

TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS

Name of the Issue:

Coffee Day Enterprises Limited

- | | |
|--|---|
| 1. Type of Issue (IPO/FPO) | IPO |
| 2. Issue Size (Rs. Cr) | 1,150 |
| 3. Grade of issue along with name of the rating agency | |
| Name | N.A. |
| Grade | N.A. |
| 4. Subscription Level (Number of times)* | 1.858 times (excluding the Anchor Portion) |
| | After considering the cheque returns, withdrawals and technical/multiple rejection cases. |

*Source: Minutes of Basis of Allotment dated October 27, 2015

5. QIB Holding (as a % of outstanding capital) as disclosed to stock exchanges

Particulars	Percentage
(i) allotment in the issue	10.39%
(ii) at the end of the 1st Quarter immediately after the listing of the issue*	8.83%
(iii) at the end of 1st FY (March 31, 2016)*	9.11%
(iv) at the end of 2nd FY (March 31, 2017)*	6.34%
(v) at the end of 3rd FY (March 31, 2018)*	6.94%

*Shareholding pattern uploaded on the website of NSE representing holding of "Institutions" category

6. Financials of the issuer (as per the annual Standalone financial results submitted to stock exchanges)
(Rs in Crores)

Parameters	1st FY (March 31, 2016)^	2nd FY (March 31, 2017) ^	3rd FY (March 31, 2018)*
Income from operations	48.72	96.46	140.31
Net Profit for the period	(110.52)	(79.61)	(61.49)
Paid-up equity share capital	206.00	206.00	211.25
Reserves excluding revaluation reserves	1676.37	1602.75	1664.74

6A-Financials of the issuer (as per the annual consolidated financial results submitted to stock exchanges
(Rs in Crores)

Parameters	1st FY (March 31, 2016)^	2nd FY (March 31, 2017)^	3rd FY (March 31, 2018)*
Income from operations	2835.40	3119.64	3788
Net Profit for the period	(7.53)	81.56	148.3
Paid-up equity share capital	206.00	206.00	211.3
Reserves excluding revaluation reserves	1944.77	2021.66	2166.4

^Audited Financials 2016 and Annual Report 2017.

*Source – Results as uploaded on the website of the Stock Exchanges for the year ended March 31, 2018

7. Trading Status in the scrip of the issuer

Company's Equity Shares are listed on both the BSE Limited and the National Stock Exchange of India Limited.

Particulars	Status
(i) at the end of 1st FY (March 31, 2016)	Frequently Traded
(ii) at the end of 2nd FY (March 31, 2017)	Frequently Traded
(iii) at the end of 3rd FY (March 31, 2018)	Frequently Traded

8. Change in Directors of issuer from the disclosures in the offer document

Particulars	Name of the Director	Appointed / Resigned
(i) at the end of 1st FY (March 31, 2016)#	N.A.	N.A.
(ii) at the end of 2nd FY (March 31, 2017)#	N.A.	N.A.
(iii) at the end of 3rd FY (March 31, 2018)#	N.A.	N.A.

#No change in directors for the year ended March 31, 2016, March 31, 2017 and March 31, 2018.

9. Status of implementation of project/ commencement of commercial production

(i) As disclosed in the offer document:

(a) Setting-up of new Café Network outlets and Coffee Day Xpress kiosks

Particulars	Fiscal 2016	Fiscal 2017	Fiscal 2018
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, the Company expects to primarily focus on the Café Coffee Day outlet format.

(b) Manufacturing and assembling of vending machines

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

(c) Refurbishment of existing Café Network outlets and vending machines

(i) Refurbishment of existing Café Network outlets

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, the Company expects Café Coffee Day outlets to be primarily considered for the purposes of refurbishment.

