COFFEE DAY ENTERPRISES LIMITED

(Formerly Coffee Day Enterprises Private Limited & Coffee Day Resorts Private Limited)
CIN No.: L55101KA2008PLC046866

TO,

National Stock Exchange of India Limited
Manager-Listing
cmlist@nse.co.in

Dear Sirs,

08th January, 2016

Regulation 30 (Disclosure of Events or Information)-SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

This is to inform you that as per Regulation 30, the order received from the Court pertaining to the Merger of Subsidiaries; Techno Shares & stocks Private Limited and Techno commodity Broking Private Limited with Way2Wealth Brokers Private Limited.

A copy of the final order from Honorable High Court for merger is attached herewith for your reference and records.

Kindly take the same on record

Thanking you,

Yours Truly,

For Coffee Day Enterprises Limited

Sadananda Poojary
Company Secretary & Compliance Officer

CC:

BSE Limited
General manager-DSC
corp.relations@bseindia.com

23/2, Coffeeday Square, Vittal Mallya Road, Bangalore 560 001, India
T +918040012345, F +918040012987

3 Sets. 23006/15
Tatva Legal

IN THE HIGH COURT OF KARNATAKA AT BENGALURU

DATED THIS THE 4TH DAY OF DECEMBER, 2015

BEFORE

THE HON'BLE MR.JUSTICE ARAVIND KUMAR

CO.P.NO.140/2015

C/W

CO.P.NO.138/2015

&

CO.P.NO.139/2015

CO.P.NO.140/2015:

BETWEEN:

WAY2WEALTH BROKERS PRIVATE LIMITED
A COMPANY INCORPORATED UNDER
THE PROVISIONS OF THE COMPANIES ACT, 1956, AND
HAVING ITS REGISTERED OFFICE AT
NO.14, GROUND FLOOR,
FRONTLINE GRANDEUR,
WALTON ROAD,
BENGALURU-01, KARNATAKA
INDIA,
REPRESENTED BY ITS
AUTHORISED SIGNATORY
MR. B.G. SRINATH ..PETITIONER

(BY SRI.N.K.DILIP, ADVOCATE FOR M/s.TATVA LEGAL)

HIGH COURT OF KARNATAKA BENGALURU

This Certified copy contains 10 Pages
And Copying charges of ₹ 30/-
Received

AND:

NIL ..RESPONDENT

(BY SMT.S.SUMATHI, CGC FOR ROC)

COUNSEL FOR THE PETITIONER HAS FILED THE ABOVE PETITION U/S 391 TO 394 OF THE COMPANIES ACT, 1956, PRAYING THIS HON'BLE COURT:-
TO SANCTION THE COMPOSITE SCHEME OF AMALGAMATION [ANNEXURE A] SO AS TO BE BINDING ON ALL THE SHAREHOLDERS AND CREDITORS OF THE PETITIONER/TRANSFEREE COMPANY; AND ETC.,

CO.P.NO.138/2015:

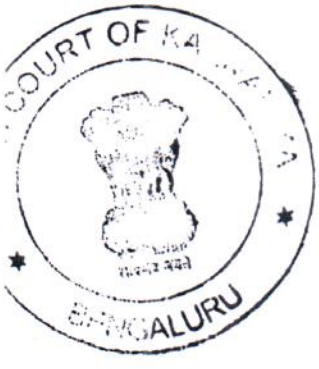
BETWEEN:

TECHNO COMMODITY BROKING
PRIVATE LIMITED, A
COMPANY INCORPORATED UNDER
THE PROVISIONS OF THE COMPANIES ACT, 1956
AND HAVING ITS REGISTERED OFFICE AT NO.14,
GROUND FLOOR,
FRONTLINE GRANDEUR,
WALTON ROAD,
BENGALURU-560 001,
KARNATAKA, INDIA,
REPRESENTED BY ITS
AUTHORISED SIGNATROY
MR. RAGHAVENDRA.B ..PETITIONER

(BY SRI.N.K.DILIP, ADVOCATE FOR M/s.TATVA LEGAL)

AND:

NIL ..RESPONDENT



(BY SRI.K.S.MAHADEVAN, ADVOCATE, SMT.S.SUMATHI, CGC FOR ROC)

COUNSEL FOR THE PETITIONER HAS FILED THE ABOVE PETITION U/S 391 TO 394 OF THE COMPANIES ACT, 1956, PRAYING THIS HON'BLE COURT:-

