [●] Equity Shares to the public and a reservation of [●] Equity Shares aggregating to ₹150 million for Eligible Employees bidding in the Employee Reservation Portion. The Issue will constitute [●]% of the post-Issue paid-up Equity Share capital of our Company and the Net Issue will constitute [●]% of the post-Issue paid-up equity share capital of our Company.

The Issue is being made through the Book Building Process.

Particulars	Eligible Employees	QIBs(1)	Non Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation (2)	Not more than [●] Equity Shares available for allocation	[●] Equity Shares or Net Issue less allocation to Non-Institutional Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Net Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Net Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue Size available for Allotment/ allocation	Approximately [●]% of the Issue	50% of the Net Issue Size being available for allocation to QIBs. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to QIBs	Not less than 15% of the Net Issue or the Net Issue less allocation to QIBs and Retail Individual Bidders	Not less than 35% of the Net Issue or Net Issue less allocation to QIBs and Non-Institutional Bidders
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocated on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs,	Proportionate	In the event, the Bids received from Retail Individual Bidders exceeds [●] Equity Shares, then the maximum number of Retail Individual Bidders who can be allocated/ Allotted the minimum Bid Lot will be computed by dividing the total number of the Equity Shares available for allocation/ Allotment to Retail Individual

Particulars	Eligible Employees	QIBs(1)	Non Institutional Bidders	Retail Individual Bidders
		including Mutual Funds receiving allocation as per (a) above.		Bidders by the minimum Bid Lot ("**Maximum RIB Allottees**"). The allocation/ Allotment to Retail Individual Bidders will then be made in the following manner: • In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is equal to or less than Maximum RIB Allottees, (i) Retail Individual Bidders shall be allocated/ Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Category shall be allocated/ Allotted on a proportionate basis to the Retail Individual Bidders who have received allocation/ Allotment as per (i) above for less than the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot) • In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is more than Maximum RIB Allottees, the Retail Individual Bidders (in that category) who will then be allocated/

Particulars	Eligible Employees	QIBs[1]	Non Institutional Bidders	Retail Individual Bidders
				Allotted minimum Bid Lot shall be determined on draw of lots basis For details, see section "Issue Procedure" on page 459
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares so that the Bid Amount does not exceed ₹200,000	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits	Such number of Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialized form	Compulsorily in dematerialized form	Compulsorily in dematerialized form	Compulsorily in dematerialized form
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter subject to availability in the retail portion
Trading Lot	One Equity Share	One Equity Share	One Equity Share	One Equity Share
Who can apply[3][4]	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FPIs other than Category III foreign portfolio investors, VCFs, AIFs, FVCIs, multilateral and bilateral development financial institutions state industrial development	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts, Category III foreign portfolio investors	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	Eligible Employees	QIBs[(1)]	Non Institutional Bidders	Retail Individual Bidders
		corporation, insurance company registered with IRDA, provident fund (subject to applicable law) with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, in accordance with applicable law and National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India		
Terms of Payment	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form[(5)]	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form (including for Anchor Investors)[(4)(5)]	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form[(5)]	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form[(5)]

(1) Our Company may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For details, see section "Issue Structure" on page 453.

(2) Subject to valid Bids being received at or above the Issue Price. This Issue is being made in accordance with Rule 19(2)(b)(iii) of the SCRR and under the SEBI ICDR Regulations. This Issue will be made through the Book Building Process wherein 50% of the Net Issue will be Allotted on a proportionate basis to QIBs, provided that our Company may, in consultation with, the GCBRLMs and the BRLMs, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. 5% of the QIB Category (excluding the Anchor Investor Portion), shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue will be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

(3) In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

(4) Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Forms. The balance, if any, shall be paid within two Working Days of the Bid/ Issue Closing Date.

(5) In case of ASBA Bidders, the SCSBs shall be authorised to block such funds in the bank account of the Bidder that are specified in the Bid cum Application Form.

Under subscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories at the discretion of our Company in consultation with the GCBRLMs, the BRLMs and the Designated Stock Exchange.

A total of up to [●] Equity Shares shall be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue Portion.

Withdrawal of the Issue

Our Company, in consultation with the GCBRLMs and the BRLMs, reserve the right not to proceed with the Issue after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The GCBRLMs and the BRLMs, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company withdraw the Issue after the Bid/ Issue Closing Date and thereafter determine that they will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and obtaining (ii) trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and the final RoC approval of the Prospectus after it is filed with the RoC.

Bid/ Issue Programme

BID/ ISSUE OPENS ON	[●][1]
BID/ ISSUE CLOSES ON	**[●]**[2]

(1) *Our Company may, in consultation with the GCBRLMs and the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.*

(2) *Our Company may, in consultation with, the GCBRLMs and the BRLMs, consider closing the Bid/ Issue Period for QIBs one day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.*

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/ Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of refunds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchanges	[●]

The above timetable is indicative and does not constitute any obligation on our Company or the GCBRLMs and the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within 12 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time ("**IST**") during the Bid/ Issue Period (except the Bid/ Issue Closing Date) at the bidding centres and the Designated Branches mentioned on the Bid cum Application Form.

On the Bid/ Issue Closing Date, the Bids and any revision in the Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. IST and shall be uploaded until (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion after taking into account the total number of applications received up to the closure of timings and reported by the GCBRLMs and the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Issue Closing Date and, in any case, no later than 1.00 p.m. IST on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Issue. Bids will be accepted only on Business Days i.e. Monday to Friday (excluding any public holiday). None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise.

On Bid/ Issue Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the GCBRLMs and the BRLMs to the Stock Exchanges.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask for rectified data.

Our Company in consultation with the GCBRLMs and the BRLMs, reserve the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the GCBRLMs and the BRLMs and the terminals of the other members of the Syndicate Members.

ISSUE PROCEDURE

*All Bidders should review the General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/ CFD/ DIL/ 12/ 2013) dated October 23, 2013 notified by SEBI (the "General Information Document") included below under section "**Part B – General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general and in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges, the GCBRLMs and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

Our Company, the GCBRLMs and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

Please note that QIBs (other than Anchor Investors) and Non-Institutional Bidders can participate in the Issue only through the ASBA process. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion can participate in the Issue through the ASBA process as well as the non ASBA process. ASBA Bidders should note that the ASBA process involves application procedures that are different from the procedure applicable to non-ASBA Bidders. However, there is a common Bid cum Application Form for ASBA Bidders (submitted to SCSBs or to the Syndicate at the Specified Locations or to the Registered Brokers at the Broker Centres) as well as for non-ASBA Bidders. Bidders applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form. In case of ASBA Bidders, an amount equivalent to the full Bid Amount will be blocked by the SCSBs.

ASBA Bidders may submit ASBA Bids to a Designated Branch (a list of such branches is available on the website of the SEBI (www.sebi.gov.in) or to the Syndicate at the Specified Locations, a list of which is available at the website of the SEBI (www.sebi.gov.in) and updated from time to time or to the Registered Brokers at the Broker Centres. Non-ASBA Bidders are required to submit Bids to the Syndicate, only on a Bid cum Application Form bearing the stamp of a member of the Syndicate or the Registered Broker. ASBA Bidders are advised not to submit Bid cum Application Forms to Escrow Collection Banks, unless such Escrow Collection Banks are also SCSBs.

All Bidders are required to pay the full Bid Amount or, in case of ASBA Bids, ensure that the ASBA Account has sufficient credit balance such that the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

*SEBI by its circular (CIR/ CFD/ DIL/ 1/ 2011) dated April 29, 2011 ("**2011 Circular**") has made it mandatory for the non retail bidders i.e., QIBs (other than Anchor Investors) and Non Institutional Bidders to make use of the facility of ASBA for making applications for public issues. Further, the 2011 Circular also provides a mechanism to enable the Syndicate and sub-Syndicate Members to procure Bid cum Application Forms submitted under the ASBA process from prospective Bidders. SEBI by its circular (CIR/ CFD/ 14/ 2012) dated October 4, 2012 ("**2012 Circular**"), has introduced an additional mechanism for prospective Bidders to submit Bid cum Application Forms (ASBA and non-ASBA applications) using the stock broker network of Stock Exchanges, who may not be Syndicate Members in the Issue. The 2012 Circular envisages enabling this facility to submit the Bid cum Application Forms in more than 1,000 locations which are part of the nationwide broker network of the Stock Exchanges and where there is a presence of the brokers' terminals, by March 1, 2013. Further, SEBI by its circular (CIR/ CFD/ DIL/ 4 / 2013) dated January 23, 2013 ("**2013 Circular**"), in partial modification of the 2011 Circular, mandates that in order to facilitate Syndicate/ sub-Syndicate/ non-Syndicate Members to accept Bid cum Application Forms from prospective ASBA Bidders in the locations, all the SCSBs having a branch in the location of Broker Centres, notified in terms of the 2012 Circular are required to name at least one branch before March 1, 2013, where Syndicate/ sub-Syndicate/ non-Syndicate Members can submit such Bid cum Application Forms.*

PART A

Book Building Procedure

The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be Allotted to QIBs on a proportionate basis, provided that our Company may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. [●] Equity Shares aggregating up to ₹150 million shall be made available for allocation on a proportionate basis to the Eligible Employees bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price

Under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or combination of categories (including the Employee Reservation Portion), at the discretion of our Company in consultation with the GCBRLMs, the BRLMs and the Designated Stock Exchange.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Please note that there is a common Bid cum Application Form for ASBA Bidders as well as for non-ASBA Bidders. Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the GCBRLMs, the BRLMs, the Syndicate Members, the Registered Brokers, the SCSBs and the Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available on the websites of the SCSBs, the NSE (www.nseindia.com) and the BSE (www.bseindia.com) and the terminals of the Registered Brokers. Physical Bid cum Application Forms for Anchor Investors shall be made available at the offices of the GCBRLMs and the BRLMs.

QIBs (other than Anchor Investors) and Non-Institutional Bidders shall mandatorily participate in the Issue only through the ASBA process. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion can participate in the Issue through the ASBA process as well as the non-ASBA process.

ASBA Bidders must provide bank account details in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected. In relation to non-ASBA Bidders, the bank account details shall be available from the depository account on the basis of the DP ID, Client ID and PAN provided by the non-ASBA Bidders in their Bid cum Application Form.

Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs, as the case may be, submitted at the Bidding centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White

Category	Colour of Bid cum Application Form*
Non-Residents including Eligible NRIs, FIIs, FPIs or FVCIs, registered Multilateral and Bilateral Development Financial Institutions applying on a repatriation basis (ASBA and non-ASBA)	Blue
Anchor Investors**	White
Eligible Employees bidding in the Employee Reservation Portion	Pink

* *Excluding electronic Bid cum Application Form*
** *Bid cum Application forms from Anchor Investors will be made available at the office of the GCBRLMs*

Who can Bid?

In addition to the category of Bidders set forth under "***General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue***", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Bidders (NIBs) category;
- Eligible Employees bidding in the Employee Reservation Portion;
- Scientific and/ or industrial research organisations authorised in India to invest in the Equity Shares;
- Any other persons eligible to Bid in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

Participation by associates and affiliates of the GCBRLMs, the BRLMs and the Syndicate Members

The GCBRLMs, the BRLMs and the Syndicate Members shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the GCBRLMs, the BRLMs and the Syndicate Members may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the GCBRLMs, the BRLMs and the Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The GCBRLMs, the BRLMs and any person related to the GCBRLMs and the BRLMs (other the mutual funds sponsored by entities related to the GCBRLMs and the BRLMs) and any persons related to the GCBRLMs and the BRLMs, or the Promoter and the Promoter Group cannot apply in the Issue under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be

treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

Bids by Eligible NRIs

NRIs may obtain copies of Bid cum Application Form from the offices of the GCBRLMs, the BRLMs, the Syndicate Members, the Registered Brokers and the SCSBs. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs (applying on a non-repatriation basis) should make payments by inward remittance in foreign exchange through normal banking channels or out of funds held in Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) accounts, or out of a Non-Resident Ordinary (“NRO”) account, or Non-Resident (Special) Rupee account / Non-Resident Non-Repatriable Term Deposit account. NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR or NRO Account.

Eligible NRIs intending to make payment through freely convertible foreign exchange and bidding on a repatriation basis could make payments through Indian Rupee drafts purchased abroad or cheques or bank drafts or by debits to their NRE or FCNR accounts, maintained with banks authorized by the RBI to deal in foreign exchange. Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour), accompanied by a bank certificate confirming that the payment has been made by debiting to the NRE or FCNR account, as the case may be. Payment for Bids by Non-Resident Bidder bidding on a repatriation basis will not be accepted out of NRO accounts.

Non ASBA Bids by NRIs shall be submitted only in the locations specified in the Bid cum Application Form.

Bids by FPIs and FIIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely ‘foreign institutional investors’ and ‘qualified foreign investors’ will be subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investors and unregulated broad based funds, which are classified as Category II foreign portfolio investors by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

Bids by Anchor Investors

Our Company, in consultation with the GCBRLMs and the BRLMs, may consider participation by Anchor Investors in the Net Issue for up to 60% of the QIB Portion in accordance with the SEBI ICDR Regulations. Only QIBs as defined in Regulation 2(1)(zd) of the SEBI ICDR Regulations and not otherwise excluded pursuant to Schedule XI of the SEBI ICDR Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI ICDR Regulations, the key terms for participation in the Anchor Investor Portion are provided below:

(i) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investor Portion at the offices of the GCBRLMs and the BRLMs.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.

(v) Our Company in consultation with the GCBRLMs and the BRLMs will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

  (a) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million;

  (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and

  (c) minimum of five and maximum of 25 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the GCBRLMs and the BRLMs before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Issue Price is greater than the Anchor Investor Issue Price, the additional amount being the difference between the Issue Price and the Anchor Investor Issue Price will be payable by the Anchor Investors within two Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Issue Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

(ix) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(x) The GCBRLMs and the BRLMs (other the mutual funds sponsored by entities related to the GCBRLMs and the BRLMs), our Promoter, Promoter Group, Group Companies or any person related to them will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the GCBRLMs and the BRLMs and made available as part of the records of the GCBRLMs and the BRLMs for inspection by SEBI.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

(xii) For more information, see section "Issue Procedure - Part B: General Information Document for Investing in Public Issues - Section 7: Allotment Procedure and Basis of Allotment - Allotment to Anchor Investor" on page 501.

(xiii) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations and the SEBI FVCI Regulations, *inter alia*, prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than $1/3^{rd}$ of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Bidders including Eligible NRIs, FPIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/ or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian rupees will be converted into USD or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form. Our Company or the GCBRLMs and the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Circular dated July 1, 2014 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Price payable by the Eligible Employee does not exceed ₹200,000. The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (*i.e.* Pink colour form).

(b) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹200,000. The maximum Bid in this category by an Eligible Employee cannot exceed ₹200,000.

(c) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form.

(d) The Bidder should be an Eligible Employee as defined above. In case of joint bids, the first Bidder shall be an Eligible Employee.

(e) Only Eligible Employees would be eligible to apply in this Issue under the Employee Reservation Portion.

(f) Bids by Eligible Employees will have to Bid like any other Bidder. Only those Bids, which are received at or above the Issue Price, would be considered for Allotment under this category.

(g) Eligible Employees can apply at Cut-off Price.

(h) Bid by Eligible Employees can be made also in the "Net Issue to the Public" and such Bids shall not be treated as multiple Bids.

(i) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(j) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue. In case of under-subscription in the Net Issue, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion subject to the Net Issue constituting 10% of the post-Issue share capital of our Company.

(k) If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of allocation, refer to "Basis of Allotment" on page 499.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 are broadly set forth below:

(a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (a), (b) and (c) above, as the case may be.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

In case of a Bid by way of ASBA pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Bid cum Application Form.

Our Company in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company, the GCBRLMs and the BRLMs may deem fit.

Bids by provident funds/ pension funds

In case of Bids made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company, the GCBRLMs and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

General Instructions

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

5. Ensure that the Bids are submitted at the bidding centres only on forms bearing the stamp of the Syndicate (except in case of electronic forms) or with respect to ASBA Bidders, ensure that your Bid is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the ASBA Bidder or the person whose bank account will be utilised by the ASBA Bidder for bidding has a bank account, or to a Registered Broker at the Broker Centres.

6. In relation to the ASBA Bids, ensure that your Bid cum Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Syndicate in the Specified Locations or with a Registered Broker at the Broker Centres, and not to the Escrow Collection Banks (assuming that such bank is not a SCSB) or to our Company or the Registrar to the Issue;

7. With respect to the ASBA Bids, ensure that the Bid cum Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

8. QIBs (other than Anchor Investors) and the Non-Institutional Bidders should submit their Bids through the ASBA process only;

9. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;

10. Ensure that you request for and receive a TRS for all your Bid options;

11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs or the Registered Broker (at the Broker Centres);

12. Ensure that you have funds equal to the Bid Amount in your bank account before submitting the Bid cum Application Form under non-ASBA process to the Syndicate or the Registered Brokers;

13. With respect to non-ASBA Bids, ensure that the full Bid Amount is paid for the Bids and with respect to ASBA Bids, ensure funds equivalent to the Bid Amount are blocked;

14. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;

15. Submit revised Bids to the same member of the Syndicate, SCSB or Registered Broker, as applicable, through whom the original Bid was placed and obtain a revised TRS;

16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;

17. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;

18. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

19. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

20. Ensure that the name(s) given in the Bid cum Application Form is/ are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

21. Ensure that the category and sub-category is indicated;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust, etc., relevant documents are submitted;

23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

24. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the electronic bidding of the Stock Exchanges by the Syndicate, the SCSBs or the Registered Brokers, as the case may be, match with the DP ID, Client ID and PAN available in the Depository database;

25. In relation to the ASBA Bids, ensure that you use the Bid cum Application Form bearing the stamp of the Syndicate (in the Specified Locations) and/ or relevant SCSB and/ or the Designated Branch and/ or the Registered Broker at the Broker Centres (except in case of electronic forms);

26. Ensure that you tick the correct investor category, as applicable, in the Bid cum Application Form to ensure proper upload of your Bid in the online IPO system of the Stock Exchanges. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;

27. ASBA Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only in the Specified Locations and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http:/ / www.sebi.gov.in/ sebiweb/ home/ list/ 5/ 33/ 0/ 0/ Recognised-Intermediaries, updated from time to time). ASBA Bidders bidding through a Registered Broker should ensure that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms;

28. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;

29. Ensure that the entire Bid Amount is paid at the time of submission of the Bid or in relation to the ASBA Bids, ensure that you have correctly signed the authorization/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form; and

30. In relation to the ASBA Bids, ensure that you receive an acknowledgement from the Designated Branch of the SCSB or from the member of the Syndicate in the Specified Locations or from the Registered Broker at the Broker Centres, as the case may be, for the submission of your Bid cum Application Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/ revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Syndicate, the SCSBs or the Registered Brokers, as applicable;

4. Do not pay the Bid Amount in cash, by money order or by postal order or by stockinvest;

5. If you are an ASBA Bidder, the payment of the Bid Amount in any mode other than blocked amounts in the bank account maintained with an SCSB shall not be accepted under the ASBA process;

6. Do not send Bid cum Application Forms by post; instead submit the same to the Syndicate, the SCSBs or the Registered Brokers only;

7. Do not submit the Bid cum Application Forms to the Escrow Collection Bank(s) (assuming that such bank is not a SCSB), our Company or the Registrar to the Issue;

8. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the Syndicate, the Registered Brokers or the SCSBs;

9. Anchor Investors should not Bid through the ASBA process;

10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

11. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion);

12. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

13. Do not submit the GIR number instead of the PAN;

14. In case you are a Bidder other than an ASBA Bidder, do not submit the Bid without payment of the entire Bid Amount. In case you are an ASBA Bidder, do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;

15. In case you are an ASBA Bidder, do not instruct your respective banks to release the funds blocked in the ASBA Account;

16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

17. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

18. If you are a QIB, do not submit your Bid after 3.00 pm on the Bid/ Issue Closing Date for QIBs;

19. If you are a Non-Institutional Bidder or Retail Individual Bidder or an Eligible Employee bidding in the Employee Reservation Portion, do not submit your Bid after 3.00 pm on the Bid/ Issue Closing Date;

20. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872, as amended (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);

21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder;

22. Incase of ASBA bidders, do not submit more than five Bid cum Application Forms per ASBA Account;

23. Do not submit ASBA Bids to a member of the Syndicate at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres;

24. Do not submit ASBA Bids to a member of the Syndicate in the Specified Locations unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Specified Location, for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http:// www.sebi.gov.in/ sebiweb/ home/ list/ 5/ 33/ 0/ 0/ Recognised-Intermediaries, updated from time to time);

25. Do not submit ASBA Bids to a Registered Broker unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in that location for the Registered Broker to deposit the Bid cum Application Forms; and

26. For Bids by QIB Bidders and Non-Institutional Bidders, do not withdraw your Bids or lower the size of your Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment instructions

In terms of RBI circular no. DPSS.CO.CHD.No./ 133/ 04.07.05/ 2013-14 dated July 16, 2013, non-CTS cheques are processed in three CTS centres in a separate clearing session. This separate clearing session will operate once a week from November 1, 2014 onwards. In order to enable listing and trading of Equity Shares within 12 Working Days of the Bid/ Issue Closing Date, investors are advised to use CTS cheques or use the ASBA facility to make payment.

INVESTORS ARE CAUTIONED THAT BID CUM APPLICATION FORMS ACCOMPANIED BY NON-CTS CHEQUES ARE LIABLE TO BE REJECTED DUE TO ANY DELAY IN CLEARING BEYOND SIX WORKING DAYS FROM THE BID/ ISSUE CLOSING DATE.

PLEASE NOTE THAT IN THE EVENT OF A DELAY BEYOND SIX WORKING DAYS FROM THE BID/ ISSUE CLOSING DATE IN CLEARING THE CHEQUES ACCOMPANYING THE BID CUM APPLICATION FORMS, FOR ANY REASON WHATSOEVER, SUCH BID CUM APPLICATION FORMS WILL BE LIABLE TO BE REJECTED.

Payment into Escrow Account for non-ASBA Bidders

The payment instruments for payment into the Escrow Account should be drawn in favour of:

(a) In case of resident Retail Individual Bidders: “Coffee Day Public Issue – Escrow Account - R”

(b) In case of Non-Resident Retail Individual Bidders: “Coffee Day Public Issue – Escrow Account - NR”

(c) In case of Eligible Employees bidding in the Employee Reservation Portion: “Coffee Day Public Issue – Escrow Account - Employees”

Our Company in consultation with the GCBRLMs and the BRLMs, in its absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: “Coffee Day Public Issue – Escrow Account – Anchor - R”

(b) In case of Non-Resident Anchor Investors: “Coffee Day Public Issue – Escrow Account – Anchor - NR”

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) [●] edition of English national newspaper [●]; (ii) [●] edition of Hindi national newspaper [●]; and (iii) [●] edition of Kannada newspaper [●], each with wide circulation.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Issue Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with the applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following that:

- if our Company do not proceed with the Issue after the Bid/ Issue Closing Date, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges where the Equity Shares are proposed to be listed shall also be informed promptly;

- if our Company withdraw the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;

- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within 12 Working Days of the Bid/ Issue Closing Date;

- Allotment Advice shall be issued or application money shall be refunded within 15 days from the Bid/ Issue Closing Date or such lesser time specified by SEBI, else application money shall be refunded forthwith, failing which interest shall be due to the applicants at the rate of 15% per annum for the delayed period;

- the funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

- where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/ Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund, failing which interest shall be due to the applicants at the rate of 15% per annum for the delayed period;

- the certificates of the securities/ refund orders to Eligible NRIs shall be despatched within specified time;

- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription, etc.; and

- adequate arrangements shall be made to collect all Bid cum Application Forms under the ASBA process and to consider them similar to non-ASBA Bids while finalising the Basis of Allotment.

Utilisation of Issue proceeds

The Board of Directors certify that:

- all monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

- details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;

- the utilisation of monies received under the Promoter's contribution, if any, shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- the details of all unutilised monies out of the funds received under the Promoter's contribution, if any, shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

The Company declares that all monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

Our Company, in consultation with the GCBRLMs and the BRLMs, reserves the right not to proceed with the Issue at any time after the Bid Opening Date but before the Allotment. In such an event, our Company shall issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two days of the Bid Closing Date of the Issue or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The GCBRLMs and the BRLMs, through the Registrar to the Issue, shall instruct the SCSBs to unblock the ASBA Accounts within one Working Day of receipt of such notification. Our Company shall also promptly inform the Stock Exchanges on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within 12 Working Days of the Bid Closing Date, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/ Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/ Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/ Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/ Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI Regulations**").

Bidders/ Applicants should note that investment in equity and equity related securities involves risk and Bidder/ Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/ or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/ Applicants should carefully read the entire RHP/ Prospectus and the Bid cum Application Form/ Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/ or overlap between the disclosure included in this document and the RHP/ Prospectus, the disclosures in the RHP/ Prospectus shall prevail. The RHP/ Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the GCBRLM(s) and the BRLM(s) to the Issue and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/ Applicants may refer to section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/ FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is, *inter alia*, required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/ Applicants may refer to the RHP/ Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is, *inter alia*, required to comply with the eligibility requirements in terms of Regulation 26/ 27 of the SEBI Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/ Applicants may refer to the RHP/ Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI Regulations, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Rules, 1957 (the "**SCRR**"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/ Applicants may refer to the RHP/ Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI Regulations, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-Issue advertisement was given at least five Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/ Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/ Applicants should refer to the RHP/ Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/ Applicants) and not more than ten Working Days. Bidders/ Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/ Prospectus for details of the Bid/ Issue Period. Details of Bid/ Issue Period are also available on the website of Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Issue Period may be extended by at least three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/ Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges, the GCBRLM(s) and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/ Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Issue other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

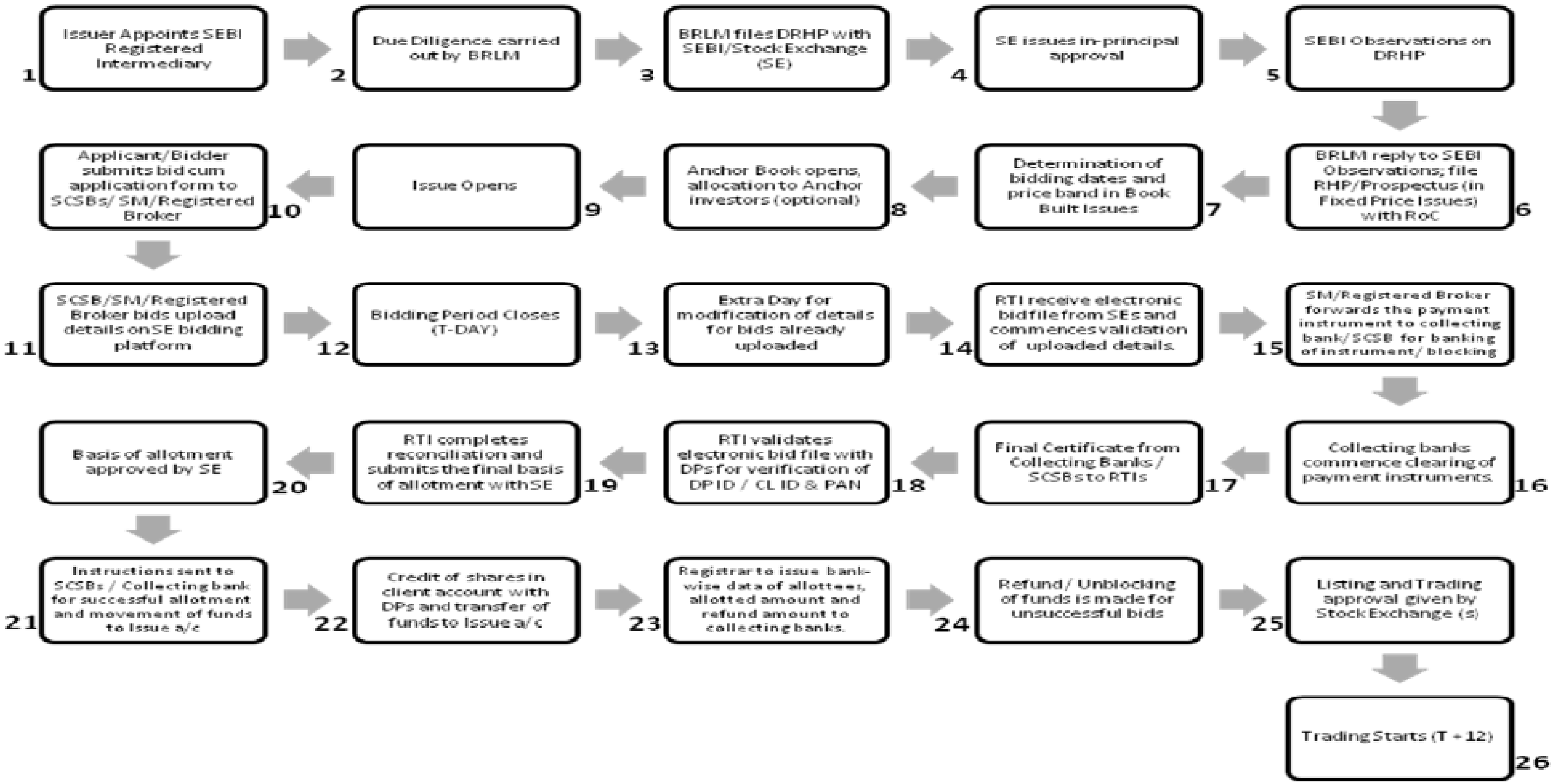
    i. Step 7 : Determination of Issue Date and Price

    ii. Step 10: Applicant submits ASBA Application Form with Designated Branch of SCSB and Non-ASBA forms directly to collection Bank and not to Broker.

    iii. Step 11: SCSB uploads ASBA Application details in Stock Exchange Platform

    iv. Step 12: Issue period closes

    v. Step 15: Not Applicable


1
Issuer Appoints SEBI Registered Intermediary
2
Due Diligence carried out by BRLM
3
BRLM files DRHP with SEBI/Stock Exchange (SE)
4
SE issues in-principal approval
5
SEBI Observations on DRHP
6
BRLM reply to SEBI Observations; file RHP/Prospectus (in Fixed Price Issues) with RoC
7
Determination of bidding dates and price band in Book Built Issues
8
Anchor Book opens, allocation to Anchor investors (optional)
9
Issue Opens
10
Applicant/Bidder submits bid cum application form to SCSBs/ SM/Registered Broker
11
SCSB/SM/Registered Broker bids upload details on SE bidding platform
12
Bidding Period Closes (T-DAY)
13
Extra Day for modification of details for bids already uploaded
14
RTI receive electronic bid file from SEs and commences validation of uploaded details
15
SM/Registered Broker forwards the payment instrument to collecting bank/SCSB for banking of instrument/ blocking
16
Collecting banks commence clearing of payment instruments
17
Final Certificate from Collecting Banks / SCSBs to RTIs
18
RTI validates electronic bid file with DPs for verification of DP ID / CL ID & PAN
19
RTI completes reconciliation and submits the final basis of allotment with SE
20
Basis of allotment approved by SE
21
Instructions sent to SCSBs / Collecting bank for successful allotment and movement of funds to Issue a/c
22
Credit of shares in client account with DPs and transfer of funds to Issue a/c
23
Registrar to issue bank-wise data of allottees, allotted amount and refund amount to collecting banks.
24
Refund/ Unblocking of funds is made for unsuccessful bids
25
Listing and Trading approval given by Stock Exchange (s)
26
Trading Starts (T + 12)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/ Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/ Applicants, such as NRIs, FII's, FPIs and FVCIs may not be allowed to Bid/ Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/ Applicants are requested to refer to the RHP/ Prospectus for more details.

