COFFEE DAY ENTERPRISES LIMITED

(Formerly Coffee Day Enterprises Private Limited & Coffee Day Resorts Private Limited)
CIN No. : U55101KA2008PLC046866

November 9th, 2015

To,

National Stock Exchange of India Limited
Exchange Plaza
Plot No.C/1, G Block
Bandra kurla Complex
Bandra(E)
Mumbai-400051

Sub: Code of practice and procedure for Fair Disclosure of Unpublished price Sensitive Information

Ref: COFFEEDAY ENTERPRISES LIMITED (COFFEE DAY)

Respected Sir/Madam,

We would like to inform you that, the Board of Directors of Coffee Day Enterprises Limited has formulated and approved the principles of Fair Disclosure for purposes of Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015. This code shall come into force with effect from November 9th, 2015

A copy of the aforesaid code is enclosed for your information and records.

Thanking you

For Coffee Day Enterprises Limited (Formerly Coffee Day Enterprises Private Limited & Coffee Day Hotels & Resorts Private Limited)

Sadananda Poojary
Company Secretary & Compliance Officer

CC:
Bombay Stock Exchange
P.J Towers, Dalal Street
Mumbai-400001

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of Coffee Day Enterprises Limited

(As approved at the Board Meeting dated November 9th, 2015)

1. Introduction

1.1. The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015, effective from May 15, 2015. Pursuant to regulation 8 of the Regulations, Coffee Day Enterprises Limited Limited ("Company") is required to formulate and have published on the Coffee Day Enterprises Limited website, a code of practices and procedures for fair disclosure of unpublished price sensitive information ("Disclosure Code"). Accordingly the board of directors of Coffee Day Enterprises Limited ("Board") has formulated this Disclosure Code.

1.2. The objective of this Disclosure Code is to ensure timely and adequate public disclosure of Unpublished Price Sensitive Information (as hereinafter defined) no sooner than credible and concrete information comes into being in order to make such information generally available.

1.3. The provision of this Disclosure Code shall to the extent relevant, be applicable to communications made through any medium, including social media platforms. Words and expressions used and not defined in this Code of Conduct but defined in Code of the Code of Conduct for Prevention of Insider Trading in the Securities to be passed and approved by Coffee Day Enterprises Limited's Board on November 9th, 2015, and as may be amended from time to time ("Code of Conduct") shall have the meanings respectively assigned to them in the Code of Conduct.

2. Overseeing and Co-Coordinating Disclosure

2.1. The Board shall appoint the Compliance Officer of Coffee Day Enterprises Limited who shall be responsible for overseeing the timely and adequate public disclosure of Unpublished Price Sensitive Information as required under this Disclosure Code and the Regulations

2.2. The responsibilities of the Compliance Officer shall include overseeing and co-ordinating the disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and the media. Routine disclosures to the stock exchanges shall continue to be made by designated officers who have responsibility for making such disclosures.

2.4. Any disclosure / dissemination of Unpublished Price Sensitive Information (unless mandated by the Regulations or the Code of Conduct) on behalf of Coffee Day Enterprises Limited shall be first approved by the Compliance Officer. In the case of doubt as to whether any information is Unpublished Price Sensitive Information or not, the same shall be referred to Compliance Officer.

2.5. In the event of disclosure / dissemination of Unpublished Price Sensitive Information without the approval of the Compliance Officer by a Insiders, such insiders shall inform the Compliance officer about such disclosure / dissemination as soon as possible.

3. Need to Know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside Coffee Day Enterprises Limited who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof.

4. Responding to Market Rumours

4.1. Any query or request for verification of market rumours received from stock exchanges, the press, the media or any other source received by a Insider shall ordinarily be directed to the Compliance Officer.

4.3. If deemed necessary by the Compliance Officer, he shall make a public announcement for verifying or denying the rumours and thereafter make appropriate disclosures.

4.4. All requests and queries for verifications of market rumours shall be documented as far as practicable. In this regard, the Compliance Officer shall request for all queries and requests be made in writing.

5. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

5.1. The Compliance Officer shall to the extent possible, be invited to the meetings and conferences with analysts and institutional investors, organized by Coffee Day Enterprises Limited.

5.2. All Insiders shall adhere to the following guidelines while dealing with analysts and institutional investors:

5.2.1. Sharing of non-public information

1. Investors and analysts should only be given access to Generally Available Information. However, in the event that any information that is not generally available is provided to an institutional investor, analyst or researcher then Coffee Day Enterprises Limited shall ensure that such information is simultaneously made available to the public as well.
2. In any event, disclosure of any information that is not Generally Available Information (irrespective whether such information is price sensitive or not) shall only be made with the prior approval of the Compliance Officer.

5.2.2. Handling of unanticipated questions

1. Insiders shall take extra care and caution while dealing with unanticipated questions during meetings with analysts, brokers, researchers and / or institutional investors.

2. Unanticipated questions should be noted and only be given considered responses (which have been approved by the Compliance Officer). If responding to such unanticipated questions requires dissemination of Unpublished Price Sensitive Information, then the Compliance Officer shall first disseminate such Unpublished Price Sensitive Information to the public and only subsequently respond to such unanticipated question.

5.2.3. Simultaneous release of information

1. In the event that Coffee Day Enterprises Limited proposes to organise meetings with analysts, brokers, researchers and / or institutional investors, the Compliance Officer shall to the extent possible ensure that all such meetings are webcasted on Coffee Day Enterprises Limited's website.
2. In the event that webcasting of meetings referred to above is not possible, the Complaince Officer shall ensure that Coffee Day Enterprises Limited makes a press release, post relevant information on Coffee Day Enterprises Limited's website, or release relevant information or through any other effective medium.

6. Medium of Disclosure / Dissemination

6.1. All material disclosures made by Coffee Day Enterprises Limited to stock exchanges shall be updated and maintained on its website.

- See more at: http://www.coffeeday.com