THAT THE COMPOSITE SCHEME OF AMALGAMATION [ANNEXURE-A] MAY BE SANCTIONED BY THIS HONORABLE COURT SO AS TO BE BINDING ON ALL THE SHAREHOLDERS AND CREDITORS OF THE PETITIONER COMPANY AND THE TRANSFEREE COMPANY; AND ETC.,

CO.P.NO.139/2015

BETWEEN:

TECHNO SHARES AND STOCKS
PRIVATE LIMITED
A COMPANY INCORPORATED UNDER THE
PROVISIONS OF THE COMPANIES ACT,
1956 AND HAVING ITS
REGISTERED OFFICE AT NO.14,GROUND FLOOR,
FRONTLINE GRANDEUR,WALTON ROAD,
BENGALURU-560 001
KARNATAKA,INDIA,
REPRESENTED BY ITS DIRECTOR
MR MANJUNATHA K M ..PETITIONER

(BY SRI.N.K.DILIP, ADVOCATE FOR M/s.TATVA LEGAL)

AND:

NIL ..RESPONDENT

(BY SRI.K.S.MAHADEVAN, ADVOCATE, SMT.S.SUMATHI, CGC FOR ROC)

HIGH COURT OF KARNATAKA
BENGALURU

COUNSEL FOR THE PETITIONER HAS FILED THE ABOVE PETITION U/S 391 TO 394 OF THE COMPANIES ACT, 1956, PRAYING THIS HON'BLE COURT:-

THAT THE COMPOSITE SCHEME OF AMALGAMATION [ANNEXURE-A] MAY BE SANCTIONED BY THIS HONORABLE COURT SO AS TO BE BINDING ON ALL THE SHAREHOLDERS AND CREDITORS OF THE PETITIONER/TRANSFEROR COMPANY NO.2 AND THE TRANSFEREE COMPANY; AND ETC.,

THESE COPs COMING ON FOR ORDERS THIS DAY, THE COURT MADE THE FOLLOWING:

ORDER

Petitioner in Co.P.138/2015 is transferor company No.1, petitioner in Co.P.139/2015 is transferor company No.2 and petitioner in Co.P.140/2015 is the transferee company and they are seeking for sanction of composite scheme of Amalgamation– Annexure-A in all the three petitions.

2. Petitioners – companies for their mutual benefit have evolved a scheme of amalgamation as per Annexure-A in all the company petitions. Transferor company No.1 came to be incorporated on 20.10.2003; Transferor company No.2 came to be incorporated on 24.04.1997 and Transferee



Company came to be incorporated on 16.08.2000 and they have been carrying on their business as per the objects envisaged in the Memorandum and Articles of Association. During their subsistence, they have evolved a Scheme of Amalgamation whereby, transferor– companies would be amalgamated with M/s.Way 2 Wealth Brokers Private Limited (transferee company) as detailed in the scheme of amalgamation – Annexure –A. Scheme came to be considered by the Board of Directors of both the transferor companies in their meeting held on 26.12.2014 and same was approved.

Thereafter, shareholders and secured creditors of Transferor company No.1 have given their consent. Since they had given their consent in writing, transferor company No.1 filed C.A.Nos.188/2015 to dispense with the meeting of shareholders, secured and unsecured creditors as there are no unsecured creditors. Transferor company No.2 filed C.A.189/2015 seeking dispensation of meeting of shareholders, and secured creditors and was directed to

HIGH COURT OF KARNATAKA

hold the meeting of unsecured creditors on 23.05.2015 and Chairman for the said meeting appointed by this court has conducted the meeting and filed his report dated 25.05.2015 Annexure-L. Likewise in C.A.190/2015 by order dated 19.03.2015 this court dispensed with the meeting of shareholders and secured creditors of the transferee company and directed to hold the meeting of unsecured creditors on 23.05.2015 and the Chairman appointed for conducting the said meeting has submitted a report on 25.05.2015 Annexure-P and Chairman's report was accepted by this court vide order dated 16.06.2015 in C.A.No.189/2015 and C.A.190/2015. Subsequent thereto, petitions in question have been filed.

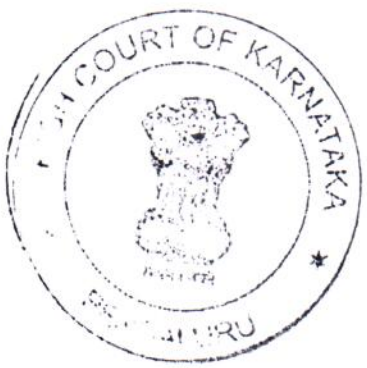
3. Notice came to be issued by this Court on 10.07.2015 to the Regional Director and Official Liquidator. Petitioners were also directed to take out publication in 'The New Indian Express' English Daily and 'Kannada Prabha', Kannada Daily simultaneously and accordingly, it has been complied with. Despite notice being published in the



newspapers, no person interested in the affairs of the petitioner – companies have appeared and opposed the same.