Subject to the above, an illustrative list of Bidders/ Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/ Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/ Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/ Application Form as follows: "Name of sole or first Bidder/ Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/ Applications by HUFs may be considered at par with Bids/ Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Investors ("**NIIs**") category;
- FPIs other than Category III foreign portfolio investors bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, bidding under the NIIs category;
- Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/ Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form either bearing the stamp of a member of the Syndicate or bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the members of the Syndicate, Registered Brokers, Designated Branches of the SCSBs and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/ Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Collection Bank(s) or SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/ Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Bidders/ Applicants is as follows:

Category	Color of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/ Applicants bidding/ applying in the reserved category	White

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/ Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/ Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/ Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA

XYZ LIMITED - PUBLIC ISSUE - R

FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS

Logo

To,
The Board of Directors
XYZ Limited

BOOK BUILDING ISSUE

IN

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S/AGENT'S STAMP & CODE
ESCROW BANK / SCSB BRANCH STAMP & CODE	**SUB-BROKER'S/SUB-AGENT'S STAMP & CODE**
BANK BRANCH SERIAL NO.	**REGISTRAR'S / SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS of Sole / First Applicant

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
	7 | 6 | 5 | 4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. Category

☐ Retail Individual

☐ Non-Institutional

☐ QIB

6. Investor Status

- ☐ Individual(s) - IND
- ☐ Hindu Undivided Family* - HUF
- ☐ Bodies Corporate - CO
- ☐ Banks & Financial Institutions - FI
- ☐ Mutual Funds - MF
- ☐ Non-Resident Indians - NRI (Non-Repatriation basis)
- ☐ National Investment Fund - NIF
- ☐ Insurance Funds - IF
- ☐ Insurance Companies - IC
- ☐ Venture Capital Funds - VC
- ☐ Others (Please specify) - OTH

* *HUF should apply only through Karta (Application by HUF would be treated on par with Individual)*

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below) PAYMENT OPTIONS ☐ Full Payment ☐ Part Payment

Amount Paid (₹ in figures) (₹ in words)

☐ **(A) CHEQUE/ DEMAND DRAFT (DD)**

Cheque/DD No. Dated D D M M Y Y

Drawn on (Bank Name & Branch)

☐ **(B) ASBA**

Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid Cum Application Form given overleaf.

8A. SIGNATURE OF SOLE/ FIRST APPLICANT

Date : ______________, 2011

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (For ASBA option ONLY)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

XYZ LIMITED

Acknowledgement Slip for Syndicate Member / SCSB

Bid cum Application Form No.

DPID / CLID

PAN

Amount Paid (₹ in figures) Bank & Branch

Cheque / DD/ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile Email

Stamp & Signature of Banker

TEAR HERE

XYZ LIMITED

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Cheque / DD/ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Syndicate Member / SCSB

Name of Sole / First Applicant

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA

XYZ LIMITED - PUBLIC ISSUE - NR

FOR ELIGIBLE NRIs, FIIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

Logo

To,
The Board of Directors
XYZ Limited

BOOK BUILDING ISSUE

INE523L01018

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE

BROKER'S/AGENT'S STAMP & CODE

ESCROW BANK / SCSB BRANCH STAMP & CODE

SUB-BROKER'S/SUB-AGENT'S STAMP & CODE

BANK BRANCH SERIAL NO.

REGISTRAR'S / SCSB SERIAL NO.

1. NAME & CONTACT DETAILS of Sole / First Applicant

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off ")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
	7 | 6 | 5 | 4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. Category

☐ Retail Individual

☐ Non-Institutional

☐ QIB

6. Investor Status

NRI Non-Resident Indian (Repatriation basis)

FII Foreign Institutional Investor

FVCI Foreign Venture Capital Investor

FIISA FII Sub Account Corporate / Individual

OTH Others (Please Specify)

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)

PAYMENT OPTIONS ☐ Full Payment ☐ Part Payment

Amount Paid (₹ in figures) (₹ in words)

☐ **(A) CHEQUE/ DEMAND DRAFT (DD)**

Cheque/DD No. Dated D D M M Y Y

Drawn on (Bank Name & Branch)

☐ **(B) ASBA**

Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid Cum Application Form given overleaf.

8A. SIGNATURE OF SOLE/ FIRST APPLICANT

Date : ____________, 2011

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (For ASBA option ONLY)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

XYZ LIMITED

Acknowledgement Slip for Syndicate Member / SCSB

Bid cum Application Form No.

DPID / CLID

PAN

Amount Paid (₹ in figures)

Bank & Branch

Cheque / DD/ASBA Bank A/c No.

Stamp & Signature of Banker

Received from Mr./Ms.

Telephone / Mobile

Email

TEAR HERE

XYZ LIMITED

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Cheque / DD/ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Syndicate Member / SCSB

Name of Sole / First Applicant

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER/ APPLICANT**

(a) Bidders/ Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/ Applicants should note that the name and address fields are compulsory and E-mail and/ or telephone number/ mobile number fields are optional. Bidders/ Applicants should note that the contact details mentioned in the Bid-cum Application Form/ Application Form may be used to dispatch communications(including refund orders and letters notifying the unblocking of the bank accounts of ASBA Bidders/ Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Bids/ Applications**: In the case of Joint Bids/ Applications, the Bids/ Applications should be made in the name of the Bidder/ Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/ Applicant would be required in the Bid cum Application Form/ Application Form and such first Bidder/ Applicant would be deemed to have signed on behalf of the joint holders All payments may be made out in favor of the Bidder/ Applicant whose name appears in the Bid cum Application Form/ Application Form or the Revision Form and all communications may be addressed to such Bidder/ Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/ Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/ Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/ Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN NUMBER OF SOLE/ FIRST BIDDER/ APPLICANT**

(a) PAN (of the sole/ first Bidder/ Applicant) provided in the Bid cum Application Form/ Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/ Applications on behalf of the Central or State Government, Bids/ Applications by officials appointed by the courts and Bids/ Applications by Bidders/ Applicants residing in Sikkim ("PAN Exempted Bidders/ Applicants"). Consequently, all Bidders/ Applicants, other than the PAN Exempted Bidders/ Applicants, are required to disclose their PAN in the Bid cum Application Form/ Application Form, irrespective of the Bid/ Application Amount. A Bid cum Application Form/ Application Form without PAN, except in case of Exempted Bidders/ Applicants, is liable to be rejected. Bids/ Applications by the Bidders/ Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/ Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/ Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/ Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/ MRD/ DP/ 22/ 2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/ APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/ Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/ Application Form. The DP ID and Client ID provided in the Bid cum Application Form/ Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/ Application Form is liable to be rejected.**

(b) Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/ Application Form is active.

(c) Bidders/ Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/ Application Form, the Bidder/ Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/ Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving refunds and allocation advice (including through physical refund warrants, direct credit, NECS, NEFT and RTGS), or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Please note that refunds on account of our Company not receiving the minimum subscription of 90% of the Issue shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

(d) Bidders/ Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/ Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/ RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/ Issue Opening Date in case of an IPO, and at least one Working Day before Bid/ Issue Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/ FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the GCBRLMs and the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis. For details of the Bid Lot, bidders may to the RHP/ Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹200,000.

In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/ Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Issue size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (Section 5.6 (e))

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories bidding in their respective Reservation Portion as well as bids made by them in the Net Issue portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI Regulations, for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of anchor investors based on allocation size, to the Anchor Investors, in accordance with the SEBI Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/ Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/ Applicants as permitted under the SEBI Regulations. For details of any reservations made in the Issue, Bidders/ Applicants may refer to the RHP/ Prospectus.

(d) The SEBI Regulations, specify the allocation or allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions.

Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/ Applicant may refer to the RHP/ Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/ Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/ Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/ Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/ Applicants are requested to refer to the RHP/ Prospectus for more details.

(c) Bidders/ Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/ Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) All Bidders are required to make payment of the full Bid Amount (net of any Discount, as applicable) along-with the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be made for Bid Amount net of Discount. Only in cases where the RHP/ Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) Bidders who Bid at Cut-off price shall deposit the Bid Amount based on the Cap Price.

(c) QIBs and NIIs can participate in the Issue only through the ASBA mechanism.

(d) RIIs and/ or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft ("Non-ASBA Mechanism").

(e) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 **Instructions for non-ASBA Bidders:**

(a) Non-ASBA Bidders may submit their Bids with a member of the Syndicate or any of the Registered Brokers of the Stock Exchange. The details of Broker Centres along with names and contact details of the Registered Brokers are provided on the websites of the Stock Exchanges.

(b) **For Bids made through a member of the Syndicate**: The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/ Prospectus and the Bid cum Application Form and submit the same to the members of the Syndicate at Specified Locations.

(c) **For Bids made through a Registered Broker:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/ Prospectus and the Bid cum Application Form and submit the same to the Registered Broker.

(d) If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.

(e) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Cheques/ bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

(f) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Bidders until the Designated Date.

(g) Bidders are advised to provide the number of the Bid cum Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.1.7.2 **Payment instructions for ASBA Bidders**

(a) ASBA Bidders may submit the Bid cum Application Form either:

i. in physical mode to the Designated Branch of an SCSB where the Bidders/ Applicants have ASBA Account, or

ii. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

iii. in physical mode to a member of the Syndicate at the Specified Locations, or

iv. Registered Brokers of the Stock Exchange.

(b) ASBA Bidders may specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by an ASBA Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) **ASBA Bidders bidding through a member of the Syndicate** should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified locations. ASBA Bidders should also note that Bid cum Application Forms submitted to a member of the Syndicate at the Specified locations may not be accepted by the Member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http:/ / www.sebi.gov.in/ sebiweb/ home/ list/ 5/ 33/ 0/ 0/ Recognised-Intermediaries).

(g) **ASBA Bidders bidding through a Registered Broker** should note that Bid cum Application Forms submitted to the Registered Brokers may not be accepted by the Registered Broker, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms.

(h) **ASBA Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each ASBA Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 12 Working Days of the Bid/ Issue Closing Date.

4.1.7.3 **Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.4 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/ Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/ Applicant is required to sign the Bid cum Application Form/ Application Form. Bidders/ Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Bidder/ Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Bids/ Applications, signature has to be correctly affixed in the authorization/ undertaking box in the Bid cum Application Form/ Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/ Application Form.

(d) Bidders/ Applicants must note that Bid cum Application Form/ Application Form without signature of Bidder/ Applicant and / or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by a member of the Syndicate, Registered Broker or SCSB, as applicable, for submission of the Bid cum Application Form.

(b) Applicants should ensure that they receive the acknowledgment duly signed and stamped by an Escrow Collection Bank or SCSB, as applicable, for submission of the Application Form.

(c) All communications in connection with Bids/ Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/ Applicants should contact the Registrar to the Issue.

ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/ Applicants should contact the relevant Designated Branch of the SCSB.

iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/ Applicants should contact the relevant Syndicate Member.

iv. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders/ Applicants should contact the relevant Registered Broker

v. Bidder/ Applicant may contact the Company Secretary and Compliance Officer or the GCBRLM(s) or the BRLM(s) in case of any other complaints in relation to the Issue.

(d) The following details (as applicable) should be quoted while making any queries -

i. full name of the sole or First Bidder/ Applicant, Bid cum Application Form number, Applicants'/ Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

ii. name and address of the member of the Syndicate, Registered Broker or the Designated Branch, as the case may be, where the Bid was submitted or

iii. In case of Non-ASBA bids cheque or draft number and the name of the issuing bank thereof

iv. In case of ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/ Applicant may refer to the RHP/ Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Bid/ Issue Period, any Bidder/ Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/ Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/ Applicants will have to use the services of the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/ Applicant had placed the original Bid. Bidders/ Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:

COMMON BID REVISION FORM FOR ASBA / NON-ASBA

XYZ LIMITED - PUBLIC ISSUE - R

FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS

Logo

To,
The Board of Directors
XYZ Limited

BOOK BUILDING ISSUE

INE523L01018

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER'S/AGENT'S STAMP & CODE

ESCROW BANK/SCSB BRANCH STAMP & CODE | SUB-BROKER'S/SUB-AGENT'S STAMP & CODE

BANK BRANCH SERIAL NO. | REGISTRAR'S / SCSB SERIAL NO.

1. NAME & CONTACT DETAILS of Sole / First Applicant

Mr. / Ms.

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (as per last Bid or Revision)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
	7 6 5 4 3 2 1	4 3 2 1	4 3 2 1	4 3 2 1	
Option 1					☐
(OR) Option 2	OLD BID				☐
(OR) Option 3					☐

5. TO (Revised Bid)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
	7 6 5 4 3 2 1	4 3 2 1	4 3 2 1	4 3 2 1	
Option 1					☐
(OR) Option 2	REVISED BID				☐
(OR) Option 3					☐

6. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below) | PAYMENT OPTIONS ☐ Full Payment ☐ Part Payment

Additional Amount Paid (₹ in figures) (₹ in words)

☐ (A) CHEQUE/ DEMAND DRAFT (DD)
Cheque/DD No. Dated D D M M Y Y
Drawn on (Bank Name & Branch)

☐ (B) ASBA
Bank A/c No.
Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid revision Form given overleaf.

7A. SIGNATURE OF SOLE/ JOINT APPLICANT(S)

Date : ____________, 2011

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (FOR ASBA OPTION ONLY)
I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue
1)
2)
3)

BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

XYZ LIMITED BID REVISION FORM

Acknowledgement Slip for Syndicate Member / SCSB

Bid cum Application Form No.

DPID / CLID

PAN

Additional Amount Paid (₹) | Bank & Branch

Cheque / DD/ASBA Bank A/c No.

Stamp & Signature of Banker

REVISED BID

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED BID REVISION FORM

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price		REVISED BID	
Additional Amount Paid (₹)			

Cheque / DD/ASBA Bank A/c No.
Bank & Branch

Acknowledgement of Syndicate Member / SCSB

Name of Sole / First Applicant

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE — PLEASE FILL IN BLOCK LETTERS — TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/ FIRST BIDDER/ APPLICANT, PAN OF SOLE/ FIRST BIDDER/ APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/ APPLICANT**

Bidders/ Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/ Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/ Applicant has Bid for three options in the Bid cum Application Form and such Bidder/ Applicant is changing only one of the options in the Revision Form, the Bidder/ Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/ Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/ Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/ Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders or refunded from the Escrow Account in case of non-ASBA Bidder.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) With respect to the Bids, other than Bids submitted by ASBA Bidders/ Applicants, any revision of the Bid should be accompanied by payment in the form of cheque or demand draft for the amount, if any, to be paid on account of the upward revision of the Bid.

(b) All Bidders/ Applicants are required to make payment of the full Bid Amount (less Discount (if applicable) along with the Bid Revision Form. In case of Bidders/ Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(c) In case of Bids submitted by ASBA Bidder/ Applicant, Bidder/ Applicant may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same member of the Syndicate/ Registered Broker or the same Designated Branch (as the case may be) through whom such Bidder/ Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(d) In case of Bids, other than ASBA Bids, Bidder/ Applicant, may make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹200,000 if the Bidder/ Applicant wants to continue to Bid at the Cut-off Price), with the members of the Syndicate/ Registered Broker to whom the original Bid was submitted.

(e) In case the total amount (i.e., original Bid Amount less Discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/ Prospectus. If, however, the Bidder/ Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/ Applicant and the Bidder/ Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(f) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders/ Applicants or refunded from the Escrow Account in case of non-ASBA Bidder/ Applicant.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/ Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/ FIRST BIDDER/ APPLICANT, PAN OF SOLE/ FIRST BIDDER/ APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/ APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Price or Price band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Issue size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Collection Bank(s) or SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/ Applicant and may be rejected.

ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI Regulations for the purpose of Bidding, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI Regulations. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

(c) The SEBI Regulations specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the payment shall be made for an Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

(b) RIIs and/ or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft ("Non-ASBA Mechanism").

(c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.3.5.1 **Instructions for non-ASBA Applicants:**

(a) Non-ASBA Applicants may submit their Application Form with the Collection Bank(s).

(b) For Applications made through a Collection Bank(s): The Applicant may, with the submission of the Application Form, draw a cheque or demand draft for the Bid Amount in favor of the

Escrow Account as specified under the Prospectus and the Application Form and submit the same to the escrow Collection Bank(s).

(c) If the cheque or demand draft accompanying the Application Form is not made favoring the Escrow Account, the form is liable to be rejected.

(d) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Application Form is submitted. Cheques/ bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

(e) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Applicants until the Designated Date.

(f) Applicants are advised to provide the number of the Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.3.5.2 **Payment instructions for ASBA Applicants**

(a) ASBA Applicants may submit the Application Form in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account.

(b) ASBA Applicants may specify the Bank Account number in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) ASBA Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, alongwith instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 12 Working Days of the Issue Closing Date.

4.3.5.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/ APPLICATION FORM

4.4.1 **Bidders/ Applicants may submit completed Bid-cum-application form/ Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Non-ASBA Application	1) To members of the Syndicate at the Specified Locations mentioned in the Bid cum Application Form 2) To Registered Brokers
ASBA Application	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres (b) To the Designated branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/ Applicants should not submit the bid cum application forms/ Revision Form directly to the escrow collection banks. Bid cum Application Form/ Revision Form submitted to the escrow collection banks are liable for rejection.

(b) Bidders/ Applicants should submit the Revision Form to the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/ Applicant had placed the original Bid.

(c) Upon submission of the Bid-cum-Application Form, the Bidder/ Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/ Applicant.

(d) Upon determination of the Issue Price and filing of the Prospectus with the Registrar of Companies (RoC) the Bid-cum-Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of the SEBI Regulations. The Issue Price is finalised after the Bid/ Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/ Issue Period, ASBA Bidders/ Applicants may approach the members of the Syndicate at the Specified Cities or any of the Registered Brokers or the Designated Branches to register their Bids. Non-ASBA Bidders/ Applicants who are interested in subscribing for the Equity Shares should approach the members of the Syndicate or any of the Registered Brokers, to register their Bid.

(b) Non-ASBA Bidders/ Applicants (RIIs, Employees and Retail Individual Shareholders) bidding at Cut-off Price may submit the Bid cum Application Form along with a cheque/ demand draft for the Bid Amount less Discount (if applicable) based on the Cap Price with the members of the Syndicate/ any of the Registered Brokers to register their Bid.

(c) In case of ASBA Bidders/ Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the ASBA Bidders/ Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable). ASBA Bidders/ Applicants may approach the members of the Syndicate or any of the Registered Brokers or the Designated Branches to register their Bids.

(d) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/ Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Syndicate, the Registered Brokers and the SCSBs may register the Bids using the on-line facilities of the Stock Exchanges. The Syndicate, the Registered Brokers and the Designated Branches of the SCSBs can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/ Issue Closing Date, the Syndicate, the Registered Broker and the Designated Branches of the SCSBs may upload the Bids till such time as may be permitted by the Stock Exchanges.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The members of the Syndicate, the Registered Brokers and the SCSBs are given up to one day after the Bid/ Issue Closing Date to modify select fields uploaded in the Stock

Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/ Applicants through the Syndicate, Registered Brokers and the SCSBs may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the GCBRLMs and the BRLMs at the end of the Bid/ Issue Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/ Issue Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until finalization of Basis of Allotment. In case a RII applying through the ASBA process wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned SCSB or the Syndicate Member or the Registered Broker, as applicable, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) In case a RII wishes to withdraw the Bid after the Bid/ Issue Period, the same can be done by submitting a withdrawal request to the Registrar to the Issue until finalization of Basis of Allotment. The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The members of the Syndicate, the Registered Broker and/ or SCSBs are individually responsible for the acts, mistakes or errors or omission in relation to

i. the Bids accepted by the members of the Syndicate, the Registered Broker and the SCSBs,

ii. the Bids uploaded by the members of the Syndicate, the Registered Broker and the SCSBs,

iii. the Bid cum application forms accepted but not uploaded by the members of the Syndicate, the Registered Broker and the SCSBs, or

iv. With respect to Bids by ASBA Bidders/ Applicants, Bids accepted and uploaded by SCSBs without blocking funds in the ASBA Accounts. It may be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant Account.

(b) The GCBRLMs, the BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the GCBRLMs, the BRLMs and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/ Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the (i) authorised agents of the GCBRLMs and the BRLMs, (ii) Registered Brokers, or (iii) SCSBs, or (iv) Collection Bank(s), or at the time of finalisation of the Basis of Allotment. Bidders/ Applicants are advised to note that the Bids/ Applications are liable to be rejected, *inter alia*, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/ Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/ Applications by OCBs; and

(c) In case of partnership firms, Bid/ Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(d) In case of Bids/ Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/ Application Form;

(e) Bids/ Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(f) Bids/ Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(g) DP ID and Client ID not mentioned in the Bid cum Application Form/ Application Form;

(h) PAN not mentioned in the Bid cum Application Form/ Application Form except for Bids/ Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(j) Bids/ Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(k) Bids/ Applications at a price less than the Floor Price & Bids/ Applications at a price more than the Cap Price;

(l) Bids/ Applications at Cut-off Price by NIIs and QIBs;

(m) Amount paid does not tally with the amount payable for the highest value of Equity Shares Bid for. With respect to Bids/ Applications by ASBA Bidders, the amounts mentioned in the Bid cum Application Form/ Application Form does not tally with the amount payable for the value of the Equity Shares Bid/ Applied for;

(n) Bids/ Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(o) In relation to ASBA Bids/ Applications, submission of more than five Bid cum Application Forms/ Application Form as per ASBA Account;

(p) Bids/ Applications for a Bid/ Application Amount of more than ₹200,000 by RIIs by applying through non-ASBA process;

(q) Bids/ Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(r) Multiple Bids/ Applications as defined in this GID and the RHP/ Prospectus;

(s) Bid cum Application Forms/ Application Forms are not delivered by the Bidders/ Applicants within the time prescribed as per the Bid cum Application Forms/ Application Form, Bid/ Issue Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(t) With respect to ASBA Bids/ Applications, inadequate funds in the bank account to block the Bid/ Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/ Application Amount in the bank account;

(u) Bids/ Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;

(v) With respect to ASBA Bids/ Applications, where no confirmation is received from SCSB for blocking of funds;

(w) Bids/ Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders not submitted through ASBA process or Bids/ Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders accompanied with cheque(s) or demand draft(s);

(x) ASBA Bids/ Applications submitted to a GCBRLM or BRLM at locations other than the Specified Cities and Bid cum Application Forms/ Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;

(y) Bids/ Applications not uploaded on the terminals of the Stock Exchanges;

(z) Bids/ Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/ Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI Regulations specify the allocation or Allotment that may be made to various categories of Bidders/ Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/ Prospectus. For details in relation to allocation, the Bidder/ Applicant may refer to the RHP/ Prospectus.

(b) Under-subscription in Retail category is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the GCBRLMs and the BRLMs and the Designated Stock Exchange and in accordance with the SEBI Regulations. Unsubscribed portion in QIB category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/ Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes bidding by Anchor Investors.*

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the GCBRLMs and the BRLMs, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding ("Alternate Book Building Process").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/ Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/ or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Syndicate Members/ SCSB and/ or Bankers to the Issue or Registered Broker.

ASBA Applicants may submit an Application Form either in physical form to the Syndicate Members or Registered Brokers or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date.

In a fixed price Issue, allocation in the net issue to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/ Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/ Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/ Applicants may refer to RHP/ Prospectus. No Retail Individual Investor is will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("Maximum RII Allottees"). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/ Applicants may refer to the SEBI Regulations or RHP / Prospectus. Bids received from QIBs bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB

Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO EMPLOYEE RESERVATION PORTION

(a) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Eligible Employees does not exceed ₹200,000. The Allotment in the Employee Reservation Portion will be on a proportionate basis. Bidders under the Employee Reservation Portion may Bid at Cut-off Price.

(b) Bids received from the Eligible Employees at or above the Issue Price shall be grouped together to determine the total demand under this category. The allocation to all the successful Eligible Employees will be made at the Issue Price.

(c) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to the Employees to the extent of their demand. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue.

(d) If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiple of one Equity Share thereafter. For the method of proportionate basis of allocation, refer below.

(e) Only Eligible Employees can apply under Employee Reservation Portion.

7.5 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹10 crores and up to ₹250 crores subject to minimum allotment of ₹5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than ₹250 crores subject to minimum allotment of ₹5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the GCBRLMs and the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.6 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.7 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/ Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/ Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/ Applicants Depository Account will be completed within 12 Working Days of the Bid/ Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 12 Working Days of the Bid/ Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 12 Working Days of the Bid/ Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/ list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/ Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/ Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹5 lakhs but which may extend to ₹50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹50,000 but which may extend to ₹3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders/ Applicants in pursuance of the RHP/ Prospectus.

If such money is not repaid within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/ Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, within 60 days from the Bid/ Issue Closing Date, the Issuer may forthwith, but not later than 70 days from the Bid/ Issue Closing Date, without interest refund the entire subscription amount received. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If there is a delay beyond the prescribed time, then the Issuer and every director of the Issuer who is an officer in default may be liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI Regulations comes for an Issue under Regulation 26(2) of SEBI Regulations but fails to allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids/ Applications:** Within 12 Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/ Application and also for any excess amount blocked on Bidding/ Application.

(b) **In case of Non-ASBA Bid/ Applications:** Within 12 Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Bidders/ Applicants and also for any excess amount paid on Bidding/ Application, after adjusting for allocation/ allotment to Bidders/ Applicants.

(c) In case of non-ASBA Bidders/ Applicants, the Registrar to the Issue may obtain from the depositories the Bidders/ Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Bidders/ Applicants in their Bid cum Application Forms for refunds. Accordingly, Bidders/ Applicants are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Bidders/ Applicants' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Bidders/ Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds on account of our Company not receiving the minimum subscription of 90% of the Issue, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

(d) In the case of Bids from Eligible NRIs, FIIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer may not be responsible for loss, if any, incurred by the Bidder/ Applicant on account of conversion of foreign currency.

8.3.1 Mode of making refunds for Bidders/ Applicants other than ASBA Bidders/ Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

(a) **NECS**—Payment of refund may be done through NECS for Bidders/ Applicants having an account at any of the centres specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/ Applicant as obtained from the Depository;

(b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Bidders/ Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Bidders/ Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders/ Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **Direct Credit**—Bidders/ Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(d) **RTGS**—Bidders/ Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

(e) For all the other Bidders/ Applicants, including Bidders/ Applicants who have not updated their bank particulars along with the nine-digit MICR code, the refund orders may be dispatched through speed post or registered post for refund orders. Such refunds may be made by cheques, pay orders or demand drafts drawn on the Refund Bank and payable at par at places where Bids are received.

Please note that refunds on account of our Company not receiving the minimum subscription of 90% of the Issue, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc Bidders/ Applicants may refer to RHP/ Prospectus.

8.3.2 Mode of making refunds for ASBA Bidders/ Applicants

In case of ASBA Bidders/ Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/ or demat credits are not made to Bidders/ Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 12 Working days of the Bid/ Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/ Applicants
Allottee	An Bidder/ Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/ Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI Regulations

Term	Description
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the GCBRLMs and the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ ASBA	An application, whether physical or electronic, used by Bidders/ Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder/ Applicant
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder/ Applicant	Prospective Bidders/ Applicants in the Issue who Bid/ apply through ASBA
Banker(s) to the Issue/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) may be opened, and as disclosed in the RHP/ Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/ Applicants under the Issue
Bid	An indication to make an offer during the Bid/ Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid/ Issue Closing Date	The date after which the Syndicate, Registered Brokers and the SCSBs may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/ bidders may refer to the RHP/ Prospectus for the Bid/ Issue Closing Date
Bid/ Issue Opening Date	The date on which the Syndicate and the SCSBs may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/ bidders may refer to the RHP/ Prospectus for the Bid/ Issue Opening Date
Bid/ Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date inclusive of both days and during which prospective Bidders/ Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/ Issue Closing Date in accordance with the SEBI Regulations. Applicants/ bidders may refer to the RHP/ Prospectus for the Bid/ Issue Period

Term	Description
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/ Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The form in terms of which the Bidder/ Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise. In case of issues undertaken through the fixed price process, all references to the Bid cum Application Form should be construed to mean the Application Form
Bidder/ Applicant	Any prospective investor (including an ASBA Bidder/ Applicant) who makes a Bid pursuant to the terms of the RHP/ Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/ Applicant should be construed to mean an Bidder/ Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under the SEBI Regulations, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/ Applicants can submit the Bid cum Application Forms/ Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/ Book Running Lead Manager(s)/ Lead Manager/ LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/ Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Friday (except public holidays)
CAN/ Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/ Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/ Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited

Term	Description
Demographic Details	Details of the Bidders/ Applicants including the Bidder/ Applicant's address, name of the Applicant's father/ husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/ Applicants applying through the ASBA and a list of which is available on http:/ / www.sebi.gov.in/ cms/ sebi_data/ attachdocs/ 1316087201341.html
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/ Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/ Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/ Applicants in accordance with the SEBI Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Bidder/ Applicant may refer to the RHP/ Prospectus
Equity Shares	Equity shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders/ Applicants (excluding the ASBA Bidders/ Applicants) may issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, remitting refunds of the amounts collected to the Bidders/ Applicants (excluding the ASBA Bidders/ Applicants) on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/ Applicant	The Bidder/ Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/ Fixed Price Process/ Fixed Price Method	The Fixed Price process as provided under the SEBI Regulations, in terms of which the Issue is being made

Term	Description
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
Global Co-ordinators and Book Running Lead Managers or GCBRLMs	The Global Co-ordinators and Book Running Lead Manager to the Issue as disclosed in the RHP/ Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
IPO	Initial public offering
Issue	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/ further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Maximum RIB Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/ Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/ Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion

Term	Description
Non-Institutional Investors or NIIs	All Bidders/ Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors registered with SEBI, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/ Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs registered with SEBI
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/ Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the IT Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least two working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price ,the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under the SEBI Regulations
RTGS	Real Time Gross Settlement

Term	Description
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/ Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds (excluding refunds to ASBA Bidders/ Applicants), if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/ Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/ RTI	The Registrar to the Issue as disclosed in the RHP/ Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/ bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders/ Applicants as provided under the SEBI Regulations
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ₹200,000
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/ or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http:/ / www.sebi.gov.in/ cms/ sebi_data/ attachdocs/ 1316087201341.html
Specified Locations	Refer to definition of Broker Centres

Term	Description
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Bids from ASBA Bidders/ Applicants)
Syndicate Member(s)/ SM	The Syndicate Member(s) as disclosed in the RHP/ Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	All days other than a Sunday or a public holiday on which commercial banks are open for business, except with reference to announcement of Price Band and Bid/ Issue Period, where working day shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**"), issued Consolidated FDI Policy Circular of 2015 ("**FDI Policy 2015**"), which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force and effect as on May 11, 2015. However, press note 4 of 2015, dated April 24, 2015, regarding policy on foreign investment in pension sector, will remain effective. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2015 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act ("Regulation S") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold (i) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A") and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", which, for the avoidance of doubt, does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs"), in reliance on the exemption from registration under the U.S. Securities Act provided by Rule 144A or another available exemption and (ii) outside the United States in reliance on Regulation S.

Each purchaser of Equity Shares inside the United States will be required to represent and agree, among other things, that such purchaser (i) is a U.S. QIB; and (ii) will only reoffer, resell, pledge or otherwise transfer the Equity Shares pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Each purchaser of Equity Shares outside the United States will be required to represent and agree, among other things, that such purchaser is acquiring the Equity Shares in an "offshore transaction" in accordance with Regulation S.

The above information is given for the benefit of the Bidders. Our Company, the GCBRLMs and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

The Articles of Association of the Company comprise of two parts, Part I and Part II, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency between Part I and Part II, the provisions of Part II shall be applicable. However, Part II shall automatically terminate and cease to have any force and effect from the date of listing of shares of the Company on a stock exchange in India subsequent to an initial public offering of the Equity Shares of the Company without any further action by the Company or by the shareholders.

PART I

1. CONSTITUTION OF THE COMPANY

(a) The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles.

(b) The regulations for the management of the company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

2. INTERPRETATION

A. DEFINITIONS

In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

(a) "**Act**" means the Companies Act, 2013 in force and any statutory amendment thereto or replacement thereof and applicable provisions of the Companies Act, 1956, if any, along with the relevant Rules made thereunder.

(b) "**ADRs**" shall mean American Depository Receipts representing ADSs.

(c) "**Annual General Meeting**" shall mean a General Meeting of the holders of Equity Shares held in accordance with the applicable provisions of the Act.

(d) "**ADR Facility**" shall mean an ADR facility established by the company with a depository bank to hold any equity shares as established pursuant to a deposit agreement and subsequently as amended or replaced from time to time.

(e) "**ADSs**" shall mean American Depository Shares, each of which represents a certain number of Equity Shares.

(f) "**Articles**" shall mean these Articles of Association as adopted or as from time to time altered in accordance with the provisions of these Articles and Act.

(g) "**Auditors**" shall mean and include those persons appointed as such for the time being by the company.

(h) "**Board**" shall mean the board of directors of the company, as constituted from time to time, in accordance with law and the provisions of these Articles.

(i) "**Board Meeting**" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

(j) "**Beneficial Owner**" shall mean beneficial owner as defined in Clause (a) of subsection (1) of section 2 of the Depositories Act.

(k) “**Capital**” **or** “**share capital**” shall mean the share capital for the time being, raised or authorised to be raised for the purpose of the Company.

(l) “**Chairman**” shall mean such person as is nominated or appointed in accordance with Article 37 herein below.

(m) “**Companies Act, 1956**” shall mean the Companies Act, 1956 (Act I of 1956), as may be in force for the time being.

(n) “**Company**” **or** “**this company**” shall mean **COFFEE DAY ENTERPRISES LIMITED.**

(o) “**Committees**” shall have the meaning ascribed to such term in Article 74.

(p) “**Debenture**” shall include debenture stock, bonds, and any other securities of the Company, whether constituting a charge on the assets of the Company or not.

(q) “**Depositories Act**” shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

(r) “**Depository**” shall mean a Depository as defined in Clause (e) of sub-section (1) of section 2 of the Depositories Act.

(s) “**Director**” shall mean any director of the company, including alternate directors, independent directors and nominee directors appointed in accordance with law and the provisions of these Articles.

(t) “**Dividend**” shall include interim dividends.

(u) “**Equity Share Capital**” shall mean the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis.

(v) “**Equity Shares**” shall mean fully paid-up equity shares of the Company having a par value of INR **10/ -** (Rupees **Ten**) per equity share, and INR **10/ -** (Rupees **Ten**) vote per equity share or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares.

(w) “**Executor**” or “**Administrator**” shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Equity Share or Equity Shares of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

(x) “**Extraordinary General Meeting**” shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act;

(y) “**Financial Year**” shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

(z) “**Fully Diluted Basis**” shall mean, in reference to any calculation, that the calculation should be made in relation to the equity share capital of any Person, assuming that all outstanding convertible preference shares or debentures, options, warrants and other equity securities convertible into or exercisable or exchangeable for equity shares of that Person (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to the maximum number of equity shares possible under the terms thereof.

(aa) “**GDRs**” shall mean the registered Global Depositary Receipts, representing GDSs.

(bb) “**GDSs**” shall mean the Global Depository Shares, each of which represents a certain number of Equity Shares.

(cc) "**General Meeting**" shall mean a meeting of holders of Equity Shares and any adjournment thereof.

(dd) "**Independent Director**" shall mean an independent director as defined under the Act and under clause 49 of the Listing Agreement.

(ee) "**India**" shall mean the Republic of India.

(ff) "**Law**" shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or any other generally accepted accounting principles.

(gg) "**Listing Agreement**" means the agreement entered into with the stock exchanges in India, on which a company's shares are listed.

(hh) "**Managing Director**" shall have the meaning assigned to it under the Act.

(ii) "**MCA**" shall mean the Ministry of Corporate Affairs, Government of India.

(jj) "**Memorandum**" shall mean the memorandum of association of the Company, as amended from time to time.

(kk) "**Office**" shall mean the registered office for the time being of the Company.

(ll) "**Officer**" shall have the meaning assigned thereto by Section 2(59) of the Act.

(mm) "**Ordinary Resolution**" shall have the meaning assigned thereto by Section 114 of the Act.

(nn) "**Paid up**" shall include the amount credited as paid up.

(oo) "**Person**" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).

(pp) "**Promoter**" shall mean V.G. Siddhartha.

(qq) "**Register of Members**" shall mean the register of shareholders to be kept pursuant to Section 88 of the Act.

(rr) "**Registrar**" shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.

(ss) "**Rules**" shall mean the rules made under the Act and notified from time to time.

(tt) "**Seal**" shall mean the common seal(s) for the time being of the Company.

(uu) "**SEBI**" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

(vv) "**Secretary**" shall mean a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under the Act.

(ww) "**Securities**" shall mean any Equity Shares or any other securities, debentures warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares.

(xx) "**Share Equivalents**" shall mean any Debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.

(yy) "**Shareholder**" shall mean any shareholder of the Company, from time to time.

(zz) "**Shareholders' Meeting**" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings of the Shareholders of the Company, convened from time to time in accordance with Law and the provisions of these Articles.

(aaa) "**Special Resolution**" shall have the meaning assigned to it under Section 114 of the Act.

(bbb) "**Transfer**" shall mean (i) any, direct or indirect, transfer or other disposition of any shares, securities (including convertible securities), or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment; (ii) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such shares, securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such shares, securities (including convertible securities) or voting interests or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; (iii) the granting of any security interest or encumbrance in, or extending or attaching to, such shares, securities (including convertible securities) or voting interests or any interest therein, and the word "**Transferred**" shall be construed accordingly.

(ccc) "**Tribunal**" shall mean the National Company Law Tribunal constitutes under section 408 of the Act.

B. CONSTRUCTION

In these Articles (unless the context requires otherwise):

(a) References to a Party shall, where the context permits, include such Party's respective successors, legal heirs and permitted assigns.

(b) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

(c) References to articles and sub-articles are references to Articles and Sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and Sub-articles herein.

(d) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.

(e) Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation".

(f) The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.

(g) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following.

(h) A reference to a Party being liable to another Party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence).

(i) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

(j) References to any particular number or percentage of securities of a Person (whether on a Fully Diluted Basis or otherwise) shall be adjusted for any form of restructuring of the share capital of that Person, including without limitation, consolidation or subdivision or splitting of its shares, issue of bonus shares, issue of shares in a scheme of arrangement (including amalgamation or de-merger) and reclassification of equity shares or variation of rights into other kinds of securities.

(k) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Act have been notified.

(l) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

3. EXPRESSIONS IN THE ACT AND THESE ARTICLES

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

4. SHARE CAPITAL

(a) The authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company from time to time.

(b) The Paid up Share Capital shall be at all times a minimum of **₹5,00,000/ -** (Rupees **Five Lakhs** only) as required under the Act.

(c) The Company has power, from time to time, to increase its authorised or issued and Paid up Share Capital.

(d) The Share Capital of the Company may be classified into Equity Shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.

(e) Subject to Article 4(d), all Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

(f) The Board may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/ or in the conduct of its business or for any goodwill provided to the Company; and any shares which may be so allotted may be issued as fully/ partly paid up shares and if so issued shall be deemed as fully/ partly paid up shares. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules.

(g) The amount payable on application on each share shall not be less than 5 per cent of the nominal value of the share or, as may be specified by SEBI.

(h) Nothing herein contained shall prevent the Directors from issuing fully paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

(i) Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity Shares, shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

(j) All of the provisions of these Articles shall apply to the Shareholders.

(k) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity Shares therein, shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of these Articles be a Shareholder.

(l) The money, (if any), which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

5. BRANCH OFFICES

The Company shall have the power to establish one or more branch offices, in addition to the Office, in such places at its Board may deem fit.

6. PREFERENCE SHARES

(a) Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) Convertible Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/ or conversion of such shares into such Securities on such terms as they may deem fit.

7. PROVISIONS IN CASE OF PREFERENCE SHARES.

Upon the issue of preference shares pursuant to Article 6 above, the following provisions shall apply:

(a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;

(b) No such shares shall be redeemed unless they are fully paid;

(c) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed;

(d) Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "**Capital Redemption Reserve Account**" and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;

(e) The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;

(f) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and

(g) Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar of Companies as required by Section 64 of the Act.

8. SHARE EQUIVALENT

The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.

9. ADRS/ GDRS

The Company shall, subject to the applicable provisions of the Act, compliance with all Laws and the consent of the Board, have the power to issue ADRs or GDRs on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of ADRs or GDRs, including without limitation, exercise of voting rights in accordance with the directions of the Board.

10. ALTERATION OF SHARE CAPITAL

Subject to these Articles and Section 61 of the Act, the Company may, by Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:

(a) increase its Share Capital by such amount as it thinks expedient;

(b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares;

Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner.

(c) convert all or any of its fully Paid up shares into stock and reconvert that stock into fully Paid up shares of any denomination

(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

11. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

12. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities, as may be specified by the MCA, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law.

13. POWER TO MODIFY RIGHTS

Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Companies Act, 2013 and Law, and whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is affected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class. Subject to Section 107(2) of the Companies Act, 1956 and Law, all provisions hereafter contained as to General Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.

14. REGISTERS TO BE MAINTAINED BY THE COMPANY

(a) The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act

(i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;

(ii) A register of Debenture holders; and

(iii) A register of any other security holders.

(b) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

(c) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

15. SHARES AND SHARE CERTIFICATES

(a) The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

(b) A duplicate certificate of shares may be issued, if such certificate:

(i) is proved to have been lost or destroyed; or

(ii) has been defaced, mutilated or torn and is surrendered to the Company.

(c) The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the depository and/ or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(d) A certificate, issued under the common seal of the Company, specifying the shares held by any Person shall be *prima facie* evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of depository shall be the *prima facie* evidence of the interest of the beneficial owner.

(e) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees two for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with the applicable provisions of the Act and Law.

(f) The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.

(g) When a new share certificate has been issued in pursuance of sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.

(h) Where a new share certificate has been issued in pursuance of sub-articles (e) or (f) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates maintained in the form and manner specified under the Companies (Share Capital and Debentures) Rules, 2014.

(i) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a Resolution of the Board. The blank forms shall be consecutively machine–numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

(j) The Secretary shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (i) of this Article.

(k) All books referred to in sub-article (j) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.

(l) The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

(m) If any Share stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares, and for all incidents thereof according to these Articles.

(n) Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.

16. SHARES AT THE DISPOSAL OF THE DIRECTORS

(a) Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time to time, think fit.

(b) If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.

(c) Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.

(d) In accordance with Section 56 and other applicable provisions of the Act and the Rules:

(i) Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued under the Seal of the Company which shall be affixed in the presence of 2 (two) Directors or persons acting on behalf of the Board under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and the 2 (two) Directors or their attorneys and the Secretary or other person shall sign the shares certificate(s), provided that if the composition of the Board permits, at least 1 (one) of the aforesaid 2 (two) Directors shall be a person other than a Managing Director(s) or an executive director(s). Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding rupees two.

(ii) Every Shareholder shall be entitled, without payment, to one or more certificates, in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, or within 1 (one) month of the receipt of instrument of transfer, transmission, sub-division, consolidation or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner as specified in Article 15 above and in respect of a share or shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders.

(iii) the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/ marketable lot.

(iv) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

17. UNDERWRITING AND BROKERAGE

(a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

(b) The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

18. CALLS

(a) Subject to the provisions of Section 49 of the Act, the Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in the General Meeting.

(b) 30 (thirty) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Person other than the Company, the name of the person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same.

(c) The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board.

(d) The joint holder of a share shall be jointly and severally liable to pay all instalments and calls due in respect thereof.

(e) The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.

(f) If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.

(g) Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

(h) On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

(i) Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

(j) The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

(k) No Shareholder shall be entitled to voting rights in respect of the money(ies) so paid by him until the same would but for such payment, become presently payable.

(l) The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company.

19. COMPANY'S LIEN:

A. On shares:

(a) The Company shall have a first and paramount lien:

(i) on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;

(ii) on all shares (not being fully paid shares) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

(b) Company's lien, if any, on the shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

(c) Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such shares.

(d) For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

(e) No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

B. On Debentures:

(a) The Company shall have a first and paramount lien:

(i) on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture;

(ii) on all Debentures (not being fully paid Debentures) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company

Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article.

(b) Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures.

(c) Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully paid up Debentures shall be free from all lien and that in case of partly paid Debentures, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures.

(d) For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorize the debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Debenture or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale.

(e) No holder of Debentures shall exercise any voting right in respect of any Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

20. FORFEITURE OF SHARES

(a) If any Shareholder fails to pay any call or installment or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

(b) The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

(c) If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law.

(d) When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

(e) Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.

(f) Any Shareholder whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.

(g) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

(h) A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.

(i) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

(j) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

(k) The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

21. FURTHER ISSUE OF SHARE CAPITAL

(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(i) to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:-

a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

b. the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause a. above shall contain a statement of this right;

c. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company;

(ii) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(iii) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.

(b) The notice referred to in sub-clause a. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

(c) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

(d) The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Companies Act, 2013.

22. TRANSFER AND TRANSMISSION OF SHARES

(a) The Company shall maintain a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form.

(b) In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

(c) (i) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act

(ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.

(d) Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.

(e) The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated, and publishing the notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/ or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.

(f) Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

(g) Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

(h) Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/ transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

(i) In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.

(j) The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 22(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.

(k) The Board shall not knowingly issue or register a transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.

(l) Subject to the provisions of Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

(m) A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

(n) Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/ or bonus shares in relation to such shares.

In case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

(o) Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.

(p) No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/ or consolidation of shares and debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

(q) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.

(r) There shall be a common form of transfer in accordance with the Act and Rules.

(s) The provision of these Articles shall subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

23. DEMATERIALIZATION OF SECURITIES

(a) Dematerialization:

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/ or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(b) Subject to the applicable provisions of the Act, either the Company or the investor may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

(c) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoter to direct his Depository participant not to accept any instruction slip or delivery slip or other authorisation for Transfer in contravention of these Articles.

(d) If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

(e) <u>Securities in Depositories to be in fungible form</u>:

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

(f) <u>Rights of Depositories & Beneficial Owners</u>:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

(iii) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.

(iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

(g) Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.

(h) <u>Register and Index of Beneficial Owners:</u>

The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.

The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

(i) Cancellation of Certificates upon surrender by Person:

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

(j) Service of Documents:

Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

(k) Transfer of Securities:

(i) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(ii) In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

(l) Allotment of Securities dealt with in a Depository:

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

(m) Certificate Number and other details of Securities in Depository:

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/ distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

(n) Register and Index of Beneficial Owners:

The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Shareholders and Security-holders for the purposes of these Articles.

(o) Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

(p) Depository to furnish information:

Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

(q) Option to opt out in respect of any such Security:

If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

(r) Overriding effect of this Article:

Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles.

24. NOMINATION BY SECURITIES HOLDERS

(a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

(b) Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders.

(c) Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

(d) Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

(e) The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

25. NOMINATION FOR FIXED DEPOSITS

A depositor (who shall be the member of the Company) may, at any time, make a nomination and the provisions of Section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

26. NOMINATION IN CERTAIN OTHER CASES

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

27. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.

28. BORROWING POWERS

(a) Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

(i) accept or renew deposits from Shareholders;

(ii) borrow money by way of issuance of Debentures;

(iii) borrow money otherwise than on Debentures;

(iv) accept deposits from Shareholders either in advance of calls or otherwise; and

(v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

(b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture–stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in General Meeting mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

(c) Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

(d) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or security is executed, or if permitted by the Act, may by instrument under seal authorize the Person in whose favour such mortgage or security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.

(e) The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board.

(f) Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.

(g) The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

29. SHARE WARRANTS

(a) The Company may issue share warrants subject to, and in accordance with, the provisions of Sections 114 and 115 of the Companies Act, 1956; and accordingly the Board may in its discretion, with respect to any Share which is fully Paid-up, on application in writing signed by the Persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the Person signing the application, and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

(b) (i) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of 2 (two) clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposited warrant.

(ii) Not more than one person shall be recognised as depositor of the share warrant.

(iii) The Company shall, on 2 (two) days' written notice, return the deposited share warrant to the depositor.

(c) (i) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a Shareholder at a meeting of the Company, or be entitled to receive any notices from the Company.

(ii) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the Shareholder included in the warrant, and he shall be a Shareholder of the Company.

(d) The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

(e) The provisions contained under this Article shall cease to have effect post the notification of section 465 of the Act which shall repeal the provisions of Companies Act, 1956.

30. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

(a) The Company in General Meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

(b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

31. ANNUAL GENERAL MEETING

In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

32. WHEN ANNUAL GENERAL MEETING TO BE HELD

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.

33. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING

(a) Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

(b) Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the concerned Registrar of Companies, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

34. NOTICE OF GENERAL MEETINGS

(a) Number of days' notice of General Meeting to be given: A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty eight) hours after the letter containing the same is posted). However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

(a) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company,

(b) Auditor or Auditors of the Company, and

(c) all Directors.

(b) Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.

(c) Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or by sending it by post to their/ its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder.

(d) Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in Section 102 of the Act shall be deemed to be special.

(e) Resolution requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.

(f) Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.

(g) Notice when not necessary: Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(h) The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

35. REQUISITION OF EXTRAORDINARY GENERAL MEETING

(a) The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.

(b) Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

(c) Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

(d) Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.

(e) The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

(f) No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.

(g) The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.

36. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT

The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

37. CHAIRMAN OF THE GENERAL MEETING

The Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect one of their members to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

38. CHAIRMAN CAN ADJOURN THE GENERAL MEETING

The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

39. QUESTIONS AT GENERAL MEETING HOW DECIDED

(a) At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.

(b) In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.

(c) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the City, Town or Village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.

(d) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Shareholder, (not being an officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of scrutineer arising from such removal or from any other cause.

(e) Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.

(f) The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

(g) No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

(h) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

40. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

41. VOTES OF MEMBERS

(a) No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

(b) No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

(c) Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid Up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding Preference shares be present at any meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.

(d) On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.

(e) A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.

(f) If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint- holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.

(g) Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.

(h) Any Person entitled to transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

(i) Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the Common Seal of such corporation or be signed by an officer or an attorney duly authorised by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.

(j) An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every meeting of the Company, or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.

(k) A Shareholder present by proxy shall be entitled to vote only on a poll.

(l) An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any),) under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office of the Company not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit.

(m) Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out in the Companies (Management and Administration) Rules, 2014.

(n) If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.

(o) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the meeting.

(p) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

(q) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.

(i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

(ii) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for that purpose.

(iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(iv) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(v) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting.

(vi) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.

(vii) Any such Minutes shall be evidence of the proceedings recorded therein.

(viii) The book containing the Minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge.

(ix) The Company shall cause minutes to be duly entered in books provided for the purpose of: -

a. the names of the Directors and Alternate Directors present at each General Meeting;

b. all Resolutions and proceedings of General Meeting.

(r) The Shareholders shall vote (whether in person or by proxy) all of the shares owned or held on record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board, appointed as a Director of the Company under Sections 152 and 164(1) of the Act in accordance with these Articles.

(s) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

(t) All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote.

(u) The Shareholders shall exercise their voting rights as shareholders of the Company to ensure that the Act or these Articles are implemented and acted upon by the Shareholders, and by the Company and to prevent the taking of any action by the Company or by any Shareholder, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.

(v) Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).

(w) The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the Listing Agreement or any other Law, if applicable to the Company.

42. DIRECTORS

Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Agreement. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

43. CHAIRMAN OF THE BOARD OF DIRECTORS

(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman and Managing Director of the Company shall be V.G. Siddhartha. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.

(b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

44. APPOINTMENT OF ALTERNATE DIRECTORS

Subject to Section 161 of the Act, any Director shall be entitled to nominate an alternate director to act for him during his absence for a period of not less than 3 (three) months. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "**the Original Director**") (subject to such person being acceptable to the Chairman) during the Original Director's absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the State. If the term of the office of the Original Director is determined before he so returns to the State, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

45. CASUAL VACANCY AND ADDITIONAL DIRECTORS

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 42**.** Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

46. DEBENTURE DIRECTORS

If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/ lender or Persons/ lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/ lender or Persons/ lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/ lender or Persons/ lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.

47. INDEPENDENT DIRECTORS

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under Clause 49 of the Listing Agreement.

48. EQUAL POWER TO DIRECTOR

Except as otherwise provided in these Articles, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.

49. NOMINEE DIRECTORS

Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders.

The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders.

Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company.

The nominee director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders.

The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.

50. NO QUALIFICATION SHARES FOR DIRECTORS

A Director shall not be required to hold any qualification shares of the Company.

51. REMUNERATION OF DIRECTORS

(a) Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the Listing Agreement, a Managing Director or Managing Directors, and any other Director/ s who is/ are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.

(b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.

(c) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.

(d) All fees/ compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with approval of Central Government. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any stock options.

52. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

53. TRAVEL EXPENSES OF DIRECTORS

The Board may allow and pay to any Director, who is not a bona fide resident of the place where the meetings of the Board/ Committee meetings are ordinarily held; and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for travelling, lodging and/ or other expenses, in addition to his fee for attending such Board / Committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed travelling and other expenses incurred in connection with the business of the Company in accordance with the provisions of the Act.

54. CONTINUING DIRECTORS

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 42 hereof, the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

55. VACATION OF OFFICE BY DIRECTOR

(a) Subject to relevant provisions of Sections 167 and 188 of the Act, the office of a Director, shall *ipso facto* be vacated if:

(i) he is found to be of unsound mind by a court of competent jurisdiction; or

(ii) he applies to be adjudicated an insolvent; or

(iii) he is adjudged an insolvent; or

(iv) he is convicted by a court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than 6 (six) months; or

(v) he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or

(vi) he absents himself from 3 (three) consecutive meetings of the Board or from all Meetings of the Board for a continuous period of 3 (three) months, whichever is longer, without obtaining leave of absence from the Board; or

(vii) he, (whether by himself or by any Person for his benefit or on his account), or any firm in which he is a partner, or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company, in contravention of Section 185 of the Act; or

(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or

(ix) he acts in contravention of Section 184 of the Act; or

(x) he becomes disqualified by an order of the court under Section 203 of the Companies Act, 1956; or

(xi) he is removed in pursuance of Section 169 of the Act; or

(xii) he is disqualified under Section 164(2) of the Act.

Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.

56. RELATED PARTY TRANSACTIONS

(a) Except with the consent of the Board or the Shareholders, as may be required in terms of the provisions of section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a 'related party' with respect to: :

(i) sale, purchase or supply of any goods or materials;

(ii) selling or otherwise disposing of, or buying, property of any kind;

(iii) leasing of property of any kind;

(iv) availing or rendering of any services;

(v) appointment of any agent for purchase or sale of goods, materials, services or property;

(vi) such Director's or its relative's appointment to any office or place of profit in the company, its subsidiary company or associate company; and

(vii) underwriting the subscription of any securities or derivatives thereof, of the company:

without the consent of the Shareholders by way of a Special Resolution in accordance with Section 188 of the Act.

(b) no Shareholder of the Company shall vote on such Special Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party.

(c) nothing in this Article shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis

(d) The Director, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.

(e) The terms “office of profit” and “arm’s length basis” shall have the meaning ascribed to them under Section 188 of the Act.

(f) The term ‘related party’ shall have the same meaning as ascribed to it under the Companies Act, 2013

(g) The compliance of the Companies (Meetings of Board and its Powers) Rules, 2014 shall be made for the aforesaid contracts and arrangements.

57. DISCLOSURE OF INTEREST

(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act; Provided that it shall not be necessary for a Director to disclose his concern or interest in any such contract or arrangement entered into or to be entered into with any other company where any of the Directors of the company or two or more of them together holds or hold not more than 2% (two per cent) of the Paid-up Share Capital in the other company or the Company as the case may be. A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the Financial Year in which it is given but may be renewed for a further period of one Financial Year at a time by a fresh notice given in the last month of the Financial Year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

(b) No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however that nothing herein contained shall apply to:-

(i) any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;

(ii) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely,

1. in his being –

I. a director of such company, and

II. the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by this Company, or

2. in his being a member holding not more than 2 (two) per cent of its Paid-up Share Capital.

Subject to the provisions of Section 188 of the Act and other applicable provisions, if any, of the Act, any Director of the Company, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a director or member, and any director or manager of such private company, may hold any office or place of profit in the Company.

(c) The Company shall keep a Register in accordance with Section 189 of the Act and shall within the time specified therein enter therein such of the particulars as may be. The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Article 57(a). The Register shall be kept at the Office of the Company and shall be open to inspection at such Office, and extracts may be taken therefrom and copies thereof may be required by any Shareholder of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

(d) A Director may be or become a Director of any Company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as Section 188 or Section 197 of the Act as may be applicable.

58. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Managing Director or whole-time Director(s), appointed or the Directors appointed as a Debenture Director, or the Directors appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

59. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

(b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-

(i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(ii) retiring Director has, by a notice in writing addressed to the Company or its Board , expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment; or

(iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.

60. COMPANY MAY INCREASE OR REDUCE THE NUMBER OF DIRECTORS.

Subject to Article 42 and Sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

61. REGISTER OF DIRECTORS ETC.

(a) The Company shall keep at its Office, a Register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in Section 170 of the Act and shall otherwise comply with the provisions of the said Section in all respects.

(b) The Company shall in respect of each of its Directors also keep at its Office a Register, as required by Section 170 of the Act, and shall otherwise duly comply with the provisions of the said Section in all respects.

62. DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE.

Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.

63. MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the provisions of Section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act.

64. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT

Notwithstanding anything contained herein, a Managing Director(s)/ whole time director(s)/ executive director(s)/ manager shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s)/ whole time director(s)/ executive director(s)/ manager, and if he ceases to hold the office of a Managing Director(s)/ whole time director(s)/ executive director(s)/ manager he shall ipso facto and immediately cease to be a Director.

65. REMUNERATION OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER

The remuneration of the Managing Director(s)/ whole time director(s)/ executive director(s)/ manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/ or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

66. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s)/ executive director(s)/ manager s in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/ whole time director(s)/ executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

67. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING

The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board: -

(a) to make calls on Shareholders in respect of money unpaid on their shares;

(b) to authorise buy-back of securities under Section 68 of the Act;

(c) to issue securities, including debentures, whether in or outside India;

(d) to borrow money(ies);

(e) to invest the funds of the Company;

(f) to grant loans or give guarantee or provide security in respect of loans;

(g) to approve financial statements and the Board's report;

(h) to diversify the business of the Company;

(i) to approve amalgamation, merger or reconstruction;

(j) to take over a company or acquire a controlling or substantial stake in another company;

(k) fees/ compensation payable to non-executive directors including independent directors of the Company; and

(l) any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Agreement.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of section 180 of the Act.

In terms of Section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution:

(a) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company;

(b) to borrow money; and

(c) any such other matter as may be prescribed under the Act, the Listing Agreement and other applicable provisions of Law.

68. MAKING LIABILITY OF DIRECTORS UNLIMITED

The Company may, by Special Resolution in a General Meeting, alter its Memorandum of Association so as to render unlimited the liability of its Directors or of any Director or manager, in accordance with Section 323 of the Companies Act, 1956.

69. PROCEEDINGS OF THE BOARD OF DIRECTORS

(a) Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall be held at the Registered Office, or such a place as may be decided by the Board.

(b) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

(c) The Company Secretary or any other Director shall, as and when directed by the Chairman or a Director convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.

(d) The Board may meet either at the Office of the Company, or at any other location in India or outside India as the Chairman or Director may determine.

(e) At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or E-mail depending upon the circumstances.

(f) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

70. QUORUM FOR BOARD MEETING

(a) <u>Quorum for Board Meetings</u>

Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum.

If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days after the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act.

(b) If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.

71. QUESTIONS AT THE BOARD MEETINGS HOW DECIDED

(a) Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

(b) No regulation made by the Company in General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

72. ELECTION OF CHAIRMAN OF BOARD

(a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office.

(b) If no such chairman is elected, or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

73. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: -

(a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the memorandum and articles of association of the Company.

(b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

(c) Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

(i) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The term ‘undertaking’ and the expression ‘substantially the whole of the undertaking’ shall have the meaning ascribed to them under the provisions of Section 180 of the Act;

(ii) Remit, or give time for repayment of, any debt due by a Director;

(iii) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and

(iv) Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of businesses), will exceed the aggregate of the paid-up capital of the Company and its free reserves.

74. COMMITTEES AND DELEGATION BY THE BOARD

(a) The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the Listing Agreement. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

(b) Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

(c) The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.

(d) The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the Listing Agreement, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

75. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT

All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director . Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

76. PASSING OF RESOLUTION BY CIRCULATION

No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

77. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD

(a) The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.

(b) The Company shall circulate the minutes of the meeting to each Director within 7 (seven) Business Days after the Board Meeting.

(c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(d) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(e) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain: -

(i) all appointments of Officers;

(ii) the names of the Directors present at each meeting of the Board;

(iii) all resolutions and proceedings of the meetings of the Board;

(iv) the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board.