4. On 14.08.2015 based on the prayer made by Official Liquidator in OLR No.302/2015 and OLR No.303/2015, this Court appointed M/s.Murugendrappa and Co., Chartered Accountants to scrutinize the books of accounts of transferor companies and directed the auditors to submit a report and on furnishing of the said report, official Liquidator has filed report on 20.10.2015 whereunder Official Liquidator has opined based on the scrutiny report dated 05.10.2015 that transferor companies may be dissolved without winding up. The Registrar of Companies acting on behalf of the Regional Director has filed an affidavit dated 10.09.2015 with the following observations and same is identical in both the affidavits. They are as follows:

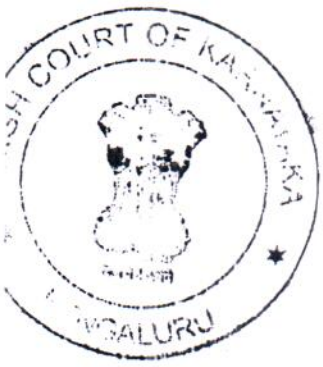
(i) "That a notice dated 30.07.2015 was issued to the Income-tax Department by the Regional Director (SER) as required by Ministry of Corporate



Affairs General Circular No.1/2014 dated 15.01.2014 giving 15 days time. But no comments/objections have been received so far from the Income Tax Department by the office of the Regional Director (SER)."

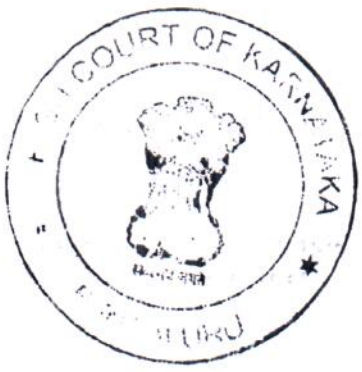
In view of the fact that notice has been issued by the Ministry of Corporate Affairs to the jurisdictional Income Tax Officer and no comments or objections having been received from the Income Tax Department there is no impediment for approving the scheme for amalgamation.

5. That apart, Scheme of Amalgamation at clause 3.2 of Part II would also indicate that all loans raised and used and liabilities incurred by the transferor companies prior to the effective date shall be discharged by the transferee company. In that view of the matter, sanction of the scheme in any event would be subject to liabilities being borne by transferee company which relates to transferor companies and action in that regard can be initiated against transferee company in the aforestated circumstances.



6. It is noticed that there is no objection from any person interested in the affairs of the transferor companies or the statutory authority except observation made by Registrar of Companies as noticed herein above which has not been accepted by this Court for the reasons already assigned. A perusal of the scheme at Annexure-A would indicate that Scheme of Amalgamation has taken into consideration the mutual benefit of the transferee as well as transferor companies, its shareholders and employees of the transferor company would be accommodated in the transferee company and there being no secured or unsecured creditors, there is no impediment for allowing these petitions by sanctioning the Scheme of Amalgamation. Hence, keeping all these aspects in mind, prayer as sought for by petitioners in these writ petitions deserves to be granted.

Hence, I proceed to pass the following:



ORDER

(1) Company petitions Nos.138/2015, 139/2015 and 140/2015 are hereby allowed.

(2) The scheme of amalgamation at Annexure-A in all the company petitions is sanctioned so as to bind the shareholders and creditors of the transferor and transferee companies.

(3) Transferor companies named above shall stand dissolved without the process of winding up.

(4) A copy of this order shall be filed with the Registrar of Companies within 30 days from the date of receipt of copy of this order.

Sd/-
JUDGE

HIGH COURT OF KARNATAKA BENGALURU

SBN

a) The date on which the application was made 08/12/15
b) The date on which the fee and additional Charges, if any, are called for .....
c) The date on which charges and additional Charges, if any are deposited/Paid .....
d) The date on which the copy is ready ... 04/01/16
e) The date of making over the copy is ready For delivery 04/01/16
f) The date on which the applicant is required to appear on or before 07/01/16
g) The date on which the copy is delivered to the Applicant ... 4/1/16
h) Initials by .....

'TRUE COPY'
4-1-16
Section Officer,
High Court of Karnataka
Bangalore - 560 001