(f) Nothing contained in sub Articles (a) to (e) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: -

(i) is or could reasonably be regarded as defamatory of any person;

(ii) is irrelevant or immaterial to the proceedings; or

(iii) is detrimental to the interests of the Company.

(g) The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub Article (f) above.

(h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

(i) The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 3 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

78. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the applicable provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the applicable provisions of the Act in regard to the registration of mortgages and charges therein specified.

79. CHARGE OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorize, subject to the applicable provisions of the Act and these Articles, making calls on the Shareholders in respect of such uncalled capital in trust for the person in whose favour such charge is executed.

80. SUBSEQUENT ASSIGNS OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charges and shall not be entitled to obtain priority over such prior charge.

81. CHARGE IN FAVOUR OF DIRECTOR FOR INDEMNITY

If the Director or any person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

82. OFFICERS

(a) The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board.

(b) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company.

(c) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory laws, rules and regulations as are required to be complied with by the Company and/ or by the Board of the Company.

(d) Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company.

(e) The Board shall appoint with the approval of the Chairman, the President and/ or Chief Executive Officer and/ or Chief Operating Officer of the Company, as well as persons who will be appointed to the posts of senior executive management.

83. THE SECRETARY

(a) Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Board and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

(b) The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.

84. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under Section 197 of the Act: -

(a) on terms approved by the Board;

(b) which includes each Director as a policyholder;

(c) is from an internationally recognised insurer approved by the Board; and

(d) for a coverage for claims of an amount as may be decided by the Board, from time to time.

85. SEAL

(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.

(b) The Company shall also be at liberty to have an official Seal(s) in accordance with Section 50 of the Companies Act, 1956, for use in any territory, district or place outside India.

(c) Every deed or other instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney, be signed by any one of the Directors or the Secretary of the Company under an authority of a resolution.

86. ACCOUNTS

(a) The Company shall prepare and keep at the Office books of accounts or other relevant books and papers and financial statements for every financial year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

(b) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act.

(c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year.

(d) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid.

(e) No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law.

(f) In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a 'Board's report' which shall include:

(i) the extract of the annual return as provided under sub-section (3) of Section 92 of the Act;

(ii) number of meetings of the Board;

(iii) Directors' responsibility statement as per the provisions of Section 134 (5) of the Act;

(iv) a statement on declaration given by Independent Directors under sub-section (6) of Section 149 of the Act;

(v) in the event applicable, as specified under sub-section (1) of Section 178 of the Act, Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Act;

(vi) explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made-

a. by the auditor in his report; and

b. by the company secretary in practice in his secretarial audit report;

(vii) particulars of loans, guarantees or investments under Section 186 of the Act;

(viii) particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 in the prescribed form;

(ix) the state of the company's affairs;

(x) the amounts, if any, which it proposes to carry to any reserves;

(xi) the amount, if any, which it recommends should be paid by way of Dividends;

(xii) material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report;

(xiii) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;

(xiv) a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company;

(xv) the details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;

(xvi) in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and

(xvii) such other matters as may be prescribed under the Law, from time to time.

(g) All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.

87. AUDIT AND AUDITORS

(a) Auditors shall be appointed and their rights and duties shall be regulated in accordance with Sections 139 to 147 of the Act and as specified under Law.

(b) Every account of the Company when audited shall be approved by a General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive.

(c) Every balance sheet and profit and loss account shall be audited by one or more Auditors to be appointed as hereinafter set out.

(d) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within 7 (seven) days.

(e) Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services.

(f) The Company shall within 7 (seven) days of the Central Government's power under sub clause (b) becoming exercisable, give notice of that fact to the Government.

(g) The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

(h) A person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with Section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of Section 115 of the Act and all the other provision of Section 140 of the Act shall apply in the matter. The provisions of this sub-clause shall also apply to a resolution that a retiring auditor shall not be re-appointed.

(i) The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

(j) None of the persons mentioned in Section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.

88. AUDIT OF BRANCH OFFICES

The Company shall comply with the applicable provisions of the Act and the Companies (Audit and Auditor) Rules, 2014 in relation to the audit of the accounts of branch offices of the Company.

89. REMUNERATION OF AUDITORS

The remuneration of the Auditors shall be fixed by the Company as authorized in General Meeting from time to time in accordance with the provisions of the Act and the Companies (Audit and Auditor) Rules, 2014.

90. DOCUMENTS AND NOTICES

(a) A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post to him to his registered address.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

(c) A document or notice may be given or served by the Company to or on the joint-holders of a Share by giving or serving the document or notice to or on the joint-holder named first in the Register of Members in respect of the Share.

(d) Every person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such Share.

(e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.

(f) All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.

(g) Where a Document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered E-mail address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his E-mail address and change therein from time to time with the Company or the concerned depository. The Company shall fulfill all conditions required by Law, in this regard.

91. SHAREHOLDERS TO NOTIFY ADDRESS IN INDIA

Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

92. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

93. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF SHAREHOLDERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

94. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given:

(a) To the Shareholders of the Company as provided by these Articles.

(b) To the persons entitled to a share in consequence of the death or insolvency of a Shareholder.

(c) To the Auditors for the time being of the Company; in the manner authorized by as in the case of any Shareholder of the Company.

95. NOTICE BY ADVERTISEMENT

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

96. DIVIDEND POLICY

(a) The profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.

(b) Subject to the provisions of Section 123 of the Act the Company in General Meeting may declare Dividends, to be paid to Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.

(i) No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Actor out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that: -

a. if the Company has not provided for depreciation for any previous Financial Year or years it shall, before declaring or paying a Dividend for any Financial Year provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years, and

b. if the Company has incurred any loss in any previous Financial Year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 123 of the Actor against both.

(ii) The declaration of the Board as to the amount of the net profits shall be conclusive.

(c) The Board may, from time to time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies.

(d) Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.

(i) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is Paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares.

(ii) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this regulation as paid on shares.

(iii) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.

(e) Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.

(f) Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money(ies) payable in respect of such shares.

(g) Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.

(h) Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.

(i) Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any Share(s) any one of them can give effectual receipts for any money(ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any Share stands shall for the purposes of this Article be deemed to be joint-holders thereof.

(j) No unpaid Dividend shall bear interest as against the Company.

(k) Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the Meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set-off against such calls.

(l) Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.

(m) The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with Section 51 of the Act.

97. UNPAID OR UNCLAIMED DIVIDEND

(a) If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "Unpaid Dividend of___".

(b) Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".

(c) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

98. CAPITALIZATION OF PROFITS

The Company in General Meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and

(b) that such sum be accordingly set free from distribution in the manner specified herein below in sub-article (iii) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.

(c) The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

(i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;

(ii) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or

(iii) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).

(d) A share premium account may be applied as per Section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares.

99. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE

(a) The Board shall give effect to a Resolution passed by the Company in pursuance of this regulation.

(b) Whenever such a Resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(c) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and

(ii) to authorize any person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.

(d) Any agreement made under such authority shall be effective and binding on all such shareholders.

100. DISTRIBUTION OF ASSETS IN SPECIE OR KIND UPON WINDING UP

(a) If the company shall be wound up , the Liquidator may, with the sanction of a special Resolution of the company and any other sanction required by the Act divide amongst the shareholders, in specie or kind the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the shareholders or different classes of shareholders.

101. DIRECTOR'S AND OTHER'S RIGHTS TO INDEMNITY

Subject to the provisions of Section 197 of the Act, every Director, Manager and other officer or employee of the company shall be indemnified by the company against any liability incurred by him and it shall be the duty of the Directors to pay out the funds of the company all costs, losses and expenses which any director, Manager, officer or employee may incur or become liable to by reason of any contact entered into by him on behalf of the company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Manager, Officer or employee in defending any proceedings Whether civil or criminal in which judgement is given in his favour or he is acquitted or in connection with any application under section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the company and have priority as between the shareholders over all the claims.

102. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

Subject to the provision of section 197 of the Act, no Director, Manager, Officer or Employee of the company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of any security in or upon which any of the monies of the company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part , or for any other loss ,damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with the registrar of the companies in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the company.

103. INSPECTION BY SHAREHOLDERS

The register of charges, register of investments, register of shareholders, books of accounts and the minutes of the meeting of the board and shareholders shall be kept at the office of the company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of law.

104. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

(a) The shareholders shall vote for all the equity shares owned or held on record by such shareholders at any annual or extraordinary General meeting of the company in accordance with these Articles.

(b) The shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles.

(c) The Articles of the company shall not be amended unless (i) Shareholders holding not less than 75% of the Equity shares (and who are entitled to attend and vote) cast votes in favour of each such amendment/s to the Articles.

105. SECRECY

No shareholder shall be entitled to inspect the company's work without permission of the managing Director/ Directors or to require discovery of any information respectively any details of company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the company and which in the opinion of the managing Director/ Directors will be inexpedient in the interest of the shareholders of the company to communicate to the public.

106. DUTIES OF THE OFFICER TO OBSERVE SECRECY

Every Director, managing Directors, manager, Secretary, Auditor, Trustee, members of the committee, officer, servant, agent, accountant or other persons employed in the business of the company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the company in the general meeting or by a court of law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the government to require or to hold an investigation into the company's affair.

107. PROVISIONS OF THE COMPANIES ACT, 1956 SHALL CEASE TO HAVE EFFECT

Notwithstanding anything contained in these Articles, the provisions of the Companies Act, 1956, as are mentioned under these articles shall cease to have any effect once the said provisions are repealed upon notification of the corresponding provisions under the Act.

PART II

Part II of these Articles includes the rights and obligations of the parties to the Shareholders' Agreement dated March 12, 2010 as amended by the Deed of Adherence and Supplementary Shareholders' Agreement dated March 27, 2010.

In the event of any inconsistency between Part I and Part II of these Articles, the provisions of Part II of these Articles shall prevail over Part I of these Articles. Part II of these Articles shall automatically terminate and cease to have any force and effect and deemed to fall away on and from the date of listing of the Equity Shares on a stock exchange in India, subsequent to an initial public offering of the Equity Shares. It is clarified that if listing of the Equity Shares of the Company on the National Stock Exchange of India Limited or BSE Limited is not completed on or before the date agreed on between the Investors, the Company and the Promoter Group in the amendment agreement to the Agreement to be entered into prior to filing of the Draft Red Herring Prospectus with SEBI, all existing shareholders' of the Company, the Promoter Group and the Company undertake to take all such actions, and do all such things, necessary to ensure that the Investors are placed in the same position and possesses the same right as if these Articles had not been amended, approved and implemented except the procedural changes as required under the Companies Act and rules made thereunder, which are not prejudicial to the Investors in any manner whatsoever. However, the Investors may give consent for such procedural changes subject to their rights under the articles of the Company.

(a) The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles. Notwithstanding anything to the contrary contained in Table F of schedule I the Companies Act, 2013 and Part I of these Articles, so long as the Shareholders' Agreement dated 12th March 2010 entered into by and between the Company, the Investors (defined below), the Promoters (defined below), as amended by the Deed of Adherence and Supplementary Shareholders Agreement dated March 27, 2010, hereinafter referred to in these Articles as the "**Shareholders' Agreement**", shall be in effect, the provisions contained in Part II of these Articles and all the schedules to the Shareholders' Agreement shall also apply. In the event of any inconsistency or contradiction between the provisions of Part II and Part I of these Articles and between Part II of these Articles and Table F of the Companies Act, 2013, the provisions of Part II shall override and prevail over the provisions of Part I of these Articles and Table F of the Companies Act, 2013.

(b) The termination of the Shareholders' Agreement or the ceasing of operation of certain Articles under Part II of these Articles shall be without prejudice to any claim or rights of action previously accrued to the parties to the Shareholders' Agreement before such termination/ cessation. Upon the termination of the Shareholders' Agreement, the inconsistent Articles contained in Part I shall cease to be subordinate to Part II of these Articles.

(c) (Notwithstanding the termination of the Shareholders' Agreement, the provisions of the Shareholders' Agreement that are expressed to survive termination shall survive the termination of the Shareholders' Agreement.

(d) All cross references made in this Part II shall apply to Articles of this Part II and not Part I.

(e) The regulations for the management of the company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

1. DEFINITIONS AND INTERPRETATIONS

For the purpose of this Part II of these Articles, the defined terms set forth in this Article 1 of Part I shall, unless the context otherwise requires, have the following meanings:

1.1. "**ABC**" means Amalgamated Bean Coffee Trading Company Limited, a public limited company incorporated under the Companies Act, 1956, having its registered office at K.M. Road, Chikmagalur, Karnataka 577 101, India;

1.2. "**ABC Dilutive Valuation**" shall have the meaning given to it in Article 8.2;

1.3. "**ABC IPO**" shall have the meaning given to it in Article 14.1.1;

1.4. "**ABC Business**" means the business of ABC including the coffee processing, grinding, roasting, selling, exporting business; vending coffee; operating cafes and restaurants;

1.5. "**ABC Business Plan**" shall mean the annual business plan of ABC approved in accordance with Article 3.3.1, updated and revised for each Financial Year, which business plan identifies and sets out, *inter alia*, all planned capital expenditures and Indebtedness of ABC;

1.6. "**ABCTL Entry Value**" shall have the meaning given to such term in the Amended Investor 1 Subscription Agreement;

1.7. "**ABC Investors**" means DAMF II Coffee Holdings Limited, Cyprus, DB International (Asia) Limited, International Finance Corporation, Washington and Sequoia Capital India Growth Investments Holdings I;

1.8. "**ABC Investment Agreements**" means the agreements and all other transaction documents executed between the Promoters, ABC and each of the ABC Investors;

1.9. "**ABC Redemption Securities**" shall have the meaning given to it in the Shareholders' Agreement;

1.10. "**ABC Standalone FMV**" shall have the meaning given to it in Investor 2 Subscription Agreement;

1.11. "**ABCTL Discounted Standalone FMV**" shall have the meaning given to it in Amended Investor 1 Subscription Agreement;

1.12. "**Act**" shall mean the Companies Act, 2013 in force and any statutory amendment thereto or replacement thereof and applicable provisions of the Companies Act, 1956, if any, along with the relevant Rules made thereunder; ;

1.13. "**Accounts**" shall have the meaning given to it in the Amended Investor 1 Subscription Agreement for the purposes of Article 2A.2, and shall have the meaning assigned to the term in the Investor 2 Subscription Agreement for the purposes of Article 2A.5;

1.14. "**Additional Exercise Notice**" shall have the meaning given to it in Article 11.2;

1.15. "**Additional Securities**" shall have the meaning given to it in Article 7.1;

1.16. "**Affiliates**" of a Person (the "**Subject Person**") means (i) in the case of any Subject Person other than a natural Person, any other Person that, either directly or indirectly through one or more intermediate

Persons, controls, is controlled by or is under common control with the Subject Person, and (ii) includes, in relation to a natural person, any Relative of such natural person.

Without limiting the generality of the foregoing, with respect to the Investors, an Affiliate shall also mean (i) any fund (present and in future) or collective investment scheme of which the relevant Investor or its Affiliate is an investment manager, investment advisor or general partner; and (ii) in relation to Investor 2 shall include Kohlberg Kravis Roberts & Co. L.P. or its Affiliate;

1.17. "**Agenda**" shall have the meaning given to it in Article 3.1.10;

1.18. "**Amended Investor 1 Subscription Agreement**" shall mean Amendment to Shareholders cum Share Subscription Agreement dated March 12, 2010 entered into between the Company, Promoters and Investor 1;

1.19. "**Articles**" shall mean articles of association of the Company;

1.20. "**Balance Rights Shares**" shall have the meaning given to it in Article 7.8;

1.21. "**Board**" mean the Board of Directors of the Company;

1.22. "**Business**" means the business of the Group Companies, including (i) in relation to the Company, CDHR, WRPL and KWRPL, hospitality services, including the business of establishing and operating holiday resorts, boarding and lodging houses, hotels, restaurants, cafes etc.; (ii) in relation to ABC, the ABC Business; (iii) in relation to TDL, the business of establishing, operating and managing of special economic zones and information technology parks; (iv) in relation to GTV, the business of establishing ventures in high technology areas and other areas; (v) in relation to TF, the business of solid waste management, (vi) in relation to such Group Companies, any other business(es) that the Group Companies are engaged in and/ or may commence or engage in after the date of the Shareholders' Agreement;

1.23. "**Business Day**" shall have the meaning given to it in the Amended Investor 1 Subscription Agreement;

1.24. "**CDHR**" means Coffee Day Hotel and Resorts Private Limited, a private limited company incorporated under the Companies Act, 1956, having its registered office at No. 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru: 560001;

1.25. "**CCDs**" shall mean compulsorily convertible debentures issued to Investor 2 in accordance with Investor 2 Subscription Agreement.

1.26. "**CCPS**" shall mean 1,357,410 (one million three hundred and fifty seven thousand four hundred and ten) fully paid-up compulsorily convertible preference shares of the Company of ₹10 (Indian Rupees ten only) each aggregating to a total face value of INR 13,574,100 (Indian Rupees thirteen million five hundred and seventy four thousand one hundred);

1.27. "**CCPS Subscription Amount**" has the meaning given to it in Amended Investor 1 Subscription Agreement;

1.28. "**Committee**" has the meaning given to it in Article 3.1.17;

1.29. "**Company IPO**" shall have the meaning given to it in Article 14.1.1;

1.30. "**Company Investment Plan**" shall mean the annual investment plan of the Company approved in accordance with Article 3.3.1 to be prepared for each Financial Year, which identifies and sets out, *inter alia*, all planned investments of the Company;

1.31. "**Competitor**" shall mean any Person (other than the Investors, Promoters, and their respective Group Companies, Affiliates (excluding any Affiliate which carries on the ABC Business) and Relatives) which is directly in competition with the core business of ABC Business and either has a Market Share of 5% (five percent) or more, on an all India basis, or derives more than 15% (fifteen percent) of its revenues, of or from a business which is identical to the ABC Business.

For the purposes of this definition the term "Market Share" shall mean such share of the concerned market as determined by a study which is not more than 6 months old and has been carried out by an independent and nationally reputed market research agency or a consulting firm.

For the purposes of this definition "revenue data" shall be such data which is based on a report published by either an Annual Return of the concerned entity or a certified chartered accountant.

The Company and the Promoters agree, covenant and undertake that they shall provide the data for Market Share and/ or the revenue (as the case may be) within a period of 4 (four) weeks from the date on which the Investor has notified the Company and the Promoters in writing about its desire to Transfer its Investor Securities to a third party purchaser, failing which the Investor shall be free to consummate the Transfer with the third party purchaser subject to the terms of the Shareholders' Agreement."

1.32. "**Confidential Information**" means information relating to the business, affairs, performance and finances of the Company or any of its Group Companies, for the time being confidential to such company, or treated by it as such and trade secrets (including, without limitation, technical data and know-how) relating to the business of the Company or any of its Group Companies or of any of their respective clients or customers;

1.33. "**Consent**" shall have the meaning given to it in the Amended Investor 1 Subscription Agreement;

1.34. "**Control**" (together with its correlative meanings, "controlled by" and "under common control with") means, with respect to any Person, the possession, directly or indirectly, of power to direct or cause the direction of management or policies of the Subject Person (whether through ownership of voting securities or partnership or other ownership interests, by contract or otherwise);

1.35. "**Conversion Event**" shall have the meaning given to it in Article 14.1.3;

1.36. "**Conversion Stake**" means the Investor 2 Resulting Stake;

1.37. "**Current Financing Round**" shall mean the present round of financing for raising capital of up to ₹9,600,000,000 (Rupees nine billion six hundred million) from the Current Round Investors;

1.38. "**Current Round Investors**" shall mean Investor 1, Investor 2 and Investor 3 ;

1.39. "**Deed of Adherence and Supplementary Shareholders' Agreement**" shall mean the deed executed by and amongst Investor 1, Investor 2, Investor 3, the Promoters and the Company to enable Investor 3 to assume the rights and obligations of a Shareholder under the Shareholders' Agreement as amended and restated by the deed;

1.40. "**Default Conversion Event 1**" shall have the meaning given to it in Article 16.1(a);

1.41. "**Default Conversion Event 2**" shall have the meaning given to it in Article 16.1(b);

1.42. "**Default Conversion Event 3**" shall have the meaning given to it in Article 16.1 (c);

1.43. "**Default Event**" shall have the meaning given to it in Article 15.4;

1.44. "**Default Stake**" shall mean Conversion Stake divided by 0.72;

1.45. "**Default Transferee**" shall have the meaning given to it in Article 16.2(b);

1.46. "**Dilutive Shares**" shall have the meaning given to it in Article 8.1;

1.47. "**Dilutive Valuation**" shall have the meaning given to it in Article 8.1;

1.48. "**Drag Initiating Investor**" shall have the meaning given to it in Article 16.2(d)(ii);

1.49. "**Drag Participating Investor**" shall have the meaning given to it in Article 16.2(d)(ii);

1.50. "**Drag Participation Notice**" shall have the meaning given to it in Article 16.2(d)(ii);

1.51. "**Drag Right**" shall have the meaning given to it in Article 16.2(b);

1.52. "**Drag Sale**" shall have the meaning given to it in Article 16.2(b);

1.53. "**Effective Date**" shall mean 31st March 2010;

1.54. "**Encumbrance**" shall mean any encumbrance including, without limitation, any claim, mortgage, pledge, charge, hypothecation, lien, deposit by way of security, option or right of pre-emption, beneficial ownership (including usufruct and similar entitlements), public right, common right, way leave, any provisional or executional attachment and any other interest held by a third party;

1.55. "**Exercise Notice**" shall have the meaning given to it in Article 11.2;

1.56. "**Extended IPO Date**" shall have the meaning given to it in Article 14.1.1;

1.57. "**Equity Shares**" shall mean equity shares of ₹10 each in the Company;

1.58. "**Equity Share Capital**" shall mean the issued and paid-up equity share capital of the Company;

1.59. "**Final Valuation Basis**" means that the calculation should be made in relation to the Equity Share Capital of the Company, assuming that all outstanding convertible preference shares or debentures, warrants and other equity securities convertible into or exercisable or exchangeable for Equity Shares of the Company (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to Equity Shares, assuming that neither the Company nor the Promoters are in default of the terms of issuance;

It is clarified that this computation shall take into account the conversion of Investor Securities into Equity Shares at the conversion ratio applicable to calculate Investor 1 Resulting Investor Stake and Investor 2 Resulting Stake (which basis is hereby referred to as the "**Final Conversion Basis**") and with respect to Investor 3 it shall mean the Investor 3 Entry Stake in all situations except in the case of a Investor 3 Liquidity Event, where it shall mean Investor 3 Resulting Stake"

1.60. "**Financial Year**" or "**FY**" means the financial year commencing on April 1 of a calendar year and ending on March 31 in the immediately succeeding calendar year;

1.61. "**First ABC Business Plan**" shall have the meaning given to it in Article 3.3.2;

1.62. "**First Offer Right**" shall have the meaning given to it in Article 11.1;

1.63. "**Floor Stake**" shall have the meaning given to it in the Amended Investor 1 Subscription Agreement;

1.64. "**Fully Diluted Basis**" means that the calculation should be made in relation to the equity share capital of any Person, assuming that all outstanding convertible preference shares or debentures, warrants and other equity securities convertible into or exercisable or exchangeable for equity shares of that Person (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to equity shares, assuming that neither the company in which the shares have been issued, nor the promoters of such company, are in default of the terms of issuance and, in the case of Company, on the basis (which basis is hereby referred to as the "**Entry Stake Basis**") that (i) the Securities held by Investor 1 under the Amended Investor 1 Subscription Agreement shall convert into such number of Equity Shares as comprises Investor 1 Entry Stake, (ii) the Securities held by Investor 2 under the Investor 2 Subscription Agreement shall convert into such number of Equity Shares as comprises the Investor 2 Entry Stake, and (iii) and the Investor 3 Securities held by Investor 3 under the Investor 3 Subscription Agreement shall convert into such number of Equity Shares as comprises the Investor 3 Entry Stake.

It is clarified that the number of Securities stated on a fully diluted basis anywhere in the Shareholders' Agreement is subject to dilution pursuant to any future issuance of Equity Shares (or Securities capable of conversion into Equity Shares) occurring after the Current Financing Round in accordance with respective Investors Subscription Agreements and the Shareholders Agreement."

1.65. "**Governmental Approval**" means any consent of, with or to any Governmental Authority;

1.66. “**Governmental Authority**” means any nation or government or any province, state or any other political subdivision thereof; any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including any government authority, agency, department, board, commission or instrumentality of India or any political subdivision thereof or any other applicable jurisdiction, any court, tribunal or arbitrator and any securities exchange or body or authority regulating such securities exchange;

1.67. “**Group Companies**” means the Company and all Subsidiaries. Provided that for the purposes of Article 5 and Article 6, the term “Group Companies” means the Company and all Subsidiaries, excluding (i) Portfolio Companies, (ii) Way2Wealth Securities Private Limited, and (iii) TF Bangalore;

1.68. “**GTV**” means Global Technology Ventures Limited, a public limited company incorporated under the Companies Act, 1956, having its registered office at No. 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru: 560001;

1.69. “**Indebtedness**” of any Person includes, without duplication, any indebtedness for or in respect of:

(a) Moneys borrowed;

(b) Any amount raised by acceptance under any acceptance credit, bill acceptance or bill endorsement facility or dematerialised equivalent;

(c) Any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument;

(d) The amount of any liability in respect of any lease or hire purchase contract which would, in accordance with Indian GAAP, be treated as a finance or capital lease;

(e) Receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis);

(f) Any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing including any obligation to pay in relation to any put option;

(g) Any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price including any credit support arrangement in respect thereof (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account);

(h) Any redeemable preference shares (provided that such redeemable preference shares are not mandatorily convertible);

(i) Any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; and

(j) The amount of any liability in respect of any guarantee or indemnity including for any of the items referred to in Paragraphs (a) to (i) above, whether in relation to such Person or any third party.

1.70. “**Indemnified Person**” shall have the meaning given to it in Article 22.1;

1.71. “**Independent Director**” shall mean an independent director as defined under the Companies Act and under clause 49 of the listing agreement;

1.72. “**INR**” shall mean Indian Rupee(s), the lawful currency of India;

1.73. “**Internationally Reputed Accounting Firm**” means one of Ernst & Young, KPMG International, Deloitte & Touche, and PriceWaterhouse Coopers;

1.74. “**Inter-se Investor Share**” shall mean with respect to the relevant Investor the proportion that the number of Securities (on a Reset Valuation Basis) held by the relevant Investor and its Affiliates bears to the aggregate number of Securities (on a Reset Valuation Basis) held by all the Investors and their Affiliates;

1.75. "**Investor ABC Director**" or "**Investor ABC Directors**" shall have the meaning given to it in Article 4.1;

1.76. "**Investor Acceptance Period**" shall have the meaning given to it in Article 12.3;

1.77. "**Investors Default Sale Securities**" shall have the meaning given to it in Article 16.1.3;

1.78. "**Investor Director**" or "**Investors Directors**" shall have the meaning given to it in Article 3.1.1;

1.79. "**Investor Entitlement**" shall have the meaning given to it in Article 14.2.2;

1.80. "**Investor Post-money Entry Cap Valuation**" shall have the meaning given in Amended Investor 1 Subscription Agreement;

1.81. "**Investor Post-money Entry Floor Valuation**" shall have the meaning given to it in Amended Investor 1 Subscription Agreement;

1.82. "**Investor Offered Securities**" shall have the meaning given to it in Article 12.2;

1.83. "**Investor Reserved Matters Notice**" shall have the meaning given to it in Article 20.2;

1.84. "**Investor Securities**" shall mean with reference to any Investor, the Securities subscribed by such Investor pursuant to the respective Investors Subscription Agreements as part of the Current Financing Round and the term "Investors Securities" shall mean all Securities purchased by the Investors pursuant to the Investors Subscription Agreements as part of the Current Financing Round;

1.85. "**Investor Subject Securities**" shall have the meaning given to it in Article 12.1;

1.86. "**Investor Transfer Notice**" shall have the meaning given to it in Article 12.2;

1.87. "**Investors**" shall mean Investor 1, Investor 2 and Investor 3. The term "**Investor**" shall be an individual reference to Investor 1 or Investor 2 or Investor 3 (as the case may be)"

1.88. "**Investors Subscription Agreements**" shall mean collectively Amended Investor 1 Subscription Agreement, Investor 2 Subscription Agreement and Investor 3 Subscription Agreement;

1.89. "**Investor 1**" shall mean (i) Standard Chartered Private Equity (Mauritius) II Limited; (ii) any Affiliate of Standard Chartered Private Equity (Mauritius) II Limited that is holding CCPS; and (iii) any other Person (not being an Affiliate of Investor 1) who becomes a party to the Shareholders' Agreement upon execution of Deed of Adherence in the form set forth in Part C of Schedule 3 of the Shareholders' Agreement;

1.90. "**Investor 1 Entry Stake**" shall have the meaning given to the term 'Floor Stake' in the Amended Investor 1 Subscription Agreement;

1.91. "**Investor 1 Resulting Investor Stake**" shall have the meaning given to the term 'Resulting Investor Stake' in Schedule 2 paragraph 8 of the Amended Investor 1 Subscription Agreement;

1.92. "**Investor 1 Subscription Agreement**" shall mean Share Subscription Cum Shareholders Agreement dated February 5, 2010 entered into between the Company, Promoters and Investor 1;

1.93. "**Investor 2**" shall mean (i) KKR Mauritius PE Investments II Limited; (ii) any Affiliate of KKR Mauritius PE Investments II Limited that is holding Investor 2 Equity Securities; and (iii) any other Person (not being an Affiliate of Investor 2) is transferred Securities by KKR Mauritius PE Investments II Limited or its Affiliates and who becomes a party to the Shareholders' Agreement upon execution of Deed of Adherence in the form set forth in Part C of Schedule 3 of the Shareholders' Agreement;

1.94. "**Investor 2 CCDs**" means 27,160,000 (twenty seven million one hundred and sixty thousand) compulsorily convertible debentures of the Company of ₹100 (Indian Rupees one hundred only) each aggregating to ₹2,716,000,000 (Indian Rupees two billion seven hundred sixteen million only);

1.95. "**Investor 2 Entry Stake**" shall have the meaning given to the term 'Entry Stake' in Investor 2 Subscription Agreement;

1.96. "**Investor 2 Equity Securities**" shall mean 27,160,000 (twenty seven million one hundred and sixty thousand) compulsorily convertible debentures of the Company of ₹100 (Indian Rupees one hundred only) each aggregating to ₹2,716,000,000 (Indian Rupees two billion seven hundred sixteen million only) and 500,000 (five hundred thousand) Equity Shares of ₹10 (Indian Rupees Ten only) each aggregating to ₹5,000,000 (Indian Rupees Five million only);

1.97. "**Investor 2 Resulting Stake**" shall mean the higher of (i) the Investor 2 Entry Stake; and (ii) 'Resulting Investor Stake' as defined in the Investor 2 Subscription Agreement;

1.98. "**Investor 2 Subscription Agreement**" shall mean Subscription Agreement dated March 10, 2010 entered into between the Company, the Promoters and Investor 2;

1.99. "**Investor 2 Subscription Amount**" shall have the meaning given to the term 'Subscription Consideration' in the Investor 2 Subscription Agreement.

1.100. "**Investor 3**" shall mean (i) Arduino Holdings Limited; NSR PE Mauritius LLC, (ii) any Affiliate of Arduino Holdings Limited and NSR PE Mauritius LLC, that is holding Investor 3Securities; and (iii) any other Person (not being an Affiliate of Investor 3) who has becomes a party to the Shareholders' Agreement upon execution of Deed of Adherence in the form set forth in **Part C** of **Schedule** 3 of the Shareholders' Agreement pursuant to Transfer by Investor 3 of the Investor 3 Securities or a part thereof"

1.101. "**Investor 3 Additional Shares**" shall have the meaning given to it in the Investor 3 Subscription Agreement;

1.102. "**Investor 3 Additional CCDs**" shall have the meaning given to it in Schedule V of Investor 3 Subscription Agreement;

1.103. "**Investor 3 CCDs**" shall mean the compulsorily convertible debentures issued pursuant to the terms of the Investor 3 Subscription Agreement;

1.104. "**Investor 3 Default Conversion Stake**" shall mean Investor 3 Resulting Stake divided by 0.72;

1.105. "**Investor 3 Entry Stake**" shall have the meaning given to the term 'Entry Stake' in Investor 3 Subscription Agreement;

1.106. "**Investor 3 Exit FMV**" shall have the meaning given to it in Schedule V of the Investor 3 Subscription Agreement;

1.107. "**Investor 3 Floor Valuation**" shall have the meaning given to it in the Investor 3 Subscription Agreement;

1.108. "**Investor 3 Liquidity Event**" shall mean an IPO of the Company or a Majority Stake Sale;

1.109. "**Investor 3 Liquidity Event Valuation**" shall mean in the case of an IPO of the Company the valuation submitted by the merchant banker who is going to take the Company for an IPO and who is to be mutually appointed by the Company and Investor 3. The valuation of the Company shall be one at which a successful IPO shall be possible. In case of a Majority Stake Sale it shall be the sale price for the Majority Stake Sale;

1.110. "**Investor 3 Principal Put Value**" shall mean the US$ equivalent of the Investor 3 Subscription Amount received by the Company on the Completion Date (as evidenced by the Foreign Inward Remittance Certificate (FIRCs issued by the authorized dealer of the Company))as reduced by the Investor 3 Principal Put Adjustment as applicable;

1.111. "**Investor 3 Principal Put Adjustment**" shall mean the adjustment made to the Investor 3 Principal Put Value proportionate to the extent of the principal amount of the Investor 3 CCD Subscription Amount to the Investor 3 CCDs sold in a Tag Along by the holders of Investor 3 CCDs;

1.112. "**Investor 3 Post-Money Company Equity Valuation**" shall have the meaning given to it in Investor 3 Subscription Agreement;

1.113. "**Investor 3 Resulting Stake**" shall have the meaning given to it in the Investor 3 Subscription Agreement;

1.114. "**Investor 3 Securities**" shall mean the Securities issued pursuant to the terms of the Investor 3 Subscription Agreement;

1.115. "**Investor 3 Step Down Liquidity Event**" shall have the meaning ascribed to the term in Article 14.6;

1.116. "**Investor 3 Subsequent Subscription Shares**" shall have the meaning given to it in Schedule V of Investor 3 Subscription Agreement;

1.117. "**Investor 3 Subsequent Subscription Shares Put Adjustment**" shall mean the adjustment made to the Investor 3 Exit FMV of the Investor 3 Subsequent Subscription Shares for the consideration that the Investor 3 has received for the sale of Investor 3 Subsequent Subscription Shares in a Tag Along. The adjustment shall be made on Entry Stake Basis, where the price paid per Investor 3 Subsequent Subscription Shares shall be the Entry Stake value of the Investor 3 Subsequent Subscription Shares;

1.118. "**Investor 3 Securities**" shall mean the securities to be issued to Investor 3 pursuant to capital raised not exceeding ₹3,600,000,000 (Rupees three billion six hundred million) in the Current Financing Round;

1.119. "**Investor 3 Subscription Agreement**" shall mean the Subscription Agreement dated 27th March 2010 entered into between Investor 3, the Company and the Promoters;

1.120. "**IPO**" means the public offering of Equity Shares, whether by means of a public issue or an offer for sale, and listing of the Equity Shares and their admission to trading on a Recognized Stock Exchange;

1.121. "**IPO Date**" shall have the meaning given to it in Article 14.1.1;

1.122. "**Issuance Notice**" shall have the meaning given to it in Article 7.3;

1.123. "**KWRPL**" means Karnataka Wildlife Resorts Private Limited, a private limited company incorporated under the Companies Act, 1956, having its registered office at No. 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru 560001;

1.124. "**Law**" means all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, ordinances or orders of any Governmental Authority, (ii) Governmental Approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Governmental Authority, (iv) rules of any stock exchange, and (v) generally accepted accounting principles;

1.125. "**Liquidity Date**" means the earlier of (i) the Specified Date, or (ii) the date of conversion in accordance with Article 16.1.2;

1.126. "**Locked-in ABC Shares**" shall have the meaning given to it in Article 10.3;

1.127. "**Locked-in Shares**" shall have the meaning given to it in Article 10.2;

1.128. "**Losses**" means losses, liabilities, obligations, claims, demands, actions, fines, costs, expenses, royalties, damages (whether or not resulting from third party claims), including interests and penalties with respect thereto and out-of-pocket expenses, including attorneys' and accountants' fees and disbursements;

1.129. "**Majority Stake Sale**" shall mean completion of the sale by the Promoters of 51% or more of the shareholding in the Company in accordance with Shareholders Agreement;

1.130. "**Net Debt**" has the meaning given to it in the Amended Investor 1 Subscription Agreement for the purposes of Article 2A.2, and shall have the meaning assigned to the term in the Investor 2 Subscription Agreement for the purposes of Article 2A.5;

1.131. “**Non-Financial Investor**” shall have the meaning given to it in Article 12.1;

1.132. “**Non-Responding Investor**” or “**Non-Responding Investors**” shall have the meaning given to it in Article 5.3;

1.133. “**Non-subscribing Shareholder**” shall have the meaning given to it in Article 7.5;

1.134. “**Offer Period**” shall have the meaning given to it in Article 11.2;

1.135. “**Offer Price**” shall have the meaning given to it in Article 11.2;

1.136. “**Offered Securities**” shall have the meaning given to it in Article 11.2;

1.137. “**Ordinary Course of Business**” means the ordinary course of business consistent with past custom and practice of the Company and the Group Companies, and which is ordinarily undertaken by entities engaged in a business which is similar to the Business, but only to the extent consistent with applicable Law provided that, a series of related transactions which taken together are not in the Ordinary Course of Business; shall in each case be deemed not to be in the Ordinary Course of Business;

1.138. “**Other Investors**” shall have the meaning given to it in Article 16.2.(d)(ii);

1.139. “**Permitted Transferee**” shall have the meaning given to it in Article 9.4.1(a);

1.140. “**Person**” means any natural person, sole proprietorship, partnership, company, Governmental Authority, joint venture, trust, association or other entity (whether or not having separate legal personality);

1.141. “**Pool Shares**” shall have the meaning given to it in Article 16.2.(c);

1.142. “**Portfolio Companies**” means Mindtree Limited, Ittiam Systems Private Limited, Magnasoft Consulting India Private Limited, Liqwid Krystal India Private Limited, GlobalEdge Software Limited and any Person in which GTV invests in or sets up a joint venture with provided that such Persons are not engaged in the business of the Company, ABC, TDL, CDHR, Way 2 Wealth Securities Private Limited and TF Chennai;

1.143. “**Post-Money ABC Equity Valuation**” shall have the meaning given to it in Investor 2 Subscription Agreement;

1.144. “**Post-Money Company Equity Valuation**” shall have the meaning given to it in Investor 2 Subscription Agreement;

1.145. “**Pre-emptive Offer Period**” shall have the meaning given to it in Article 7.4;

1.146. “**Pre-money Cap Entry Valuation**” shall have the meaning given to the term ‘Investor Pre-money Cap Entry Valuation’ in the Amended Investor 1 Subscription Agreement and the term ‘Pre-Money Company Equity Valuation’ in the Investor 2 Subscription Agreement;

1.147. “**Promoter Director**” **or** “**Promoter Directors**” shall have the meaning given to it in Article 3.1.1;

1.148. “**Promoter Exercise Notice**” shall have the meaning given to it in Article 12.2;

1.149. “**Promoter First Offer Right**” shall have the meaning given to it in Article 12.1;

1.150. “**Promoter Offer Period**” shall have the meaning given to it in Article 12.2;

1.151. “**Promoter Offer Price**” shall have the meaning given to it in Article 12.2;

1.152. “**Promoter Participation**” shall have the meaning given to it in Article 14.2.2;

1.153. “**Promoters**” means (i) V.G. Siddhartha, aged 50 years, son of S. V. Gangiah Hegde and residing at Global Technology Ventures, No. 2 Raheja Chambers, 12 Museum Road, Bengaluru; (ii) Malavika Hegde, aged 42 years, wife of V.G. Siddhartha and residing at No. 143, 5th Cross, RMV Extn, Sadashiva Nagar, Bengaluru; (iii) S. V. Gangaiah Hegde, aged 85 years, son of Veerappa Hegde and residing at 10, Chetanahalli, Belur, Hassan 573115; (iv) Vasanthi Hegde, aged 69 years, wife of S. V. Gangaiah Hegde, and residing at 10, Chetanahalli, Belur, Hassan 573115; (v) Sivan Securities (Mangalore) Private Limited, a company incorporated under the provisions of the (Indian) Companies Act, 1956, having its registered office at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru -01; (vi)_Coffee Day Consolidations Private Limited, a company incorporated under the provisions of the (Indian) Companies Act, 1956, having its registered office at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru - 01; (vii) Devadarshini Information Technologies Private Limited, a company incorporated under the provisions of the (Indian) Companies Act, 1956, having its registered office at 23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru - 01; and (viii) Sivan Securities Private Limited, a company incorporated under the provisions of the (Indian) Companies Act, 1956, having its registered office at No.48, KFC Complex, Church Street, Bengaluru - 01, and "**Promoter**" means any one of them.

1.154. "**Proposed Issuance**" shall have the meaning given to it in Article 7.3;

1.155. "**Proposed Recipient**" shall have the meaning given to it in Article 7.1;

1.156. "**Pro Rata Share**" or "**Shareholding Percentage**" shall mean of a Person, means the respective percentage proportions which the Securities held by that Person bear to the Equity Share Capital of the Company from time to time, in each case calculated on a Fully Diluted Basis or a Final Valuation Basis or a Reset Valuation Basis, as specified in the Shareholders' Agreement;

1.157. "**Put Default Stake**" shall have the meaning given to it in Amended Investor 1 Subscription Agreement;

1.158. "**Put Expiry Date**" shall have the meaning given to it in Article 15.1;

1.159. "**Put Notice**" shall have the meaning given to it in Article 15.2;

1.160. "**Put Option**" shall have the meaning given to it in Article 15.1;

1.161. "**Put Securities**" shall have the meaning given to it in Article 15.1;

1.162. "**Put Value**" means: (i) in relation to Investor 1, shall have the meaning given to such term in Amended Investor 1 Subscription Agreement; (ii) in relation to Investor 2, fair market value of the Investor 2 Securities computed using the valuation process set out in the Investor 2 Subscription Agreement, subject to the maximum price permissible for such sale and purchase under the applicable Laws and (iii) in relation to Investor 3, shall mean if 62% of Investor 3 Exit FMV is less than Investor 3 Floor Valuation then the Investor 3 Principal Put Value or else it shall be the Investor 3 Exit FMV of the Investor 3 Resulting Stake and the Investor 3 Exit FMV of the Investor 3 Subsequent Subscription Shares subject to the Investor 3 Principal Put Adjustment and the Investor 3 Subsequent Subscription Shares Put Adjustment";

1.163. "**Recognized Stock Exchange(s)**" means the National Stock Exchange of India Limited, the Bombay Stock Exchange Limited or any other internationally recognized stock exchange (acceptable to the Investors) on which the Equity Shares are listed or to be listed;

1.164. "**Relative**" shall have the meaning given to it in the Act;

1.165. "**Repeat Reserved Matter Notice**" shall have the meaning given to it in Article 5.3;

1.166. "**Reserved Matters Notice**" shall have the meaning given to it in Article 5.2;

1.167. "**Reserved Matter Threshold Termination Notice**" shall have the meaning given to it in Article 20.2;

1.168. "**Reset Valuation Basis**" means that the calculation should be made in relation to the Equity Share Capital of the Company, assuming that all outstanding convertible preference shares or debentures, warrants and other equity securities convertible into or exercisable or exchangeable for Equity Shares of the Company (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to Equity Shares, assuming that neither the Company nor the Promoters are in default of the terms of issuance.

Provided that:

(i) if the reference date for the above computation is within a period of 3 (three) years from the Effective Date, the above computation shall be made on a Entry Stake Basis, and

(ii) if the reference date for the above computation is on or after a period of 3 (three) years from the Effective Date, the above computation shall be made on a Final Conversion Basis taking into account the valuations of the Company and ABC arrived at in accordance with Article 23.1.2, except in the case of Investor 3 which shall be on Entry Stake Basis";

1.169. "**Rights Shares**" shall have the meaning given to it in Article 7.8;

1.170. "**Rules**" shall mean the rules made under the Act and notified from time to time;

1.171. "**Sale Securities**" shall have the meaning given to it in Article 13.1;

1.172. "**SEBI**" shall mean the Securities Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

1.173. "**Securities**" shall mean Equity Shares and other securities convertible to Equity Shares;

1.174. "**Shareholders**" shall mean each Promoter, each Investor and any other Person as may, from time to time, becomes a party to the Shareholders' Agreement upon execution of Deed of Adherence in the form set forth in Part C of Schedule 3 of the Shareholders' Agreement;

1.175. "**Shortfall**" shall have the meaning given to it in Article 14.2.2;

1.176. "**Specified Date**" shall have the meaning given to it in Article 14.1.3;

1.177. "**Subject Reserved Matter**" shall have the meaning given to it in Article 5.5;

1.178. "**Subject Securities**" shall have the meaning given to it in Article 11.1;

1.179. "**Subsidiary**" has the meaning given to it in under the Act;

1.180. "**Tag Acceptance Notice**" shall have the meaning given to it in Article 13.3;

1.181. "**Tag Along Notice**" shall have the meaning given to it in Article 13.1;

1.182. "**Tag Along Price**" shall have the meaning given to it in Article 13.1;

1.183. "**Tag Along Right**" shall have the meaning given to it in Article 13.2;

1.184. "**Tag Along Securities**" means with respect to an Investor, such number of Securities as are arrived at by multiplying the number of Securities held by the Investor and its Affiliates with a fraction, the numerator of which is the number of Sale Securities and the denominator is the total number of Securities then held by the Promoters and their Affiliates, in each case on a Reset Valuation Basis;

1.185. "**Tanglin Investment Plan**" shall mean the annual investment plan of Tanglin setting forth the capital expenditure details and investments to be made by Tanglin with respect to the Financial Year to which it relates, updated and revised for each Financial Year, as approved in accordance with Article 3.3.1;

1.186. "**Third Investor Base Equity Valuation**" means the aggregate of (i) the Pre-money Cap Entry Valuation, (ii) CCPS Subscription Amount; and (iii) Investor 2 Investment Amount;

1.187. "**Transfer**" means (i) any, direct or indirect, transfer or other disposition of the Securities or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment; (ii) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such Securities or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such Securities or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; (iii) the granting of any Encumbrance in, or extending or attaching to, such Securities or any interest therein. The word "Transferred" shall be construed accordingly;

1.188. "**Transferee**" shall have the meaning given to it in Article 11.4;

1.189. "**Transferring Investor**" shall have the meaning given to it in Article 9.2.1;

1.190. "**Transfer Notice**" shall have the meaning given to it in Article 11.2;

1.191. "**Transferring Promoter**" shall have the meaning given to it in Article 11.1;

1.192. "**TDL**" means Tanglin Developments Limited, a public limited company incorporated under the Companies Act, 1956, having its registered office at No.23/ 2, Coffee Day Square, Vittal Mallya Road, Bengaluru, Karnataka 560001;

1.193. "**TF**" means Terra Firma Biotechnologies Limited, a public limited company incorporated under the Companies Act, 1956, having its registered office at No. 104 Ranka Park, 5, Lalbagh Road, Bengaluru: 560027 ("**TF Bangalore**") and Terra-Firma (Solid Waste Management) Chennai Private Limited, a private limited company incorporated under the Companies Act, 1956, having its registered office at No. 104 Ranka Park, 5, Lalbagh Road, Bengaluru: 560027 ("**TF Chennai**");

1.194. "**USD**" shall mean US Dollars, the lawful currency of the United States of America;

1.195. "**Valuation Adjustments**" shall have the meaning given to it in the Amended Investor 1 Subscription Agreement;

1.196. "**Valuation Period**" shall have the meaning given to it in Article 23.1.1.

2. ENTRY INTO EFFECT

2.1 The shareholding of the Promoters, Investor 1 and Investor 2 and Investor 3 in the Company on a Fully Diluted Basis on Completion (as such term is defined in the Investor 3 Subscription Agreement) shall be as indicated in the Shareholders' Agreement.

2A. SUBSCRIPTION, ISSUE & ALLOTMENT

2A.1 **Subscription to the CCPS by Investor 1**

On and subject to the terms and conditions contained in the Investor 1 Subscription Agreement and Amended Investor 1 Subscription Agreement), and upon fulfillment of the conditions precedent set forth in Clause 4 of the Investor 1 Subscription Agreement to the satisfaction of the Investor 1, the Investor 1 has invested the CCPS Subscription Amount in the Company by subscribing to CCPS on the terms and conditions specified in Amended Investor 1 Subscription Agreement. The CCPS are issued by the Company to Investor 1 on the terms and conditions specified in Investor 1 Subscription Agreement and Amended Investor 1 Subscription Agreement (including **Schedule 2** of the Amended Investor 1 Subscription Agreement).

2A.2 The CCPS constitutes a minimum shareholding equal to the Floor Stake (assuming conversion of the CCPS in a ratio such that Investor 1's shareholding in the Company on account of the CCPS is equal to the Floor Stake on a Fully Diluted Basis). The above shareholding has been based on the Accounts and other information (including Net Debt amounts set out in Paragraph H (2) of Schedule 3 of the Amended Investor 1 Subscription Agreement for each of the Group Companies) provided by the Company and the Promoter to the Investor 1 and shall be subject to the conversion and Valuation Adjustments set out in paragraph 8 and 9 of Schedule 2 of the of the Amended Investor 1 Subscription Agreement.

2A.3 The Investor 1 can request the Company to replace the CCPS with compulsorily convertible debentures at the cost of the Investor 1 in accordance with the applicable Laws and subject to such Consents as may be necessary by the Company. The Company shall take all necessary steps for replacing the CCPS with compulsorily convertible debentures, without prejudice to the interest of the Company. All the terms attached to the CCPS under the Amended Investor 1 Subscription Agreement and these Articles will apply (with necessary modification) to the compulsorily convertible debentures issued to the Investor 1 as per the terms of the Amended Investor 1 Subscription Agreement.

2A.4 **Subscription to the Investor 2 Equity Securities**

On and subject to the terms and conditions contained in the Investor 2 Subscription Agreement, and upon fulfillment of the conditions precedent set forth in Clause 3 of the Investor 2 Subscription Agreement to the satisfaction of the Investor 2, Investor 2 has invested the Investor 2 Investment Amount in the Company by subscribing to the Investor 2 Equity Securities on the terms and conditions specified in Investor 2 Subscription Agreement. The Investor 2 Equity Securities are issued by the Company to Investor 2 on the terms and conditions specified in Investor 2 Subscription Agreement (including Part H of **Schedule 1** of the Investor 2 Subscription Agreement).

2A.5 The Investor 2 Equity Securities constitute a minimum shareholding equal to the Investor 2 Entry Stake (assuming conversion of the Investor 2 CCDs in a ratio such that Investor 2's shareholding in the Company on account of the Investor 2 Equity Securities is equal to the Investor 2 Entry Stake on a Fully Diluted Basis). The above shareholding has been based on the Accounts and other information (including Net Debt amounts set out in Paragraph H (2) of Schedule 4 of the Investor 2 Subscription Agreement for each of the Group Companies) provided by the Company and the Promoter to the Investor 2 and shall be subject to the conversion and valuation adjustments set out in Schedule 7 of the of the Investor 2 Subscription Agreement.

2A.6 In view of the Company and Promoters, if the Company requires additional capital within a period of 6 (six) months from 31st March 2010, the Company shall offer Securities of an additional amount of INR 1,200,000,000 (Indian Rupees one billion and two hundred million) to the Investors at terms to be mutually agreed between the Company and the Investors. If more than one of the Investors intends to subscribe, the Company will decide on the amount to be raised from each such Investor.

2B. USE OF PROCEEDS

2B.1 The Company shall utilize the CCPS Subscription Amount in the manner as provided in Clause 3 of the Amended Investor 1 Subscription Agreement and the Investor 2 Investment Amount in the manner as provided in Clause 2.3 of the Investor 2 Subscription Agreement.

2B.2 The Company may, raise an additional financing in the manner provided in Clause 3.4(b) of the Amended Investor 1 Subscription Agreement and the proviso to Clause 4.2 of the Investor 2 Subscription Agreement provided that (i) the proposed investment is at a pre-money equity value which is equal to the Third Investor Base Equity Valuation; (ii) the terms offered to such investor are no more favourable than the terms offered to the Investors under the transaction documents, (iii) the proposed investment and the terms offered to such investor do not in any manner adversely affect any of the Investors' rights under the transaction documents, and (iv) the Company and the Promoters having provided the Investors with the final execution versions of the investment agreement and all other material documentation proposed to be executed with such investor at least 5 (five) Business Days (or such other time frame as is agreed to by the Investors) prior to the execution of such documents.

3. MANAGEMENT OF THE COMPANY

3.1 Board of Directors

3.1.1 Composition

(a) The Company's Board shall be comprised of seven (7) Directors, of which, each of the Investors shall be entitled to nominate one (1) individual for appointment to the Board of Directors of the Company (referred to individually as "**Investor Director**" and collectively as "**Investors Directors**") and the Promoters shall be entitled to nominate four (4) Directors (referred to individually as "**Promoter Director**" and collectively as "**Promoters Directors**"). So long as the Promoters and their Affiliates hold at least fifty (51%) one per cent of the Equity Share Capital of the Company on a Fully Diluted Basis, Promoters shall be entitled to appoint the majority of the Directors.

(b) The Company shall have at least one woman Director.

(c) The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other law, as may be applicable. Further, such appointment of such Independent Directors shall be in terms of the aforesaid provisions of law and subject to the requirements prescribed under Clause 49 of the listing agreement.

3.1.2 Removal and Re-appointment

The removal and re-appointment of any Investor Director shall be in accordance with the written instructions of the relevant Investor. All Shareholders shall exercise their votes in favor of appointment of Directors in accordance with this Article 3.

3.1.3 Procedures

Meetings of the Board of Directors shall be regulated in accordance with the provisions of the Act, except to the extent modified in these Articles.

3.1.4 Quorum

The quorum for meeting of the Board of Directors shall be as required under the Act.

3.1.5 Alternate Director

Each Investor shall be entitled at any time and from time to time to appoint an alternate director for the Director nominated by such Investor and to terminate such appointment in accordance with the provisions of the Act. Such alternate Director may attend all meetings and exercise all voting rights of the Investor Director when such Investor Director is not in attendance.

3.1.6 Voting

The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

3.1.7 Meetings of the Board

The Board shall meet at least once in every calendar quarter during regular business hours on business days and at least four (4) such meetings shall be held in every year. Meetings shall be held in Bengaluru or such other place as may be agreed to by the Promoters and the Investors. In addition to physical meetings, subject to these Articles and the Act, the Board may act by circular resolution on any matter.

3.1.8 Circular Resolution

Subject to provisions of the Act, a written resolution circulated to all the Directors, whether in India or overseas, and signed by a majority of them as approved shall be as valid and effective as a resolution duly passed at a Board Meeting, provided that it had been circulated in draft form, together with the necessary background and other information and/ or supporting documents pertaining to the subject matter thereof, to all the Directors.

3.1.9 Method of Holding Board of Directors Meetings

(a) By the number of Directors who constitute quorum being assembled together at the place, date and time appointed for the meeting.

(b) Subject to the provisions of the Act, Directors may participate in Board Meetings by telephone or video conferencing or any other means of contemporaneous communication, *provided* that (i) each Person taking part in the meeting is able to hear each other Person taking part and it is possible to record the deliberations, and (ii) each Director has acknowledged his presence for the purpose of the meeting (and any Director not doing so shall not be entitled to speak or vote at the Board Meeting).

3.1.10 Notice of Meeting

(a) A Board Meeting shall be called by the company secretary or such other person as may be designated by the Company at the requisition of any Promoter Director, specifying the date, time and agenda for such meeting.

(b) The company secretary or such other person shall provide notice of the Board Meeting to all Directors of such Board Meeting, accompanied by a written agenda specifying in reasonable detail the business of such meeting ("**Agenda**") and necessary background and other information and/ or supporting documents pertaining to the Agenda. The items not specified in the Agenda shall not be discussed at any Board Meeting, except with prior written consent of all the Directors.

(c) Not less than seven (7) calendar days' notice shall be given to all Directors unless reduced with the prior written consent of all Investors Directors.

3.1.11 Qualification Shares

Investors Directors shall not be required to hold any qualification Securities.

3.1.12 Non-Executive Director

Investors Directors shall be non-executive Directors, who shall have no responsibility for the day-to-day management of the Company and shall not be liable for any failure by the Company to comply with applicable Law or be construed as an "officer in default" (under the Act) or an "occupier" (of the Company's premises) under applicable Law.

3.1.13 Indemnification

Subject to the provisions of the Act, the Company shall indemnify, defend and hold harmless any Investor Director promptly upon demand at any time and from time to time (unless it is permitted under applicable Law to advance any such payments only after final adjudication or receipt of permission from the Court, in which case, at such prescribed time), from and against any and all Losses to which any Investor Director may become subject, including Losses pursuant to any claim against any Investor Director or to which any Investor Director is made a party, insofar as such Losses arise out of, in any way relate to, or result from any Investor Director's holding a position on the Board and Committees and/ or otherwise from any Investor Director's current or past association with the Company and the Group Companies or any breach or alleged breach of any Investor Director's fiduciary duties in such capacity, without requiring the Investor or its Affiliates that has nominated such Investor Director to indemnify the Investor Director in the first instance and any obligation of the Investor or its Affiliates under any document or instrument providing for indemnification or advancement by such entity shall be secondary to the Company's primary obligation with respect thereto. The Company shall not, without the prior written consent of the Investors, amend any provisions of these Articles in relation to indemnity, in any manner which may adversely affect the rights of Investors Directors in relation to any act or omission having occurred prior to the date of such amendment. It is hereby clarified that the indemnification of Investor Director under this Article shall include Losses arising from non-compliance or violation of the regulations framed under the Foreign Exchange Management Act, 1999 and laws relating to provident fund, gratuity, labour, environment and pollution.

3.1.14 D&O Policy

The Company shall maintain a D&O policy in favour of Investors Directors in such customary forms which is to the satisfaction of the Investors.

3.1.15 Minutes

The Company shall prepare minutes of each Board Meeting and circulate them to each Director within fifteen (15) calendar days after the Board Meeting. The Directors may make any comments on the minutes of the meeting within fifteen (15) calendar days of receipt of the minutes. If no comments are made within this time limit, the minutes shall be deemed to be accepted. The minutes shall be signed at the commencement of the next Board Meeting.

3.1.16 Expenses

Subject to applicable Law, the Company shall pay Investors Directors remuneration in line with its regular Board practice and reasonable out of pocket expenses. .

3.1.17 Board Committees

In the event any committee(s) is formed by the Board ("**Committee**"), each of the Investors shall have the right to, and the Company shall, appoint Investors Directors to such committee. The provisions of Articles 3.1.1 to 3.1.16 shall apply mutatis mutandis to Committee Meetings (except for the requirement to hold meeting at least once in every three (3) month period and at least four (4) meetings in any calendar year).

(a) The Audit Committee shall comprise of a minimum of 3 Directors with Independent Directors forming a majority.

(b) The Nomination and Remuneration Committee shall comprise of a minimum of 3 non-executive directors of whom at least half shall be Independent Directors.

(c) The Corporate Social Responsibility Committee shall comprise of 3 or more Directors of which at least one director shall be an Independent Director.

3.1.18 Directors' Access

Any Investor Director may provide any information received in its capacity as Director to the Investor (including its representatives) that has nominated such Investor Director.

3.1.19 Voting Agreement

Each Promoter agrees to vote its/ his Securities at any annual general meeting or extraordinary general meeting of Shareholders in favour of appointment of Investors nominees as Directors so that the Board is constituted in accordance with this Article 3.1.

3.1.20 Investor 1 Policy

The Investor Director (nominated by Investor 1) or his/ her alternate shall comply with Standard Chartered Bank's social, environment and ethical standards and will vote at Board meetings in accordance with such standards.

3.1.21 Executive Management

The Company shall inform the Investors of any changes made to the key managerial personnel of the Company and its Group Companies within fifteen (15) calendar days from the date of occurrence of such change.

3.1.22 Chairman and Managing Director

V.G. Siddhartha shall be the Chairman and Managing Director of the Company.

3.2 Shareholders' Meetings

3.2.1 Procedures

Meetings of Shareholders shall be regulated in accordance with the provisions of the Act, except to the extent modified in these Articles.

3.2.2 Notice and Agenda

(a) A Shareholders' Meeting may be called by giving written notice to all the Shareholders specifying the date, time and Agenda of the meeting, accompanied by the necessary background and other information and/ or supporting documents pertaining to Agenda. The items not specified in the Agenda shall not be discussed at any Shareholders' Meeting, except with prior written consent of all the Investors.

(b) Not less than twenty one (21) calendar days notice shall be given to all Shareholders of any Shareholders' Meeting, reduced with the prior written consent of all the Investors.

3.2.3 Quorum

Quorum for the purposes of meetings of the Shareholders shall be as required under the Act.

3.2.4 Voting

Voting at a Shareholders' Meeting and the adoption of any resolution of the Shareholders shall be governed by the provisions of the Act.

3.2.5 Minutes

The Company shall prepare minutes of each Shareholders' Meeting and circulate them to each Investor within fifteen (15) calendar days after the Shareholders' Meeting. The Shareholders' may make any comments on the minutes of the meeting within fifteen (15) calendar days of receipt of the minutes. If no comments are made within this time limit, the minutes shall be deemed to be accepted. The minutes shall be signed at the commencement of the next Shareholders' Meeting.

3.3 Business Plan

3.3.1 Subject to Article 5, the Company Investment Plan, the ABC Business Plan and Tanglin Investment Plan shall be prepared for each Financial Year and approved by the Board not less than thirty (30) days prior to the end of previous Financial Year.

3.3.2 The first ABC Business Plan for the Financial Year 2010-11 ("**First ABC Business Plan**") shall be agreed between Investor 1, Investor 2 and the Promoters within forty (45) five days from the Effective Date, which shall not be substantially different from the ABC Business Plan disclosed by the Company and the Promoters with the Investors prior to the Effective Date as part of the 'information memorandum'; and (ii) in the case of Company Investment Plan and Tanglin Investment Plan for the Financial Year 2010-11 to be agreed between Investors and the Promoters within sixty (60) days from the Effective Date.

3.3.3 The Promoters and the Company shall ensure that the business and operations of ABC, the Company and TDL shall at all times conform to the relevant ABC Business Plan, the Company Investment Plan and the Tanglin Investment Plan, respectively.

3.3.4 ABC Business Plan for the Financial Years 2011-2013 shall be directionally consistent with the ABC business plan set out in the 'information memorandum' mentioned above.

3.4 Auditor

The Company and the Promoters shall appoint an Internationally Reputed Accounting Firm, acceptable to the Investors as the auditor of the Company, such that such auditor(s) can audit the accounts for Financial Year March 2011 and for subsequent years.

3.5 Insurance

The Company shall, and shall ensure that each Subsidiary shall, keep insured at all times and maintain insurance policies in a sufficient amount and with such coverage as are generally maintained by responsible companies in the same industry. Such policies shall be sufficient to cover liabilities to which the Company and the Subsidiaries may reasonably be considered at risk in the course of their respective businesses.

3.6 Ethical Business Practices

3.6.1 The Company, any Subsidiary and their respective officers, directors, employees and agents shall engage only in legitimate business and ethical practices in commercial operations and in relation to Governmental Authorities. None of the Company, any Subsidiary or any of their respective officers, directors, employees or agents shall:

(a) Take any action that, if such entity were subject to the Foreign Corrupt Practices Act of the United States, would be a violation thereof; or

(b) Otherwise pay, offer, promise or authorize the payment, directly or indirectly, of any monies or anything of value to any government official or employee or any political party for the purpose of influencing any act or decision of such official or of any governmental authority to obtain or retain business, or direct business to any Person.

4. ABC BOARD REPRESENTATION

4.1 On or before the expiry of sixty (60) days from the Effective Date, each of the Investors shall be entitled to designate one (1) individual (referred to individually as "**Investor ABC Director**" and collectively as "**Investors ABC Directors**"), who are to be nominated by the Company and the Promoters (in the event the Promoters and/ or their Affiliates hold equity securities in ABC) for appointment to the board of directors of ABC. If, under the charter documents of ABC, Investors ABC Directors are required to retire by rotation, the Company shall propose the retiring Investors ABC Director for re-election. The Company shall and the Promoters shall procure that: (a) the Company; and (b) the Promoters and their Affiliates (in the event the Promoters and / or their Affiliates hold equity securities in ABC) shall vote their equity securities at any annual general meeting or extraordinary general meeting of shareholders of ABC in favour of appointment of Investors designated individuals, in accordance with this Article 4.1, to the board of ABC. The Company shall and the Promoters shall procure that the Company's nominees on the board of ABC shall exercise their votes in favour of appointment of Investors designated individuals, in accordance with this Article 4.1, to the board of ABC.

4.2 The provisions of Articles 3.1.5 (Alternate Director), 3.1.2 (Removal and Re-appointment), 3.1.11 (Qualification Shares), 3.1.12 (Non-Executive Director) and 3.1.18 (Directors' Access) shall apply mutatis mutandis to the Investor ABC Director.

4.3 The Investors ABC Directors shall be entitled to receive the notices and the Agenda for all meetings of the ABC Board and shall be entitled to attend all meetings of the ABC Board.

4.4 The Company shall and the Promoters shall ensure that the obligations to indemnify the Investors ABC Directors, maintain a D&O Policy for the Investor ABC Director and to reimburse expenses incurred by the Investors ABC Director in order to attend meetings of the ABC Board shall be pari materia with the obligations set out in Articles 3.1.13 (Indemnification), 3.1.14 (D&O Policy) and 3.1.16 (Expenses) in relation to the Investors Directors.

5. RESERVED MATTERS

5.1 The Company shall, and each of the Promoters shall, exercise or refrain from exercising all rights and powers available to it to procure that no resolution (whether of the Shareholders or the Board) or action constituting any of the Reserved Matters shall be passed or undertaken or occur with respect to the Company and or the Group Companies unless so approved in accordance with the provisions of this Article 5. Without prejudice to the foregoing, the Company shall, and each of the Promoters shall, procure that resolutions passed in breach of this Article 5 (i.e. on any Reserved Matter on which the Investor has not accorded written consent), shall not be effective. In the event that any such resolution is passed in violation of this Article 5, the Company and the Promoters hereby covenant to undertake all such actions as may be required to render such a resolution invalid as soon as practicable. Any breach of this Article 5, including the act of voting by the Promoters in breach of this Article 5 shall be deemed to be a material breach of these Articles by the Promoters.

5.2 At any time, the Company wishes to transact any matter which is a Reserved Matter or place in the Agenda for the meeting of the Board of Directors or meeting of the Shareholders a business relating to the Reserved Matters, the Company shall no later than thirty (30) days prior to the meeting of the Board of Directors or meeting of the Shareholders, as the case may be, first deliver to each of the Investors a written notice ("**Reserved Matter Notice**") specifying in reasonable detail the subject Reserved Matter, proposed resolution relating to the subject Reserved Matter and enclosing supporting documents, if any.

5.3 Each of the Investors shall within ten (10) days from the receipt of Reserved Matters Notice provide their consent or dissent to the Reserved Matters specified in the First Reserved Matter Notice. In the event, any Investor ("**Non-Responding Investor(s)**") fails to respond to the Reserved Matters Notice within ten (10) days from the date of its receipt, the Company shall deliver to such Non-Responding Investor, a Reserved Matter Notice once again ("**Repeat Reserved Matter Notice**"). The Non-Responding Investor shall be required to respond with its consent or dissent to the Repeat Reserved Matters Notice within seven (7) days from the date of its receipt. If the Non-Responding Investor fails to respond to the Repeat Reserved Matter Notice within seven (7) days from the date of its receipt, Non-Responding Investor (s) shall deemed to have consented and shall have no further rights with respect to the Reserved Matter specified in the Reserved Matter Notice and the Company may proceed to approve the Reserved Matter specified in the said Reserved Matter Notice without requiring affirmative vote of the Non-Responding Investor.

5.4 In the event, the Company receives consents from the all of the Investors (failure to respond as per the preceding paragraph shall be deemed consent) with respect to the resolutions relating to the Reserved Matter specified in the Reserved Matter Notice, the subject resolution when put to vote either at the meeting of the Board of Directors or Shareholders, meeting will not require the affirmative vote of the Investors or Investors Directors for passing such resolution.

5.5 In the event, any of the Investors' do not consent to passing the resolution relating to Reserved Matters specified in the Reserved Matter Notice ("**Subject Reserved Matter**"), the Company and the Group Companies shall not (a) undertake the proposed actions; and (b) include such Reserved Matter item in the Agenda or place for consideration before the meeting of the Board of Directors or Shareholders meeting, as the case may be. If one or more Investors, express dissent to any action relating to the Reserved Matter specified in the Reserved Matter Notice, the Company and the Group Companies shall (if so requested by any Investor), prior to the meeting of the Board of Directors or the Shareholders in which such Reserved Matter was scheduled to be placed, facilitate a meeting of the Investors by delivery of written notice (of such notice period appropriate in the circumstances) to discuss the Subject Reserved Matter with the Promoters. It is clarified that neither the Company nor the Promoters shall have any obligation to ensure the presence of other Investors in such meeting.

5.6 Without prejudice to the foregoing, the Company and the Promoters shall procure that any actions taken or resolutions passed or commitments made in breach of this Article 5 shall be void ab initio, and all such actions, resolutions and commitments shall be unwound or terminated as soon as practicable.

5.7 Notwithstanding any other provision of these Articles, (a) Investors' affirmative rights under this Article in respect of Reserved Matters shall also apply to any decision or matter that concerns the Group Companies, (b) the Company shall ensure that the Group Companies shall take no actions that relate to the Reserved Matters unless first approved in writing by the Investors in accordance with the procedure set forth in this Article 5 and (c) the Company shall not, and the Promoters shall ensure that their Company shall not, take any actions that relate to the Reserved Matters unless such actions are first approved in writing by the Investors in accordance with the procedure set forth in this Article 5.

5.8 Notwithstanding any other provision of the Shareholders' Agreement, approval of Investor 3 is not required with respect any action taken in respect of Reserved Matter No.2 (including its sub Articles) and Reserved Matter No.13 as detailed in Article 5.9 below.

5.9 The Reserved Matters are as follows:

1. Change in business scope/ nature or expansion into new areas or lines of business, including but not limited to cessation of any material part of business, whether itself or through the establishment of new Subsidiaries.

2. Approval, of:

    (a) Company Investment Plan, (other than the investments forming part of the conditions subsequent specified as part of the Investors Subscription Agreements);

    (b) in case of the ABC Business Plan, the capital expenditure and debt items;

    (c) Tanglin Investment Plan (other than built to suit buildings), 2.1 Any deviation from the ABC Business Plan, Company Investment Plan and Tanglin Investment Plan, above the following materiality thresholds:

2.2 For ABC, 5% (five per cent) of the additional capital expenditure and Indebtedness set out in the relevant ABC Business Plan during the relevant Financial Year;

2.2 For Company, ₹500,000,000 (Rupees five hundred million only) of total additional investment during the relevant Financial Year during the relevant Financial Year;

2.3 For TDL, ₹250,000,000 (Rupees two hundred fifty million only) of additional aggregate capital expenditure and one-time investments during the relevant Financial Year (excluding any build to suit construction spends for committed clients).

3. Incurrence of total Indebtedness (including contingent liabilities, corporate guarantees, share pledges and significant encumbrance on assets) across the Group Companies (excluding any Indebtedness incurred in accordance with the Company Investment Plan, ABC Business Plan and Tanglin Investment Plan as per point 2 above), cumulatively exceeding ₹500,000,000 (Rupees five hundred million only) during any Financial Year.

4. Any joint venture, alliance, mergers and acquisitions (whether by way of purchase of shares, asset purchase or otherwise), demerger, amalgamation, consolidation and/ or corporate restructuring or reorganization,(excluding spin-offs and divestments specified in item 5 below), aggregating across the Group Companies to more than ₹500,000,000 (Rupees five hundred million only) during any Financial Year (excluding any of the foregoing undertaken in accordance with the Company Investment Plan, ABC Business Plan and Tanglin Investment Plan).

5. Except (i) as set out in paragraph 6 below, (ii) in relation to any transfers of shares between the Group Companies inter se (provided that the Company's economic interest of asset/ shares in transferor and transferee entity is same) and (iii) any of the following undertaken by TDL in accordance with the Tanglin Investment Plan and up to an amount of ₹250,000,000 (Rupees two hundred and fifty million only) per annum over and above the Tanglin Investment Plan, selling off/ disposing off the whole or any part of the assets or shares of the Company, its Group Companies or/ and their investments (including by way of spin-off), aggregating across the Group Companies to more than ₹500,000,000 (Rupees five hundred million only) in value during the term of these Articles (and not, it is clarified, on an annual or periodic basis).

6. Notwithstanding anything contained herein, (i) any Transfer of shares of TDL, ABC, and GTV and (ii) any Transfer of the 'Coffee Day' and 'Café Coffee Day' trademark (excluding a Transfer to any Group Company, provided that the Company's economic interest of asset/ shares in transferor and transferee entity is same).

7. Declaration and payment of dividend (including interim dividends) or other distributions (in cash, securities, property or assets). However, these rights shall not be applicable to preference dividends on (i) the preference share capital at ABC existing and as disclosed to the Investor on the date hereof, (ii) SCB Shares existing and as disclosed to the Investor on the date hereof and (iii) any other securities issued in accordance with these Articles after the date hereof to the extent disclosed to the Investor at the time of such issuance.

8. Institution or settlement of material litigation.

9. Changes in share capital, including listing of the Company and/ or its Group Companies/ delisting, changes in class rights, issuances, allotment of equity or equity-linked securities (including any issuance or allotment in lieu of any advances, repayments), redemptions or refund of share application money etc., repurchase, redemption, alteration, reorganization or retiring of equity or equity-linked securities, warrants or convertible instruments, employee stock option plans, buy-backs and capital reductions, modification or adoption of any equity option plan. However, these rights shall not be applicable (i) any changes in share capital of ABC pursuant to the ABC Investment Agreements as existing as on the date hereof and as disclosed to the Investors, (ii) changes in share capital resulting from conversion of the convertible debentures held by Hypo Bank in TDL in accordance with the agreement with

Hypo Bank as existing as on the date hereof and as disclosed to the Investors, (iii) the issue of any additional securities of ABC pursuant to the existing employee stock option scheme at ABC, (iv) and issue of ABC securities to the Company in accordance with the Investors Subscription Agreements,(v) subject to compliance with the Investor's rights under Articles 7 and 8, further equity issuances by the Company or ABC provided that the pre-money valuation (a) for the Company, is higher than the Post-Money Company Equity Valuation, and (b) for ABC, is higher than the Pre-Money ABC Equity Valuation plus any amounts infused into ABC pursuant to the Current Financing Round and the FMO financing, (vi) change of CCPS (held by Investor 1) into compulsorily convertible debentures; provided that such compulsorily convertible debentures are on the same terms of issue and its conversion set out in the Amended Investor 1 Subscription Agreement.

10. Changes to Financial Year, statutory auditors, material accounting or tax standards, policies or practices.

11. Amendment of the memorandum and articles of association of the Company and the Group Companies, which are detrimental to the rights of the Investor under these Articles in any material respect (in the reasonable opinion of the Investor) and/ or in so far as the amendment pertains to the Reserved Matters.

12. Entry into, modification or termination of any arrangements with Related Parties and intra group transactions, other than those ongoing business dealings set out at herein that have already been disclosed by the Promoters and approved by the Investor. The ongoing business dealings are:

    (i) All coffee purchases from Promoters' plantations on arms length basis in the Ordinary Course of Business

    (ii) Purchase of furniture from Promoters on arms length basis in the Ordinary Course of Business.

13. For Way 2 Wealth Private Limited, any mergers and acquisitions (whether by way of purchase of shares, asset purchase or otherwise) and issue of equity/ preference securities to any third parties.

14. Any change in status of the Company from a private limited company to a public limited company.

15. Any delegation of any matter requiring the affirmative vote of the Investor and entry into any commitment, agreement or arrangement (oral or written) for the purpose of taking/ giving effect to any of the foregoing actions.

16. Any voluntary winding-up or insolvency proceedings of the Company and/ or the Group Companies (excluding spin-offs and divestments specified in item 5 above).

6. COVENANTS

6.1 Information Covenants

6.1.1 The Company agrees that the Company and the Group Companies shall furnish to each of the Investors Directors:

(a) Annual Accounts within one (180) hundred eighty calendar days of the end of each Financial Year;

(b) Un-audited annual financial statements within ninety (90) calendar days of the end of each Financial Year;

(c) Quarterly financial statements within thirty (30) calendar days of the end of each quarter;

(d) The ABCTL Business Plan, the Company Investment Plan and the Tanglin Investment Plan for each Financial Year thirty (30) days prior to the end of previous Financial Year;

(e) Management information system reports on a monthly basis regarding ABC sales;

(f) Market information (including but not limited to information about current programs, ratings and market developments);

(g) Details of any litigation proceedings (including any Insolvency Proceedings or notices under any enactment or regulation), material disputes and/ or adverse changes that impedes the Company and/ or the Group Companies or which is likely to adversely affect their business or assets or otherwise;

(h) Details of any event of force majeure or any other event which would have a material adverse effect on the profits or business of the Company or the Group Companies;

(i) Such other details relating to the business affairs and information of the Company or the Group Companies so long as such request of the relevant Investor Director is reasonable.

6.2 Investors Subscription Agreements

The Promoter and the Company shall comply with all their obligations under the Investors Subscription Agreements and convert and issue the Equity Shares to the Investors in accordance with the Investors Subscription Agreements.

7. PRE-EMPTIVE RIGHTS

7.1 The Company shall not issue Securities ("**Additional Securities**") to any Person ("**Proposed Recipient**") unless the Company has first offered the Investors in accordance with the provisions of this Article 7 the right to purchase their respective Inter-se Investor Shares of Additional Securities on the same terms and conditions as are offered to the Proposed Recipient.

7.2 Excluded Additional Securities

7.2.1 Pre-emptive rights of the Investors established by this Article 7 shall have no application to issuance of the following Additional Securities:

(a) Pursuant to the terms of an employee stock option plan approved by the Board provided that such issuance of Securities do not exceed in the aggregate five (5) per cent of the Equity Share Capital on a Fully Diluted Basis;

(b) Upon the conversion, exercise or exchange of options, warrants or convertible securities issued on or after the date of the Shareholders' Agreement in accordance with the terms of the respective Investors Subscription Agreements;

(c) In an IPO approved in accordance with these Articles; or

(d) To the Current Round Investors in the Current Financing Round.

(e) Investor 3 Subsequent Subscription Shares, and

(f) Investor 3 Additional Shares or Investor 3 Additional CCDs"

7.3 Notice

Not less than thirty (30) calendar days before issuance of Additional Securities by the Company other than an issuance permitted under Article 7.2.1 above ("**Proposed Issuance**"), the Company shall deliver to each Investor written notice setting forth its intention of Proposed Issuance, such Investor's share of Additional Securities (computed in accordance with Article 7.1), the price and the terms and conditions upon which the Company proposes to issue the Additional Securities and identity of the Proposed Recipient ("**Issuance Notice**").

7.4 Exercise of Notice

Each Investor shall have fifteen (15) calendar days from the receipt of Issuance Notice ("**Pre-emptive Offer Period**") to agree to purchase its Inter-se Investor Share of Additional Securities for the price and upon the terms and conditions set forth in the Issuance Notice by delivering a written notice to the Company. Failure by any Investor to give such notice within the Pre-Emptive Offer Period shall be deemed a waiver by such Investor of its rights under this Article 7 with respect to Proposed Issuance. If however any Investor fails to give the notice required under this Article 7.4 solely on account of the Company's failure to comply with the notice provisions of Article 7.3, then the Company shall not issue the Additional Securities and if purported to be issued, such issuance of the Additional Securities shall be void.

7.5 Failure to Subscribe

The Company shall notify each Investor in the event that any Investor (a "**Non-Subscribing Shareholder**") notifies the Company that it declines to exercise its right to subscribe to its Inter-se Investor Share of the Additional Securities, in part or in whole, or is deemed to have waived its right. Upon receipt of such notification from the Company or upon any of the aforesaid events becoming known to the other Investors, the other Investors shall be entitled to subscribe to such Additional Securities not subscribed to by any Non-Subscribing Shareholder in proportion to their respective Inter-se Investor Share (on a Reset Valuation Basis), consistent with applicable Law.

7.6 Issuance of Additional Securities to other Persons

If the Investors' fail to exercise in full their rights under this Article within the Pre-emptive Offer Period, the Company shall have one hundred (180) eighty days thereafter to sell the remaining Additional Securities in respect of which the Investors' rights were not exercised, to the Proposed Recipient, at a price and upon terms and conditions no more favorable than specified in the Issuance Notice. If the Proposed Issuance does not occur within one hundred (180) eighty days, the Company shall not thereafter issue or sell any Additional Securities, without first offering such Additional Securities in the manner provided in this Article above. Failure by any Investor to exercise its option to subscribe for Additional Securities with respect to one offering and issuance of the Additional Securities shall not affect its option to subscribe for Additional Securities in any subsequent offering.

7.7 Pre-emptive Rights in ABC

In relation to issuance of any securities (including without limitation, any equity shares, preference shares, securities capable of conversion into equity shares or preference shares) by ABC to a third party not being a shareholder in ABC, subject to the rights of the shareholders in ABC (including the ABC Investors), then the Shareholders shall be provided a right to subscribe to such securities in accordance with the procedure laid down in this Article 7 (for which purpose, all references to the Company in this Article 7 shall be construed as reference to ABC). Pre-emptive rights of the Shareholders established by this Article 7.7 shall have no application to issuance and allotment of compulsorily convertible debentures in ABC to Financierings-Maatschappij Voor Ontwikkelingslanden N.V. for a total consideration of of USD 15,000,000 (United States Dollars fifteen million) (which compulsorily convertible debentures shall not be convertible into more than four (4%) per cent of equity share capital of ABC), within ninety (90) days from the date of the Shareholders' Agreement.

7.8 Rights Issue

Notwithstanding the foregoing, the Company shall have the right to issue and sell Additional Securities (the "**Rights Shares**") to the Shareholders on the same terms and conditions based on their respective Pro Rata Share (on a Fully Diluted Basis) of Rights Shares. If any of the Shareholders declines to subscribe for its Pro Rata Share (on a Fully Diluted Basis) of the Rights Shares ("**Balance Rights Shares**"), the other Shareholders shall have the right to subscribe for their respective Pro Rata Share (on a Fully Diluted Basis) of the Balance Rights Shares. Articles 7.2, 7.3, 7.4, 7.5 and 7.6 shall apply mutatis mutandis to issuance of Rights Shares.

7.9 Rights Issue in ABC

The Company shall use best efforts to ensure that, the board of ABC shall offer the unsubscribed portion of the balance rights shares of any ABC rights issue for subscription to the Shareholders based on their respective Pro Rata Share (on a Fully Diluted Basis), so long as the Investors have not vetoed the subscription of rights shares by the Company.

8. ANTI DILUTION AND MOST FAVORABLE RIGHTS

8.1 Subject to Article 5, if the Company issues additional Securities ("**Dilutive Shares**") to any Person(s) at a pre money valuation less than: in the case of Investor 1, being Investor Post Money Entry Cap Valuation; in the case of Investor 2, being Post Money Company Equity Valuation and in the case of Investor 3, being Investor 3 Post Money Company Equity Valuation (the Company valuation in such issuance is referred to as the "**Dilutive Valuation**"), the Dilutive Valuation shall be the new post money valuation of the Company for the purposes of conversion of Investors Securities in accordance with the relevant provisions of their respective Investors Subscription Agreement. Notwithstanding the same the conversion of Investor 1 Securities and Investor 2 Securities in accordance with their respective Subscription Agreements shall not amount to Dilutive Valuation for Investor 3 and Investor 3 shall continue to convert in accordance with the Investor 3 Subscription Agreement.

8.2 If at any time, ABC issues shares at a valuation less than: in the case of Investor 1, ABCTL Entry Value; and in the case of Investor 2, Post-Money ABC Equity Valuation ("**ABC Dilutive Valuation**"), the ABC Dilutive Valuation shall be the new post money valuation of ABC for the purposes of conversion of Investors Securities in accordance with the relevant provisions of their respective Investors Subscription Agreements.

8.3 The Company and the Promoters shall not issue any Securities or enter into an agreement to issue Securities, enter into any management agreement or shareholder agreement or any other agreements with any Person, which agreement confers on such Person terms which, considered in the aggregate, are more favorable than terms granted herein to the Investors. In the event the Company and the Promoter confer on such Person such terms which, when so considered, are more favorable than terms granted herein to the Investors, notwithstanding anything in the Shareholders' Agreement, any Investor may require that the terms of the Investors as provided for in the Shareholders' Agreement be modified and amended in accordance with the terms granted to such Person to confer on the Investors terms at least as favorable as those conferred on such Person as of the Effective Date. In such a case, the Company and the Promoters shall take all necessary steps to amend the Charter Documents to give effect to such modification of terms of the Investors.

8.4 Nothing in this Article 8 shall apply to any issuance or proposed issuance of any Securities:

(a) Pursuant to the terms of an employee stock option plan approved by the Board provided that such issuance of Securities do not exceed in the aggregate 5% (five percent) of the Equity Share Capital on a Fully Diluted Basis;

(b) In an IPO approved in accordance with these Articles; or

(c) To the rights of existing investors in ABC in accordance with their respective investment agreements, existing as on the date of the Shareholders' Agreement;

(d) Any issuance pursuant to Article 7.8 above.

(e) Investor 3 Subsequent Subscription Shares issued in accordance with Investor 3 Subscription Agreement provided that they will be subject to Article 8.1; and

(f) Investor 3 Additional Shares or Investor 3 Additional CCDs issued in accordance with Investor 3 Subscription Agreement provided that they will be subject to Article 8.1

8.4.1 Subject to Article 8.3, the Company may at any time after the Current Financing Round, issue and allot Securities to any Person at a pre-money valuation of the Company being higher than the sum of: ₹24,000,000,000 (Rupees twenty four billion only) and amounts raised as part of Current Financing Round; and such issuance of Securities does not in any way dilute the economic interests of any Investor as specified herein and in the respective Investors Subscription Agreement.

9. TRANSFER OF SECURITIES

9.1 Transfers in violation of these Articles

Neither the Promoters, nor the Investors nor their respective Affiliates shall Transfer or attempt to Transfer any Securities or any right, title or interest therein or thereto, except as expressly permitted by the provisions of these Articles. Any Transfer or attempt by the Promoters, or the Investors or their respective Affiliates to Transfer Securities in violation of this Article shall be null and void ab initio, and the Company shall not register any such Transfer.

9.2 Transfer by the Investor

9.2.1 No Investor shall be entitled to sell the Investor Securities to a Competitor, without the prior written consent of the Promoters. In the event the Promoters consent to such a Transfer, the transferring Investor ("**Transferring Investor**") shall have the right to sell the Investor Securities subject to the provisions of Article 12, in which case the term 'Non-financial Investor' in Article 12.1 shall be replaced with the term 'Competitor'.

9.2.2 Subject to the provisions of Article 9.2.1 and Article 12 but notwithstanding anything else contained herein the Investor Securities shall be freely transferable and nothing contained in these Articles shall apply to any Transfer of the Investor Securities; provided that the transferee of Investors Securities shall have prior to such transfer executed Deed of Adherence in the form set forth in Part C of Schedule 3 of the Shareholders' Agreement. It is hereby clarified that together with any Transfer of the Investor Securities, the Transferring Investor shall be entitled to transfer all or any of its rights and obligations under the Shareholders' Agreement to the intended transferee.

9.2.3 The Promoters and the Company shall provide all co-operation and assistance to the Transferring Investor, including (i) providing any potential transferee and its authorized representatives with reasonable access to Company information (as part of the due diligence exercise to be undertaken by the potential transferee) and (ii) providing any assistance that may be required for obtaining Governmental Approvals in that regard..

9.3 Transfers by the Promoters

Subject to Article 9.4, no Transfer may be made by the Promoters or their Affiliates that:

9.3.1 violates in any manner the provisions of Articles 11 and 13 any other applicable provisions of these Articles;

9.3.2 is made without the transferee agreeing to be bound by the terms and conditions of these Agreement by executing a Deed of Adherence in the form set out in Part C of Schedule 3 the Shareholders' Agreement (except if such Transfer is pursuant to an IPO).

9.3.3 is undertaken at a value less than the pre-money valuation of the Company being the sum of: ₹24,000,000,000 (Rupees twenty four billion only) and amounts raised as part of Current Financing Round.

9.4 Permitted Transfers by Promoters

9.4.1 Subject to compliance in all respects with applicable Law, the following Transfers of Securities may be made by the Promoters and their Affiliates at any time without compliance with the provisions of Articles 9.3:

(a) Any Transfer by the Promoters and/ or their Affiliates to an Affiliate of the Promoters, subject to such Affiliate ("**Permitted Transferee**") agreeing to be bound by the terms and conditions of the Shareholders' Agreement by executing a Deed of Adherence in the form set out in Part B of Schedule 3 of the Shareholders' Agreement. The Promoters shall furnish a copy of such Deed of Adherence to each of the Investors within a period of fifteen (15) calendar days from the date of such Transfer; and

(b) Any Transfer of Securities by the Promoters or their Affiliates pursuant to an IPO.

9.4.2 The Promoters undertake that each of them shall, prior to a Permitted Transferee ceasing to be an Affiliate, acquire by themselves or through any of their Affiliates all of the Securities held by such Affiliate.

9.4.3 In the event of a transfer of Securities by the Promoters to any of their Affiliates, the Promoters and their Affiliates shall continue to be bound by the duties and obligations cast upon them under these

Articles including, the Promoters obligations under Article 18.1 (Redemption Obligation under the ABC Investment Agreements) and Article 18.2 (Put and Call Obligations/ Options under the ABC Investment Agreement).

9.5 Depositories

In the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoters to direct their respective depository participants not to accept any instruction slip or delivery slip or other authorization for Transfer contrary to the terms of these Articles.

9.6 Avoidance of Restrictions

The Transfer restrictions in these Articles shall not be capable of being avoided by the holding of Securities indirectly through a company or other entity, the shares of which company or entity can itself be transferred in order to Transfer an interest in the Securities. Any Transfer of any shares as set out in the preceding sentence or any change in the shareholding of the Shareholders (wherever applicable) shall be treated as being a Transfer of Securities by the Shareholders and consequently a breach of the Transfer restrictions in these Articles.

1. The Promoters and the Company shall ensure that the Company remains a 'private limited company' within the meaning of the Act (except as may required for the purposes of an IPO). The Promoters and the Company shall not and shall procure that their Affiliates do not do any act or omission, including without limitation any issuance or Transfer any Securities or any right, title or interest therein or thereto, that would result, directly or indirectly, in the Company ceasing to be a 'private limited company' within the meaning of the Act (except as required for the purposes of an IPO) without the prior written consent of the Investor.

9.7 Intimation to Shareholders

Within thirty (30) calendar days after registering any Transfer of Securities in its register of members, the Company shall send a notice to each Shareholder stating that such Transfer has been completed and setting forth the name of the transferor, the name of the transferee and the number of Securities Transferred.

9.8 Extension of Timelines

If any Governmental Approvals are required to consummate any Transfer of Securities under these Articles, the timelines specified in the relevant Article shall be extended, as shall be necessary, in order to obtain requisite Governmental Approvals (which the party requiring the Governmental Approval shall use its best efforts to obtain as promptly as practicable).

9.9 Further Assurances

The Company and each Shareholder shall use commercially reasonable efforts to (i) take, or cause to be taken, all appropriate action, and do, or cause to be done, all things necessary, proper or advisable under applicable Law or otherwise to promptly consummate and make effective the transactions contemplated by the Shareholders' Agreement and the Investors Subscription Agreements; (ii) obtain all authorizations, consents, orders and approvals of, and give all notices to and make all filings with, all Governmental Authorities and other third parties that may be or become necessary for the performance of its obligations under the Shareholders' Agreement and the Investors Subscription Agreements and the consummation of the transactions contemplated by the Shareholders' Agreement and the Investors Subscription Agreements; and (iii) fulfill all conditions to such party's obligations under the Shareholders' Agreement, the Investors Subscription Agreements and these Articles. The Company and each Shareholder shall cooperate fully with each other in promptly seeking to obtain all such authorizations, consents, orders and approvals, giving such notices, and making such filings.

The Company and the Promoters undertake to take necessary actions including but not limited to increasing the authorised share capital of the Company to the extent required to ensure that the Investor 1 and Investor 2 are issued an appropriate number of Equity Shares on conversion of the CCPS and the Investor 2 CCDs respectively under the terms of the Investors Subscription Agreements.

10. LOCK-IN ENCUMBRANCE AND MANAGEMENT CONTROL

10.1 The Promoters and the Company, as the case may be, hereby covenant as follows:

10.2 The Individual Promoters identified in Part A of Schedule 1 of the Shareholders' Agreement and his/ her Relatives shall directly or indirectly, continue at all times to hold at least fifty (51%) one per cent of the Equity Share Capital of the Company on a Fully Diluted Basis ("**Locked-in Shares**") and shall not Transfer or create any Encumbrance on such shareholding; and

10.3 The Company shall continue at all times to hold at least fifty (51) one per cent of the issued and paid-up equity share capital of ABC on a Fully Diluted Basis ("**Locked-in ABC Shares**") and shall not Transfer or create any Encumbrance on such shareholding.

Provided that the above shareholding may be pledged for any borrowing availed of by the Group Companies from reputed banks and/ or financial institutions in the Ordinary Course of Business, provided that the Promoters and the Company shall procure that in the event that the Person in whose favor the pledge has been created, invokes the pledge and proposes to sell Locked-in Shares and/ or the Locked-in ABC Shares or when it proposes to transfer such shares to itself, such Person shall grant to the Investors a right of first refusal, to purchase their Inter-se Investor Share of the pledged shares at the same price and on the same terms as in the proposed sale. Further, Promoters shall be entitled to create Encumbrances on Securities owned by them for raising finance or loans for personal purposes, so long as at least fifty (51%) one per cent of the paid-up equity share capital of the Company remains unencumbered (excluding any pledge for the purposes of loans or financings availed for and on behalf of the Company or the Group Company). It is further clarified that the Promoters may pledge below fifty (51%) one per cent so long as the pledge is for securing any finance or raising loans for the Company and/ or the Group Companies.

10.4 The Promoters covenant that Promoters shall retain control over the management and affairs of the Company and ABC and shall at all times be engaged in day-to-day management of the Company and shall be primarily responsible for the implementation of the business objectives of the Company and the Group Companies, as laid down by, and under the direct supervision of the Board.

11. RIGHT OF FIRST OFFER FOR PROMOTER TRANSFERS

11.1 Subject to Articles 9 and 10, if at any time, any Promoter ("**Transferring Promoter**") desires to sell or dispose its shareholding in the Company (the "**Subject Securities**") to third parties other than an Affiliate, it shall give to the Investors the right of first offer in the manner provided below ("**First Offer Right**").

11.2 Transferring Promoter shall first deliver to each of the Investors a written notice ("**Transfer Notice**") specifying: (i) Transferring Promoter's intention to transfer all or portion of the Subject Securities and the number of Subject Securities offered for sale ("**Offered Securities**"); (ii) each Investor's Inter-se Investor Share of the Offered Securities; and (iii) the price thereof ("**Offer Price**"). Within thirty (30) days from the receipt of Transfer Notice ("**Offer Period**"), each Investor shall have an option by service of written communication ("**Exercise Notice**") to make a first offer to buy its Inter-se Investor Share of the Offered Securities at the Offer Price and on the terms and conditions specified in the Transfer Notice. The accepting Investors shall also have an option to purchase such of the Offered Securities as not accepted by any of the Investors based on the Inter-se Investor Share of the accepting Investors, by service of written communication within a further period of fifteen (15) days from the expiry of Offer Period ("**Additional Exercise Notice**"). It shall be the obligation of the Company to notify to the accepting Investors regarding the Investors who have not made any election (including Investors who have failed to respond) to purchase within the Offer Period.

11.3 The Exercise Notice and/ or the Additional Exercise Notice, as the case may be, shall constitute a binding obligation of the Transferring Promoter to sell and transfer (free and clear of encumbrances) and a binding obligation of the accepting Investors to purchase, the number of Subject Securities specified in the Exercise Notice and/ or the Additional Exercise Notice (as the case may be). Subject to receipt of governmental approvals (if required), within forty five (45) days of issuance of the Exercise Notice and/ or the Additional Exercise Notice (as the case may be), the accepting Investors shall pay the Offer Price of the relevant Subject Securities being purchased by them and the Transferring

Promoter shall simultaneously upon receipt of the payment Transfer the Offered Securities, free and clear of all encumbrances.

11.4 Provided however, if the Investors jointly or severally elect not to purchase at least twenty (25%) five per cent of the Offered Securities, Transferring Promoter shall be free to offer Offered Securities to any third party ("**Transferee**") within one hundred (180) eighty days from the later of: (i) one (1) month from the expiry of Offer Period; (ii) one (1) month from the date of Additional Exercise Notice, at a price not lower than the Offer Price and on terms and conditions not inferior to those contained in the Exercise Notice.

11.5 If the Offered Securities described in the Transfer Notice are not transferred to Transferee within the period above mentioned, the Offered Securities shall be subject to all Transfer restrictions as contained in these Articles, and any new transfer will have to comply with this Article 11 before any Offered Securities held by the Transferring Promoter may be sold.

12. RIGHT OF FIRST OFFER FOR INVESTOR TRANSFERS

12.1 Subject to Article 9.2, if at any time, any Investor ("**Transferring Investor**") desires to sell or dispose its shareholding in the Company (the "**Investor Subject Securities**") to a non- financial investor ("**Non-Financial Investor**"), it shall give to the Promoters the right of first offer in the manner provided below ("**Promoter First Offer Right**"). Nothing in this Article 12 shall apply if the Transferring Investor sells or disposes its shareholding in the Company to an Affiliate.

12.2 Transferring Investor shall first deliver to the Promoters a written notice ("**Investor Transfer Notice**") specifying: (i) Transferring Investor's intention to sell all or portion of the Investor Subject Securities and the number of Subject Securities offered for sale ("**Investor Offered Securities**"). Within thirty (30) days from the receipt of Investor Transfer Notice ("**Promoter Offer Period**"), the Promoters shall jointly or severally, have an option by service of written communication ("**Promoter Exercise Notice**") to make a first offer to buy all but not part of the Investor Offered Securities and the price at which they are offering to purchase the Investor Offered Securities ("**Promoter Offer Price**").

12.3 Transferring Investor shall have one hundred eighty (180) days from the date of receipt of Promoter Exercise Notice ("**Investor Acceptance Period**") to confirm and accept the terms of the offer made in the Promoter Exercise Notice. In the event, the Transferring Investor accepts the offer made in the Promoter Exercise Notice; the Promoters shall pay the Promoter Offer Price within thirty (30) days from the expiry of the Investor Acceptance Period or the date of receipt of acceptance by the Transferring Investor of the terms contained in Promoter Exercise Notice and the Transferring Investor shall simultaneously upon receipt of the payment Transfer the Investor Offered Securities, free and clear of all Encumbrances. In the event that the Promoters fail to pay the Promoter Offer Price within the thirty (30) day period from the expiry of the Investor Acceptance Period or the date of receipt of acceptance by the Transferring Investor of the terms contained in Promoter Exercise Notice then the Investor shall be free to Transfer the Investor Offered Securities to any third party purchaser (not being a Competitor) on any terms within one hundred (180) eighty days from date of failure by Promoters to pay the Promoter Offer Price. Provided however, if the Promoters jointly or severally elect not to purchase all of the Offered Securities or the Transferring Investor refuses the offer made by the Promoters pursuant to the Exercise Notice within the Investor Acceptance Period, the Transferring Investor shall be free to offer the Investor Offered Securities to any Non-Financial Investor within one hundred (180) eighty days from date of Promoter Exercise Notice or expiry of the Promoter Offer Period, as applicable, at a price not lower than the Promoter Offer Price and on terms and conditions not inferior to those contained in the Promoter Exercise Notice.

12.4 If the Investor Offered Securities described in the Investor Transfer Notice are not transferred to the Non-Financial Investor within the period above mentioned, the Investor Offered Securities shall be subject to all Transfer restrictions as contained in these Articles, and any new transfer will have to comply with this Article 12 before any Investor Offered Securities held by the Transferring Investor may be sold.

For the purposes of above, Non-Financial Investor shall include existing financial investors in ABCTL as at the Effective Date.

12.5 Notwithstanding anything stated above, if at any time, Investor 3 desires to sell or dispose its shareholding in the Company to any third party (irrespective of the third party being a financial investor) other than an Affiliate all the provisions of Article 12 shall apply to Investor 3 and its transferees (including the subsequent transferees).

13. TAG ALONG SALE

13.1 Subject to Articles 9 and 10, if the Promoter and/ or its Affiliates receives a bona fide offer to acquire Promoter Securities or proposes to make a Transfer of Securities to a third party Transferee pursuant to Article 11.4, the Promoter and/ or its Affiliates shall send a written notice ("**Tag-Along Notice**") to each of the Investor, which notice shall state: (i) the name and address and identity of the proposed Transferee and that the proposed Transferee has been informed of the Tag-Along Right and that the Transferee has agreed to purchase all the Sale Securities required to be purchased in accordance with this Article; (ii) the number of Promoter Securities to be Transferred ("**Sale Securities**"); (iii) the amount and form of the proposed consideration for the Transfer; (iv) the other terms and conditions of the proposed Transfer, (v) a representation that no consideration, tangible or intangible, is being provided to the Promoter and/ or its Affiliates (including without limitation, by way of non-compete consideration) that is not reflected in the price to be paid to the Investor exercising their Tag-Along Rights hereunder, (vi) the number of Securities the Promoter together with its Affiliates then owns, and (vii) an offer at the sole option of each of the Investors, to include in such sale to the Transferee, the Tag-Along Securities as defined in Article 13.2 below. In the event that the proposed consideration for the Transfer includes consideration other than cash, the Tag Along Notice shall include a calculation of the fair market value of such calculation as determined by an internationally-reputed investment bank chosen by the Investor. The total value of the consideration for the proposed Transfer is referred to herein as the "**Tag-Along Price**".

13.2 Tag-Along Rights

Each of the Investors shall have the right ("**Tag-Along Right**") but not the obligation to require the Promoters to cause the Transferee in a Transfer of Securities to purchase from each of the Investors and/ or its Affiliates, for the same consideration per Security and upon the same terms and conditions as are to be paid and given to the Promoter and/ or its Affiliates (except that the Investors and their Affiliates will not be required to make any representations or warranties other than with respect to their title to the Securities transferred or otherwise be liable for any indemnification (except in respect of their own breach)), the Tag-Along Securities, provided that, the Investors shall have the right to Transfer their entire Securities if as a result of Transfer of Sale Securities the Promoters together with their Affiliates cease to hold at least fifty one (51) per cent of the Equity Share Capital of the Company on a Fully Diluted Basis and/ or cease to Control the Company immediately upon such Transfer of the Securities and the Promoter shall procure that the sale is effected. Tag Along Right set forth in this Article is not exercisable "one time only" but rather shall apply for each sale of Securities by the Promoters. If the Investors are transferring their entire Securities due to the Promoters selling 51% shareholding in the Company then such Investors shall have the option, notwithstanding what is stated in their respective Investors Subscription Agreements to convert their securities and such conversion shall be in accordance with their respective Investors Subscription Agreements and shall occur simultaneously.

Provided however that any proposed sale by the Promoters and/ or their Affiliates which shall result in a sale of 51% or more of the Equity Share Capital of the Company shall only be made by the Promoters and/ or their Affiliates after receipt of the prior written consent of all the Investors.

13.3 Tag-Along Acceptance

Within fifteen (15) calendar days following the receipt of the Tag-Along Notice, in the event that any Investor and/ or its Affiliates elects to exercise its Tag-Along Right, it shall deliver a written notice of such election to the Promoter and/ or its Affiliates ("**Tag Acceptance Notice**") and the number of Tag-Along Securities that it proposes to Transfer to such Transferee. Such notice shall be irrevocable and shall constitute a binding agreement by the Investor and/ or its Affiliates to sell such Tag-Along Securities on the terms and conditions set forth in the Tag Acceptance Notice.

13.4 Non-Consummation

Where any Investor and/ or its Affiliates have properly elected to exercise its Tag-Along Right and the proposed Transferee fails to purchase Securities from such Investor and/ or its Affiliates, the Promoter and/ or its Affiliates shall not make the proposed Transfer, and if purported to be made, such Transfer shall be void and the Company shall not register any such Transfer of Securities.

13.5 Closing

The closing of any purchase of Securities by the Transferee from the Investors and/ or their Affiliates shall take place simultaneous with the closing of the purchase of Securities by the Transferee from the Promoter and/ or its Affiliates or at such other time and place as the Investors and the Promoters may agree. At such closing, the Investor and/ or its Affiliates shall deliver certificates representing the Tag-Along Securities, accompanied by duly executed instruments of transfer or duly executed transfer instructions to the relevant depository participant. Such Tag-Along Securities shall be free and clear of any Encumbrance and the Investor and/ or its Affiliates shall so represent and warrant and shall further represent and warrant that it is the beneficial and record owner of such Tag-Along Securities. Any Transferee purchasing the Tag-Along Securities shall deliver at such closing payment in full of the Tag-Along Price in accordance with the terms set forth in the Tag-Along Notice, an executed Deed of Adherence in the form set out in Part C of Schedule 3 of the Shareholders' Agreement (in the event that the Tag Along Securities do not represent all of Investor Securities) and any requisite transfer taxes. At such closing, all of the parties to the transaction shall execute such additional documents as may be necessary or appropriate to effect the sale of the Securities to the Transferee.

14. INITIAL PUBLIC OFFERING

14.1 IPO Covenant

14.1.1 On or before December 31, 2015 ("**IPO Date**") or such extended time as may be mutually agreed between the Promoters and Investors (acting jointly) ("**Extended IPO Date**"), the Company and the Promoters shall conduct an IPO of the Company ("**Company IPO**") or ABC ("**ABC IPO**"), which shall be undertaken in the manner set out in this Article 14.

14.1.2 The Promoters shall procure that, in the event that they propose to take the Company (and not ABC) to IPO, such Company IPO shall be separated from the IPO of any Group Companies by a time period of at least eighteen (18) months.

14.1.3 Each of the Investors Securities shall automatically convert into such number of Equity Shares based on the valuation specified in the respective Investors Subscription Agreements, immediately prior to filing of Red Herring Prospectus of the Company ("**Conversion Event**"). All holders of Securities convertible into Equity Shares shall be given ten (10) days prior written notice of the date and the place for mandatory conversion of the convertible Securities and on such conversion date ("**Specified Date**"), all Investors Securities convertible into Equity Shares shall be converted simultaneously such that post conversion the Investors economic interest is maintained as per the respective Investors Subscription Agreements. If within 3 (three) months of the Conversion Event, the Company IPO has not occurred, the Promoters and the Company shall ensure that the economic interests and the rights of the Investors (as set forth herein and in the Investors Subscription Agreement) are preserved in a manner mutually agreeable to the Company, the Promoters and the Investor (acting reasonably and in good faith).

14.2 Mode of Company IPO

14.2.1 The Company and the Shareholders shall in good faith, and in consultation with the investment banks and underwriters retained by the Company to advise on the Company's options with respect to the Company IPO, consider the valuation, timing, exchange and mode of Company IPO, which may be undertaken by way of (i) a fresh issuance of Securities, and/ or (ii) an offer for sale of existing Securities and/ or (iii) an IPO in the international capital markets.

14.2.2 In any offer for sale, the Current Round Investors shall have the first right to tender their Securities in proportion to their respective Inter-se Investor Share (on a Final Valuation Basis) ("**Investor Entitlement**"). If the Securities proposed to be tendered by the Current Round Investors falls short of the targeted number for the offer for sale ("**Shortfall**"), the Current Round Investors, acting jointly, shall have the right to require the Promoters to participate in such offer for sale by tendering such number of Equity Shares as constitute the Shortfall ("**Promoter Participation**").

14.2.3 Within fifteen (15) calendar days of the Company deciding to proceed with an IPO by way of or including an offer for sale, the Current Round Investors shall send a written notice to the Company conveying its irrevocable intention to participate in the IPO through the offer for sale process and, subject to the applicable Investor entitlement, the number of Securities it (together with its Affiliates) proposes to tender. In the event any of the Current Round Investors decide not to tender their Securities in an IPO to the full extent of their entitlement, the balance entitlement may be availed of by the remaining Current Round Investors who are willing to tender additional Securities in proportion to their respective Inter-se Investor Shares on a Final Valuation Basis. The Company shall include all such Securities of the Current Round Investors and/ or Promoter (together with their respective Affiliates) in the IPO.

14.2.4 Subject to applicable Law, in the event of the Company deciding to pursue an IPO in the international capital markets, the Investors shall be provided with the customary registration rights.

14.3 Company and Promoter Obligations

14.3.1 The Company and the Promoters shall, in consultation with all the Investors, engage one (1) or more leading and internationally reputed investment banks and underwriters for the purposes of the Company IPO or the ABC IPO.

14.3.2 The Company and the Promoters shall take all such steps, and extend all such co-operation to each other and the lead managers, underwriters and others as may be required for the purpose of expeditiously making and completing the IPO including but not limited to (i) preparing and signing the relevant offer documents; (ii) conducting road shows with adequate participation of senior management; (iii) entering into appropriate and necessary agreements; (iv) providing all necessary information and documents necessary to prepare the offer documents; and (v) filing with appropriate regulatory authorities.

14.3.3 The Company agrees and undertakes that it shall, without any recourse to the Investors whatsoever, at its own cost (i) obtain all the relevant Government Approvals and other Consents that are necessary for an IPO, and (ii) complete the process of the IPO, in terms of these Articles.

14.3.4 All costs related to the Company IPO or the ABC IPO shall be borne by the Company or ABC (as the case may be) in accordance with applicable Law. Upon the Investors offering its shares for sale at the time of the IPO, the Company and the Promoters hereby undertake that they shall comply with and complete all necessary formalities to ensure such listing.

14.3.5 The Company and the Promoters shall facilitate the IPO process and do everything else necessary that is necessary or desirable or reasonably required by the Investors in order to achieve the Company IPO within the prescribed timeframe.

14.4 Mode of ABC IPO

14.4.1 In the event that the Promoters and the Investor 1 and Investor 2, acting jointly, mutually decide to undertake the ABC IPO prior to the Company IPO, Investor 1 and Investor 2 shall have the option of exchanging their stake in the Company into the shares of ABC prior to the IPO Date in a tax and cost efficient method as may be agreed upon mutually by the Promoters and Investor 1 and Investor 2. Promoters agree and acknowledge that any mechanism that the Promoters and Investor 1 and Investor 2 mutually decide to evolve, subject to applicable Laws, to swap the Investors 1 Securities and Investors 2 Securities into the shares of ABC, shall fully recognize and give effect to the economic interest of Investor 1 and Investor 2 under their respective Investors Subscription Agreements and extend the Investor 1 and Investor 2 rights in the Company, if any, to ABC.

14.5 Investors not a Promoter

14.5.1 The Company and the Promoter agree that under no circumstances, unless otherwise prescribed under applicable Law, shall the Investors and their Affiliates be referred to or otherwise considered as a 'promoters' of the Company or ABC in connection with any IPO or any documents filed in connection therewith.

14.5.2 For the purpose of any such IPO, to the extent permissible under Law, the Company and the Promoters agree to do all that is necessary to ensure that the Securities held by the Investors shall not be subjected to a lock-in or other restriction on Transfer as applicable to promoter's contribution under applicable Law, the guidelines of SEBI, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or of any other statutory or regulatory authority as applicable from time to time and are not, in any event, subject to any lock-in requirements as a 'promoter'.

14.5.3 Unless otherwise required under Law or these Articles or by any Governmental Authority, the rights of the Investors under these Articles shall survive the IPO. In the event that the said rights are required to be deleted from these Articles or the charter documents of ABC, as the case may be, pursuant to the requirements of Applicable Law or any Governmental Authority, the Company and the Promoters shall procure that, (i) until the IPO is consummated, the rights would continue to be given effect in good faith and accordance with the terms of these Articles, and (ii) the rights are reinstated in these Articles or the charter documents of ABC, as the case may be, in the event that the Company IPO or the ABC IPO does not occur or is delayed for any reason beyond a period of ninety (90) days from the proposed date of consummation agreed between the Promoters and the Current Round Investors in accordance with Article 14.2.

14.6 Investor 3 Step Down Liquidity Event:

If prior to the Investor 3 Liquidity Event an initial public offering or a 51% stake sale occurs in any of ABC, TDL, GTV and/ or CDHR ("**Investor 3 Step Down Liquidity Event)** then the Company, Promoters and Investor 3, shall subject to compliance with applicable Law and receipt of requisite Governmental Approvals from relevant Governmental Authorities, mutually agree to an appropriate mechanism for giving the Investor 3 proportionate share of the proceeds or economic value realized from such Investor 3 Step Down Liquidity Event in a cost and tax efficient manner to all Parties. The economic value which the Investor 3 shall be entitled to shall be proportionate to its investment in the Company and on their exercise of their rights contained herein the Investor 3 stake in the Company shall be suitably adjusted with the mutual agreement of the Company, Promoters and the Investor 3"

15. PUT OPTION

15.1 Each of the Investors shall have the right but not the obligation ("**Put Option**") at any point in time after the IPO Date or the Extended IPO Date, as the case may be, if neither the Company IPO nor the ABC IPO has occurred, exercisable within twelve (12) months from the IPO Date or the Extended IPO Date, as the case may be ("**Put Expiry Date**") to require the Promoters to purchase the Investors Securities or any securities received by the Investor in exchange for the Investors Securities ("**Put Securities**") at the Put Value.

15.2 In order to exercise the Put Option, Investors shall issue a written notice ("**Put Notice**") to the Promoters, requiring the Promoters in the first instance to purchase the Put Securities, which written notice shall state the number of Put Securities and the bank account of the Investors and their Affiliates wherein the Put Value is to be credited by Promoters.

15.3 Within ninety (90) calendar days from the date of receipt of the Put Notice, the Promoters shall purchase the Put Securities and credit the Put Value to the bank account designated by the Investors in accordance with Article 15.2. The sale and purchase of the Put Securities shall take place on a 'spot delivery basis'.

15.4 In the event that the Promoters fail to purchase Investors Securities within the timeframe prescribed in Article 15.3 upon exercise of the Put Option ("**Default Event**"), any Investor shall be entitled to exercise the rights set out in Article 16. In the event, the Put Option right of the Investors under this Article 15 is exercised by one or more Investors (but not all of the Investors) and the Promoters fail to purchase the Put Securities within the time frame prescribed in this Article 15, Default Event shall deemed to have occurred with respect to all of the Investors and such other Investors not exercising the Put Option right also shall be entitled to avail the remedies specified in Article 16.

15.5 Notwithstanding anything stated above, Investor 3 shall on the Investor 3 Liquidity Event (except in a Majority Stake Sale where Investor 3 has exercised its right to Tag-Along its entire shareholding as per Article 13.2) have the right but not the obligation ("**Investor 3 Principal Put**") to require the Promoters to purchase the Investor 3 Resulting Stake ("**Investor 3 Principal Put Securities**") at the

Investor 3 Principal Put Value. In order to exercise the Investor 3 Principal Put, Investor 3 shall issue a written notice ("**Investor 3 Principal Put Notice**") to the Promoters, requiring the Promoters to purchase the Investor 3 Principal Put Securities, which written notice shall state the number of Investor 3 Principal Put Securities and the bank account of the Investor 3 and their Affiliates wherein the Investor 3 Principal Put Value is to be credited by Promoters. Within ninety (90) calendar days from the date of receipt of the Investor 3 Principal Put Notice, the Promoters or their nominees shall purchase the Investor 3 Principal Put Securities and credit the Investor 3 Principal Put Value to the bank account designated by Investor 3. The sale and purchase of the Investor 3 Principal Put Securities shall take place on a 'spot delivery basis'. The Investor 3 Principal Put shall be exercisable only once by Investor 3 on the happening of the Investor 3 Liquidity Event

15.6 In the event that the Promoters or its nominees as the case may be fail to purchase the Investor 3 Principal Put Securities within the timeframe prescribed in Article 15.5 upon exercise of the Investor 3 Principal Put Option arising out of a Investor 3 Liquidity Event being a Majority Stake Sale ("**Investor 3 Principal Put Default Event**"), Investor 3 shall have the following rights:

(a) Investor 3 may within 90 days of the Investor 3 Principal Put Default Event sell all or part of Securities held by it to any Person notwithstanding the restrictions contained in Articles 9.2 and 12;

(b) Investor 3 shall within 90 days of the Investor 3 Principal Put Default Event be entitled to Transfer the Investor 3 Principal Put Securities to any Person ("**Principal Drag Sale**") and for the purposes of such Transfer require the Promoters and their Affiliates to sell their Securities to such Person ("**Investor 3 Default Transferee**") as part of the Investor 3 Principal Drag Sale (**Investor 3 Principal Drag Right**). Upon exercise of the Investor 3 Principal Drag Right, the Promoters shall be required to Transfer such number of Equity Shares which is necessary to enable the Investor 3 Default Transferee to purchase up to twenty six per cent (26%) of the Equity Share Capital of the Company on a Fully Diluted Basis."

15.7 In the event that the Investor 3 exercises the Investor 3 Principal Put arising due to an IPO of the Company, the right to exercise the Investor 3 Principal Put as stated in Article 15.6 above shall be exercisable within 30 days of receipt of the Investor 3 Liquidity Event Valuation. If the Investor 3 does not exercise its right within the said 30 (thirty) days of Investor 3 Liquidity Event Valuation the Investor 3 Principal Put shall expire.

15.8 If the Promoters or their nominees, as the case may be, fail to purchase the Investor 3 Principal Put Securities within the timeframe prescribed in Article 15.7 upon exercise of the Investor 3 Principal Put Option ("**Investor 3 Principal Put Default Event**") arising out of a Investor 3 Liquidity Event being an IPO of the Company, Investor 3 shall thereafter notify the Company, Promoters, Investor 1 and Investor 2 of the Investor 3 Principal Put Default Event ('Investor 3 Principal Put Default Event Notice'). On receipt of the Investor 3 Principal Put Default Event Notice any Investor shall be entitled to exercise the rights set out in Article 15A. If none of the Investors initiate the IPO Drag Right (as defined below) as set out in 15A within 30 days of receipt of Investor 3 Principal Put Default Event Notice, then the IPO Drag Right of all Investors shall lapse.

15A. On the occurrence of the events set out in Article 15.8:

15A. 1

(a) Investor 1 shall be entitled to convert all the unconverted Securities that are convertible into or exercisable or exchangeable for Equity Shares held by Investor 1 into the Investor 1 Resulting Investor Stake (" **IPO Default Conversion Event 1**");

(b) Investor 2 shall be entitled to convert all the unconverted Securities that are convertible into or exercisable or exchangeable for Equity Shares held by Investor 2 into such number of resultant Equity Shares as would be equal to the Investor 2 Resulting Stake ("**IPO Default Conversion Event 2**");

(c) Investor 3 shall be entitled to convert all the unconverted Securities that are convertible into or exercisable or exchangeable for Equity Shares held by Investor 3 into such number of resultant Equity Shares as would be equal to the Investor 3 Resulting Stake ("**IPO Default Conversion Event 3**");

15 A.1.2 The conversion of Investors Securities into Equity Shares in accordance with Article 15A.1 shall occur simultaneously.

15A.1.3 Total number of Equity Shares issued upon conversion of Investors Securities pursuant to IPO Default Conversion Event 1, IPO Default Conversion Event 2 and IPO Default Conversion Event 3 shall mean "**Investors IPO Default Securities**".

15A.2 On the conversion of Investors Securities in the manner provided in Article 15A.1, each of the Investors shall have the following rights:

(a) The Investors may sell all or part of Securities held by the Investors to any Person notwithstanding the restrictions contained in Articles 9.2 and 12;

(b) Investors shall be entitled to Transfer the Investors IPO Default Securities and Investor 3 Subsequent Subscription Shares to any Person ("**IPO Drag Sale**") and for the purposes of such Transfer require the Promoters and their Affiliates to sell their Securities to such Person ("**IPO Default Transferee**") as part of the IPO Drag Sale ("**IPO Drag Right**").

(c) The Promoters shall make available such number of Securities owned by the Promoters (free and clear of Encumbrances), which along with the entire Investors IPO Default Securities and Investor 3 Subsequent Subscription Shares represent fifty one percent (51%) of the Equity Share Capital on a Fully Diluted Basis (herein referred to as the "**IPO Pool Shares**");

(d) Upon an exercise of the IPO Drag Right, the IPO Pool Shares shall be allocated in the following manner:

(i) If 3 (three) Investors acting collectively exercise the IPO Drag Right, the Investors may call the IPO Pool Shares as part of IPO the Drag Sale, and Transfer the IPO Pool Shares to the IPO Default Transferee on the same terms and conditions as the Investors exercising the IPO Drag Right;

(ii) If any one (1) Investor serves a notice to the Promoters of its intention to exercise the IPO Drag Right ("**IPO Drag Initiating Investor**"), the IPO **Drag Initiating Investor** can call such number of IPO Pool Shares and the Promoter shall contribute from the IPO Pool Shares such number of Promoters shares from the IPO Pool Shares ((free and clear of Encumbrances), on the same terms and conditions as the IPO Drag Initiating Investor, which is necessary to enable the IPO Default Transferee to purchase up to twenty six per cent (26%) of the Equity Share Capital on a Fully Diluted Basis. Provided that prior to exercising the IPO Drag Right, such IPO Drag Initiating Investor shall give written notice ("**IPO Drag Participation Notice**") to the other Investors ("**IPO Other Investors**") requesting them to participate in the IPO Drag Sale and to the Company informing of the IPO Drag Sale If within forty (45) five days of the said Investor serving a notice of its intention to exercise the IPO Drag Right, one or more other Investors decide to participate in the IPO Drag Sale and exercise their Drag Right (the "**IPO Drag Participating Investor(s)**"), the Promoters shall be required to Transfer such number of shares called from the IPO Pool Shares (free and clear of Encumbrances), on the same terms and conditions as the IPO Drag Initiating Investor and the IPO Drag Participating Investor(s), which is necessary to enable the IPO Default Transferee to purchase up to fifty one per cent (51%) of the Equity Share Capital on a Fully Diluted Basis. It is here clarified that if any IPO Drag Initiating Investor exercises the Drag Right without first providing the IPO Drag Participation Notice to the Other Investors, the rights of the Other Investors to exercise the IPO Drag Right in accordance with this Article 15A.2 shall not have lapsed,

(iii) Any Investor which has not already exercised the IPO Drag Right shall be entitled to require the Promoters to Transfer such number of IPO Pool Shares to the IPO Default Transferee (free and clear of Encumbrances) that is remaining after contributions have been made by the Promoters in accordance with sub-Article (i) and (ii) above, on the same terms and conditions at which the relevant Investor proposes to Transfer its Investor IPO Default Sale Securities to any Person. The Promoters shall not be required to contribute any Securities beyond the IPO Pool Shares.

16. DEFAULT OPTIONS

16.1 On the occurrence of the events set out in Article 15.4:

(a) Investor 1 shall be entitled to convert all the unconverted Securities that are convertible into or exercisable or exchangeable for Equity Shares held by Investor 1 into such number of resultant Equity Shares as would be equal to the Put Default Stake ("**Default Conversion Event 1**");

(b) Investor 2 shall be entitled to convert all the unconverted Securities that are convertible into or exercisable or exchangeable for Equity Shares held by Investor 2 into such number of resultant Equity Shares as would be equal to the Default Stake ("**Default Conversion Event 2**").

(c) Investor 3 shall be entitled to convert all the unconverted Investor 3 Securities that are convertible into or exercisable or exchangeable for Equity Shares held by Investor 3 into such number of resultant Equity Shares as would be equal to the Investor 3 Default Conversion Stake ("**Default Conversion Event 3**")".

16.1.2 The conversion of Investors Securities into Equity Shares in accordance with Article 16.1 shall occur simultaneously.

16.1.3 Total number of Equity Shares issued upon conversion of Investors Securities pursuant to Default Conversion Event 1, Default Conversion Event 2 and Default Conversion Event 3 shall mean ("**Investors Default Securities**").

16.2 On the conversion of Investors Securities in the manner provided in Article 16.1, each of the Investors shall have the following rights:

(a) The Investors may sell all or part of Securities held by the Investors to any Person notwithstanding the restrictions contained in Articles 9.2 and 12;

(b) Investors shall be entitled to Transfer the Investors Default Securities and Investor 3 Subsequent Subscription Shares to any Person ("**Drag Sale**") and for the purposes of such Transfer require the Promoters and their Affiliates to sell their Securities to such Person ("**Default Transferee**") as part of the Drag Sale ("**Drag Right**").

(c) The Promoters shall make available such number of Securities owned by the Promoters (free and clear of Encumbrances), which along with the entire Investors Default Securities and Investor 3 Subsequent Subscription Shares represent fifty one percent (51%) of the Equity Share Capital on a Fully Diluted Basis (herein referred to as the "**Pool Shares**");

(d) Upon an exercise of the Drag Right, the Pool Shares shall be allocated in the following manner:

(i) If 3 (three) Investors acting collectively exercise the Drag Right, the Investors may call the Pool Shares as part of the Drag Sale, and Transfer the Pool Shares to the Default Transferee on the same terms and conditions as the Investors exercising the Drag Right;

(ii) If any one (1) Investor serves a notice to the Promoters of its intention to exercise the Drag Right ("**Drag Initiating Investor**"), the Drag Initiating Investor can call and the Promoter shall contribute from the Pool Shares such number of Promoters shares from the Pool Shares (free and clear of Encumbrances), on the same terms and conditions as the Drag Initiating Investor, which is necessary to enable the Default Transferee to purchase up to twenty six per cent (26%) of the Equity Share Capital on a Fully Diluted Basis. Provided that prior to exercising the Drag Right, such Drag

Initiating Investor shall give written notice ("**Drag Participation Notice**") to the other Investors ("**Other Investors**") requesting them to participate in the Drag Sale and to the Company informing of the Drag Sale If within forty (45) five days of the said Drag Initiating Investor serving a notice of its intention to exercise the Drag Right, one or both of the Other Investors decide to participate in the Drag Sale and exercise their Drag Right (the "**Drag Participating Investor(s)**"), the Promoters shall be required to Transfer such number of shares called from the Pool Shares (free and clear of Encumbrances), on the same terms and conditions as the Drag Initiating Investor and the Drag Participating Investor(s), which is necessary to enable the Default Transferee to purchase upto fifty one per cent (51%) of the Equity Share Capital of the Company on a Fully Diluted Basis. It is here clarified that if any Drag Initiating Investor exercises the Drag Right without first providing the Drag Participation Notice to the Other Investors, the rights of the Other Investors to exercise the Drag Right in accordance with this Article 16.2 shall not have lapsed.

(iii) Any Investor which has not already exercised the Drag Right be entitled to require the Promoters to transfer such number of Pool Shares to the Default Transferee (free and clear of encumbrances) that is remaining after contributions have been made by the Promoters in accordance with sub-Article (i) and (ii) above, on the same terms and conditions at which the relevant Investor proposes to transfer its Investor Default Sale Securities to any Person. The Promoters shall not be required to contribute any Securities beyond the Pool Shares.

(e) Drag Right not exercised before December 31, 2016 shall lapse, provided that, in case of the relevant Investor(s) has served a notice of its intention to exercise the Drag Right on or prior to December 31, 2016, such period shall stand extended until March 31, 2017. It is also clarified that the Put Option right of the Investors shall also expire on expiry of the Drag Right.

17. NON-COMPETE AND NON-SOLICIT

17.1 The Group Companies (excluding Portfolio Companies) shall be the exclusive vehicles through which the Promoters and/ or their Affiliates shall pursue the Business. The Promoters shall not, and shall procure that their Affiliates do not, directly, indirectly or beneficially, by themselves or in association with or through any Person:

17.1.1 Commence, establish, engage in, or carry on, or attempt to commence, establish, engage in or carry on any undertaking that is engaged in business operations or activities similar to the business operations or global activities conducted by the Group Companies (including the Business), offers the same or similar services to those offered by the Group Companies or in any other manner competes with the Group Companies; and/ or

Invest in or participate in or be engaged, concerned with or interested in any Person whether financially, in a management capacity or otherwise and whether as a partner, shareholder, principal, agent, director, affiliate, employee or consultant, if such Person is engaged in business operations or activities similar to the business operations or global activities conducted by the Group Companies (including the Business), offers the same or similar services to those offered by the Group Companies or in any other manner competes with the Group Companies.

Provided that the Promoters may continue to carry on the Existing Businesses, which have been disclosed to the Investor.

17.1.2 The restrictions set out in Article 17.1 shall not apply to the Promoters undertaking a financial investment in a Person engaged in the Business (whose securities are listed on a stock exchange) ("**Business Competitor**") up to the lower of: (a) 2% (two percent) of the shareholding of the Business Competitor; or (b) USD 25 Million, provided that, such investment by the Promoters in a Business Competitor shall not entitle the Promoters (a) to have representation on the board of directors (including any advisory board) of the Business Competitor; or (b) to any affirmative rights (contractual or otherwise) in the Business Competitor.

17.2 Non-Solicitation

17.2.1 The Promoters shall not and shall procure that their Affiliates do not, whether directly or indirectly, by themselves or in association with or through any Person, in any manner whatsoever (whether in their own capacity or in conjunction with or on behalf of any Person, as an employee, adviser, partner or shareholder of or consultant to any other Person, firm or company), do or undertake or attempt to do or undertake any of the following activities:

(a) Tender for, canvass or solicit or attempt to tender for, canvass or solicit the business of or employment of any current corporate client or customer of the Group Companies;

(b) Induce or attempt to induce any current client, customer or supplier of the Group Companies to cease to deal with any of the Group Companies or otherwise interfere with the relationship between such corporate client, customer or supplier and the Group Companies;

(c) Hire or solicit or attempt to hire or solicit the employment of any officer, director, or employee of the Group Companies;

(d) Induce or attempt to induce any officer, director or employee of the Group Companies to leave the employment of the Group Companies or otherwise interfere in any manner with the contractual, employment or other relationship of such officer, director or employee of the Group Companies with the Group Companies; or

(e) Assist, influence, encourage or induce such action in any manner whatsoever.

17.3 Reasonableness

17.3.1 The Promoters hereby agree, acknowledge and confirm that:

(a) The transactions contemplated by the Transaction Documents is a transfer of economic interest in the Company to the Investors on the basis of a valuation of the Company and ABC agreed upon between the Promoters and the Investor and the obligations under this Article 17 are an integral and necessary for protecting the value of the Company and ABC on the basis of which the transactions contemplated in the Transaction Documents have been valued by the Company and all the Shareholders.

(b) By virtue of the subscription to the CCPS and the Investor 2 Equity Securities by the Investors pursuant to the Investors Subscription Agreements, the Investors would own and/ or enjoy all of the economic and other benefits of the Business and goodwill in respect thereof commensurate with its shareholding;

(c) The restrictions contained in these Articles are reasonable and justified in light of the transactions contemplated under the Investors Subscriptions Agreements, and are not greater than necessary for the legitimate preservation of the value of the Group Companies and protection of the Business, goodwill and/ or other interests of the Group Companies.

17.3.2 In the event that any of the restrictions contained in this Article 17 are rendered void, but would be valid if some part thereof was deleted or the scope, period or area of application were reduced, the above restriction shall apply with the deletion of such words or such reduction of scope, period or area of application as may be required to make the restrictions contained in this Article 17 valid and effective

17.3.3 Notwithstanding the limitation of this provision by any Law for the time being in force, the Promoters undertake to at all times observe and be bound by the spirit of this Article 17 provided, however, that on the revocation, removal or diminution of the Law or provisions, as the case may be, by virtue of which the restrictions contained in this Article 17 were limited as provided hereinabove, the original restrictions would stand renewed and be effective to their original extent, as if they had not been limited by the law or provisions revoked.

17.3.4 The Promoters agree and acknowledge that the covenants and obligations with respect to exclusivity and non-compete as set forth in this Article 17 relate to special, unique and extraordinary matters, and that a violation of any of the terms of such covenants and obligations will cause the Group Companies irreparable injury. Therefore, the Promoters agree that the Group Companies and/ or the Investor shall be entitled to an interim injunction, restraining order or such other equitable relief as a court of competent jurisdiction may deem necessary or appropriate to restrain the Promoters and/ or their Affiliates from committing any violation of the covenants and obligations contained in this Article 17. These injunctive remedies are cumulative and are in addition to any other rights and remedies that the Group Companies and/ or the Investors may have in law or in equity.

18. FURTHER OBLIGATIONS

18.1 Redemption Obligation under the ABC Investment Agreements

18.1.1 The Promoters undertake that they shall honor all redemption obligations of ABC to the ABC Investors under the ABC Investment Agreements, unless the Investors, acting jointly, and upon discussion with the Promoters decide otherwise within a period of three (3) months from the Effective Date. Upon the redemption obligation of ABC being triggered, the Promoters shall be bound to acquire the securities of ABC which are sought to be redeemed in terms of the ABC Investment Agreements ("**ABC Redemption Securities**"). The Promoters shall procure that, after such acquisition, the ABC Redemption Securities shall not be redeemed or converted (whether optionally or compulsorily), except in accordance with the mutual decision of all the Investors.

Provided that the ABC Redemption Securities may be converted in accordance with the terms of such ABC Redemption Securities to upto such number of ABC equity shares in accordance with the terms of issuance of ABC Redemption Securities as disclosed to the Investors.

18.1.2 In the event the Promoters fail to honor the redemption or other obligation of ABC as provided hereinabove and ABC is required to honor its redemption obligation then for the purpose of calculating the Security Value at IPO (in accordance with the valuation process established in the Amended Investor 1 Subscription Agreement and Investor 2 Subscription Agreement), the total redemption amount shall be added: (i) in the case of Investor 1, to the ABCTL Discounted Standalone FMV; and (ii) in the case of Investor 2, to ABC Standalone FMV.

18.2 Put and Call Obligations/ Options under the ABC Investment Agreements

18.2.1 The Promoters undertake that they shall honor all put/ call obligations under the ABC Investment Agreements, unless the Investors, acting jointly, and upon discussion with the Promoters, decide otherwise within a period of three (3) months from the Effective Date.

18.2.2 In case the put option under the ABC Investment Agreements is exercised by the existing ABC Investors or the Promoters are required to exercise the call options as set out in Article 18.2.1 above, then the Promoters shall be obliged to honor the put option obligation or exercise the call option. The Promoters shall ensure that the Investors economics and entry valuation in the Company and ABC is preserved; including ensuring that there is no direct or indirect dilution in the Company or ABC and no penalty clauses being exercised by the ABC Investors.

18.2.3 In the event the Promoters fail to honor the put option obligation or exercise the call option and the Company is required to honor the put option obligation or exercise the call option, notwithstanding anything contained herein, the Promoters and the Company agree that the Investors shall have the rights as provided under Clause 18.2.3 of the Shareholders' Agreement.

18.3 Investments by the Investors

18.3.1 Notwithstanding anything to the contrary provided elsewhere herein, none of the provisions of these Articles shall in any way limit the activities of any of the Investors, its Affiliates, group and sister concerns in their businesses, and the Promoters and the Company hereby unconditionally and irrevocably consent to any Investor, its Affiliates, group and sister concerns' activities of any debt or equity financing source and its affiliates (including, without limitation, brokerage, investment, financial, merger or other advisory, financing, asset management, trading, market making, arbitrage, and investment activities conducted in the ordinary course of business).

18.3.2 Notwithstanding anything to the contrary provided elsewhere herein, none of the provisions of these Articles shall in any way limit the Investors, their Affiliates, group and sister concerns from and the Promoters and the Company hereby unconditionally and irrevocably consent to the Investors, Affiliates, group and sister concerns making investments (whether direct or indirect) in, or entering into collaboration or other agreements, or arrangements, future investments with Persons or companies engaged in the same, similar or allied field of business, (whether or not falling under same or different NIC Code) as that of the Company or its Affiliates.

18.4 Encumbrance

The Promoters agree that the Investors shall not be required to pledge or otherwise create an Encumbrance on the Investors Securities or provide financial assistance to the Company and the Group Companies in any other manner (including by way of providing guarantees on behalf of the Group Companies and the Company to any third party, including but not limited to the lenders of the Company and/ or the Group Companies).

18.4.1 Notwithstanding anything stated herein, none of the provisions of Articles 18.1 and 18.2 shall apply to Investor 3.

19. ACCESS AND FURTHER ASSURANCES

The Company and each Shareholder agrees to perform (or procure the performance of) all further acts and things, and execute and deliver (or procure the execution and delivery of) such further documents, as may be required by Law or as the other Shareholders may reasonably require, to consummate or implement expeditiously the transactions contemplated by the Shareholders' Agreement and the Investors Subscription Agreements, and the agreements and understanding contained in these Articles, the Shareholders' Agreement and the Investors Subscription Agreement and for the purpose of enforcing the Shareholders' rights under these Articles, the Shareholders' Agreement and the Investors Subscription Agreements.

20. TERMINATION OF CERTAIN INVESTORS RIGHTS

20.1 Without prejudice to what is contained in Article 21.1.2, the rights of the Investors established by Article 4 (Board Representation), Article 5 (Reserved Matters), Article 6.11. (except to furnish information as per Article 6.1.1(a), (b), (c) & (d)), Article 10 (Lock-in and Management Control) shall terminate and be of no force as to any Investor immediately upon such Investor's Shareholding Percentage falling below 4.5% of the Equity Share Capital on a Final Valuation Basis.

20.2 The Company and/ or Promoters may, if it believes that the Investor Securities have fallen below the threshold mentioned in Article 20.1, send a written notice to such Investor ("**Reserved Matter Threshold Termination Notice**"). In the event that any Investor does not agree with the assessment of the Company and/ or Promoters set out in the Reserved Matter Threshold Termination Notice, it may by a written notice to the Company and the Promoters ("**Investor Reserved Matter Notice**") issued within fifteen (15) calendar days of the Reserved Matter Threshold Termination Notice require the Company to undertake a valuation in accordance with the valuation process set out in paragraph 8 and 9 of **Schedule 2** of the Amended Investor 1 Subscription Agreement and paragraph 9 of **Part H** of **Schedule 1** of the Investor 2 Subscription Agreement, as the case may be in order to resolve the issue. In the event that any Investor who is been issued a Reserved Matter Threshold Termination Notice does not issue an Investor Reserved Matter Notice within the aforesaid period of fifteen (15) calendar notice, it shall be deemed to have accepted the contents of the Reserved Matter Threshold Termination Notice. In the event of a shortfall having been accepted (or deemed to have been accepted) or determined, as the case may be, these Articles shall terminate as to such Investor.

20.3 In addition to the above in the case Investor 3, (Arduino Holdings Limited) has transferred directly or indirectly more than 80% of Investor 3 Entry Stake to any third party then the holders of the Investor 3 CCDs or part thereof shall not have the right to subscribe to Investor 3 Additional Shares as set out in the Investor 3 Subscription Agreement nor have the right of Principal Put as stated in Article 15.5 of these Articles.

On the occurrence of a Investor 3 Liquidity Event if the Investor 3 Principal Put is not exercised by holders of Investor 3 CCDs as per the timelines stipulated in the Shareholders' Agreement the Investor 3 Principal Put shall lapse.

On the occurrence of a Investor 3 Liquidity Event if the Investor 3 Additional Shares Right is not exercised by holders of Investor 3 CCDs as per the timelines stipulated in the Shareholders' Agreement and the Investor 3 Subscription Agreement the Investor 3 Additional Shares Right shall lapse.

21. SURVIVAL

If these Articles are terminated in accordance with clause 24 and/ or clause 25 of the Shareholders' Agreement, it shall become void and of no further force and effect, except for provisions that survive the termination of these Articles by implication, including but not limited to the provisions of Articles 21 (Survival) and 22 (Indemnification).

Provided that termination shall, unless otherwise agreed by the Parties, be without prejudice to the accrued rights and obligations of the Parties at the date of such termination, including the rights of any Party in respect of a breach of these Articles prior to such termination.

22. INDEMNIFICATION

22.1 The Company shall indemnify, defend and hold harmless any Investor and its Affiliates and each of its respective officers, directors, managers, partners, members and employees ("**Indemnified Persons**") promptly upon demand at any time and from time to time, from and against any costs, expenses (including attorney's fees) incurred by Indemnified Persons or any amounts required to be paid by any Indemnified Persons, relating in any way to or resulting from any actual or threatened claim, action, suit, proceeding or investigation by or before any Indian governmental authority, whether civil, criminal, administrative or investigative to which any Indemnified Person becomes a party or is otherwise involved or is subject to, in each case, arising out of, relating to or resulting from the purchase or ownership of equity interests in the Group Companies or the Indemnified Persons' involvement in the transactions contemplated under these Articles or the respective Investors Subscription Agreements. Indemnified Persons right under this Article 22.1 to be indemnified for all costs and expenses shall only be applicable if the Indemnified Persons are required to defend any litigation before the Indian courts.

22.2 The Indemnified Parties shall be intended third party beneficiaries of this Article 22 and notwithstanding any other provisions of these Articles, the Indemnified Parties shall be entitled to enforce the provisions hereof.

23. VALUATION

23.1 Any valuations required to determine the Shareholding Percentage of the Investors on a Final Valuation Basis or Reset Valuation Basis, including under Articles 7, 11 and, 13 and for the purpose of conversion of Investors Securities shall be undertaken in accordance with the process specified in the respective Investors Subscription Agreement and within a maximum time period of thirty (30) calendar days ("**Valuation Period**"). The time periods prescribed under the relevant provisions of these Articles shall be extended to include the Valuation Period.

23.2 Each of the Investors may at their option (until such time as the Investors Securities have been completely converted into Equity Shares) require the Promoters to undertake such a valuation exercise once every 3 (three) years starting from the Effective Date. It is clarified that such periodic valuations may be undertaken only to monitor the changes to valuations of the Company from time to time, and shall not oblige the Investors to convert the Investors Securities into Equity Shares based on the valuations arrived at, unless otherwise provided herein or the respective Investors Subscriptions Agreements.

23.3 Whenever a Person appoints an investment bank to carry out a valuation pursuant to the terms of these Articles, such Person shall provide to the Company and the other Shareholders, at the same time the appointment is made, the identity and date of appointment of the investment bank and the mandate pursuant to which the investment banker has been instructed. In addition, any investment bank appointed to carry out a valuation pursuant to the terms of these Articles shall be considered to be an expert and not an arbiter and any valuation provided by such Person(s) will not be the subject matter of arbitration proceedings pursuant to these Articles.

23.4 The Company and the Promoters shall ensure that each investment bank appointed under these Articles has such information relating to the Company as is provided to any other investment bank undertaking a similar valuation exercise.

23.5 Notwithstanding anything stated herein, none of the provisions of Articles 23.1.1 to 23.1.4 of these Articles shall apply to Investor 3.

24. ASSIGNMENT

24.1 None of the Company or any of the Shareholders shall be entitled to transfer its rights and obligations under the Shareholders' Agreement and these Articles without prior written consent of the Company or the other Shareholders except to the transferee of Securities in accordance with the Shareholders' Agreement and these Articles. All rights granted to each Investor under Shareholders' Agreement and these Articles shall be exercised:

(i) In the case of the Investor and any Affiliates of the Investor holding Securities, jointly; and

(ii) In case of a part Transfer of Investor Securities by an Investor, to a single nominee (representing all the transferees of such Investor's Securities) determined in accordance with the agreement between the transferor and transferee (the identity of whom shall be notified to the Company and the Promoters). It being clarified that the aforesaid shall not apply to any rights that are exercisable based on the Inter-se Investor Share, such as the right of first offer for Promoter Transfers (under Article 11) or tag along (under Article 13), which shall be exercisable by the transferor and transferee independently of each other in the manner set out in the relevant provisions of these Articles. It is hereby clarified that, for the purposes of exercising Put Option, Investor 3 Principal Put Option Drag Right, Investor 3 Principal Drag Right and IPO Drag Right the rights of any Investor and such transferees shall be jointly exercised. It is hereby clarified that the rights available to each Investor under these Articles can be exercised independently and is not dependent on the exercise or non-exercise of rights by other Investors, except where specifically provided that the rights shall be exercised jointly.

25. UNDERSTANDING

Rights of any Investor set forth herein shall, to the extent the reference herein is made to the respective Investors Subscription Agreements, shall be read and construed in conjunction with such Investors Subscription Agreements. The affairs of the Company shall be administered in the manner provided in the Shareholders' Agreement, the Investors Subscription Agreements and these Articles. If the provisions of these Articles at any time conflict with the provisions of the Shareholders' Agreement or the Investors Subscription Agreements (as the case may be), then the Shareholders' Agreement or the Investors Subscription Agreements (as the case may be) shall prevail. The Shareholders and their respective Affiliates shall, whenever necessary, exercise all voting and other rights and powers available to them to procure the amendment of the relevant provisions of these Articles, to the extent necessary, to permit the affairs of the Company to be administered in the manner provided in the Shareholders' Agreement and the Investors Subscription Agreements.

26. COMPLETE EFFECT

Each Shareholder shall vote its Equity Shares at any Shareholders' Meeting upon any matter submitted for action by the Shareholders or with respect to which the Shareholders may vote, shall, to the extent legally permissible, cause its Directors on the Board to vote at any Board Meeting or Committee Meeting upon any matter submitted for action by the Board or Committee or with respect to which the Board or Committee may vote and shall take all other actions necessary, to give complete legal effect to the provisions of the Shareholders' Agreement and these Articles.

27. WAIVER

In as far as the Investors are concerned, no waiver in respect of any provisions of these Articles shall be valid unless given in writing by the Investors from whom such waiver is sought. Any such waiver shall constitute a waiver only with respect to the specific matter described in such writing and shall in no way impair the rights of the Investor granting such waiver in any other respect or at any other time. Neither the waiver by any of the Investors of a breach of or a default under any of the provisions of these Articles, nor the failure by any of the Shareholders, on one or more occasions, to enforce any of the provisions of these Articles or to exercise any right or privilege hereunder, shall be construed as a waiver of any other breach or default of a similar nature, or as a waiver of any of such provisions, rights or privileges hereunder.

28. AFFILIATES AND NOMINEES

The Shareholders expressly agree that the rights of the Investors under these Articles may be exercised by or in combination with one (1) or more of its Affiliates who are Shareholders of the Company and these Articles will be interpreted accordingly. Further, any right of the Investors to acquire or sell any securities (including the Investors Securities) under these Articles may be exercised by or in combination with one (1) or more of its Affiliates or other Persons nominated by the Investors and these Articles will be interpreted accordingly.

29. SPECIFIC PERFORMANCE

The Company and the Shareholders agree that damages may not be an adequate remedy and the Investors shall be entitled to an injunction, restraining order, right for recovery, suit for specific performance or such other equitable relief as a court of competent jurisdiction may deem necessary or appropriate to restrain the Company and/ or the Promoters from committing any violation or enforce the performance of the covenants, representations and obligations contained in these Articles. These injunctive remedies are cumulative and are in addition to any other rights and remedies that the Company and/ or any of the Shareholders may have at law or in equity, including without limitation a right for damages.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from Bid/ Issue Opening Date until the Bid/ Issue Closing Date.

A. Material Contracts for the Issue

1. Issue Agreement dated June 25, 2015 between our Company, the GCBRLMs and the BRLMs.
2. Memorandum of Understanding dated May 8, 2015 between our Company and the Registrar to the Issue.
3. Escrow Agreement dated [●] between our Company, the Registrar to the Issue, the GCBRLMs, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s) and the Refund Bank(s).
4. Syndicate Agreement dated [●] between our Company, the GCBRLMs, the BRLMs and the Syndicate Members.
5. Underwriting Agreement dated [●] between our Company and the Underwriters.

B. Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company as amended from time to time.
2. Certificate of incorporation dated June 20, 2008.
3. Fresh certificate of incorporation dated January 21, 2015 issued by RoC at the time of conversion from a private limited company into a public limited company.
4. Resolutions of the Board of Directors dated May 5, 2015 in relation to the Issue and other related matters.
5. Shareholders’ resolution dated May 8, 2015 in relation to this Issue and other related matters.
6. The examination reports of the statutory auditor, on our Company’s Restated Financial Information and CDGL’s Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus.
7. The Statement of Tax Benefits dated May 12, 2015 from the Statutory Auditors.
8. Consent of the Directors, the GCBRLMs, the BRLMs, the Syndicate Members, Domestic Legal Counsel to our Company, Domestic Legal Counsel to the GCBRLMs and the BRLMs, Adviser to the Issue, International Legal Counsel to the GCBRLMs and the BRLMs, Registrar to the Issue, Escrow Collection Bank(s), Bankers to the Issue, Bankers to our Company, Company Secretary and Compliance Officer as referred to in their specific capacities.
9. Due Diligence Certificate dated June 25, 2015 addressed to SEBI from the GCBRLMs and the BRLMs.
10. Amended shareholders cum share subscription agreement dated March 12, 2010 and amendment agreement dated May 8, 2015 entered into by and amongst our Company, Standard Chartered and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL.

11. Subscription agreement dated March 12, 2010 and amendment agreement dated May 8, 2015 and entered into by and amongst our Company, KKR and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL.

12. Shareholders agreement dated March 12, 2010 entered into by and amongst our Company, Standard Chartered, KKR and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL.

13. Subscription agreement dated March 27, 2010, addendum agreement dated May 8, 2015 and deed of adherence dated March 27, 2010 entered into by and amongst our Company, Arduino Holdings Limited with NSR PE Mauritius LLC and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL.

14. Share subscription agreement dated September 26, 2012 entered into by and amongst our Company, Bennett Coleman & Co. Limited and our Promoter along with Malavika Hegde, S.V. Gangaiah Hegde, Vasanthi Hegde, GCEPL, CDCPL, DITPL and SSPL.

15. Compulsorily Convertible Debentures Transfer Agreement dated May 5, 2015 entered into between Arduino Holdings Limited and NLS Mauritius LLC and deed of adherence dated May 6, 2015 between our Company, Arduino Holdings Limited and NLS Mauritius LLC.

16. Subscription agreement dated September 30, 2006 entered into by and between CDGL and IFC.

17. Subscription agreement dated March 17, 2010 entered into by and amongst CDGL, our Promoter along with our Company, Nederlandse Financierings Maatschappij Voor Ontwikkelingslanden N.V.

18. Shareholders agreement dated August 24, 2007 entered into by and amongst SIAL, SLL, Ashwin C. Muthiah, Old Lane Mauritius IV Limited and IDFC Infrastructure Fund 2.

19. Shareholders agreement dated February 25, 2009 entered into by and amongst SLL, MMTC Limited, L&T Infrastructure Development Projects Limited and SIOTL.

20. Joint venture agreement dated July 20, 1998 entered into by and between SLL, PSA India Pte. Limited, NUR Investments and Trading Pte. Limited, PSA Sical Terminals Limited.

21. Joint venture agreement dated December 8, 2007 entered into and by and between SMART and Sattva Hi-tech & Conware (Arakkonam) Private Limited.

22. Share subscription agreement cum shareholders agreement dated November 12, 2010 entered into by and between W2W Securities, Pluspoint Securities Private Limited and ASPL.

23. Proposed scheme of amalgamation of TCBPL, TSSPL with W2W Brokers.

24. In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

25. Tripartite agreement dated April 11, 2015 between our Company, NSDL and the Registrar to the Issue.

26. Tripartite agreement dated March 6, 2015 between our Company, CDSL and the Registrar to the Issue.

27. Consent dated April 15, 2015 from JM Associates to be named as an ‘expert’ to our Company.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTORS OF OUR COMPANY

V.G. Siddhartha
(Chairman and Managing Director)

Malavika Hegde
(*Non-Executive Director*)

Sanjay Omprakash Nayar
(Non-Executive and Nominee Director)

S.V. Ranganath
(Independent Director)

Dr. Albert Hieronimus
(Independent Director)

M. D. Mallya
(Independent Director)

SIGNED BY CHIEF FINANCIAL OFFICER

R. Ram Mohan

Place: Bengaluru

Date: June 25, 2015