(ii) Refurbishment of vending machines

Particulars	Fiscal 2016	Fiscal 2017	Total
No. of vending outlets proposed to be refurbished(1)	3000	4000	7000

(d) Setting-up of a new coffee roasting plant facility, along with integrated coffee packing facility and tea packing facility

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

(ii) Actual implementation:

(a) Setting-up of new Café Network outlets and Coffee Day Xpress kiosks

Particulars	Fiscal 2016 Scheduled	Fiscal 2016 Actual	Fiscal 2017 Scheduled	Fiscal 2017 Actual	Remarks
No. of Café Network outlets proposed to be set-up(1)	81	81	135	135	Additional outlets have been funded through Internal Accruals.
No. of Coffee Day Xpress kiosks proposed to be set-up	35	35	70	87	

(b) Manufacturing and assembling of vending machines

Particulars	Fiscal 2016 Scheduled	Fiscal 2016 Actual	Fiscal 2017 Scheduled	Fiscal 2017 Actual	Remarks
No. of vending machines proposed to be manufactured and assembled	3,000	3105	5000	6404	Additional outlets have been funded through Internal Accruals.

(c) Refurbishment of existing Café Network outlets and vending machines

(i) Refurbishment of existing Café Network outlets

Particulars	Fiscal 2016 Scheduled	Fiscal 2016 Actual	Fiscal 2017 Scheduled	Fiscal 2017 Actual
No. of Café Network outlets proposed to be refurbished(1)	90	90	150	149

(ii) Refurbishment of vending machines

Particulars	Fiscal 2016 Scheduled	Fiscal 2016 Actual	Fiscal 2017 Scheduled	Fiscal 2017 Actual	Remarks
No. of vending outlets proposed to be refurbished(1)	3000	3565	4000	4180	Additional outlets have been funded through Internal Accruals.

(d) Setting-up of a new coffee roasting plant facility, along with integrated coffee packing facility and tea packing facility

Activity	Estimated date of completion as per Prospectus	Estimated date of Completion Revised	Remarks/Status*
Civil and structural works	March 2016	May-17	All the construction work is in final stage.
Coffee roasting and grinding unit	April 2016	Jun-17	Machinery reached the site installation will be done on completion of civil work.
Tea packing machines	April 2016	Jun-17	Reached the Indian port & in the process of customs clearance
Other equipments	May 2016	Jun-17	Machinery reached the site, installation will be done on completion of civil work.
Trial runs	May 2016	Jul-17	Not Applicable
Commercial runs	May 2016	Jul-17	Not Applicable

* As informed by the Company, delay is mainly due to getting the required approval from the state Govt. for Civil Construction, as a result of which, company requested the machine manufacturer to reschedule the dispatch of machines.

(iii) Reasons for delay in implementation, if any: The delay is mainly due to getting the required approval from the state govt. for civil construction, because of which, machine manufacturers were also requested to reschedule the dispatch of machines

Source- Monitoring Agency Report by IFCI Limited dated May 18, 2017.

10. Status of utilization of issue proceeds –

(i) As disclosed in the offer document:

(Rs. In Crores)						
Sr.No	Particulars	Entity where the Proposed utilisation of Issue Proceeds will be undertaken	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 operated through our Subsidiary, CDGL					
1.	Setting-up of new Café Network outlets and Coffee Day Xpress kiosks	CDGL	87.71	87.71	32.57	55.14
2.	Manufacturing and assembling of vending machines	CDGL	97.36	97.36	36.51	60.85
3.	Refurbishment of existing Café Network outlets and vending machines	CDGL	60.58	60.58	23.64	36.94
4.	Setting-up of a new coffee roasting plant facility, along with integrated coffee packing facility and tea packing facility	CDGL	41.86	41.86	31.39	10.47
B.	Repayment or prepayment of loans of our Company and Subsidiary	CDEL and CDGL	632.8	632.8	632.8	--
C.	General corporate purposes	CDEL and Its Subsidiaries	161.87	161.87	80.94	80.94
D	Issue Related Expenses					
	Total		1082.18	1082.18	837.85	244.34

(ii) Actual utilization:

(In Crore)			
Particulars	Objects of the Issue as per the Prospectus	Utilized up to March 31, 2016	Utilized amount as at March 31, 2017
Financing coffee businesses operated through subsidiary, Coffee Day Global Limited (CDGL)	287.51	287.51	287.51
Repayment or prepayment of loans of our Company and Subsidiary companies	632.80	632.80	632.80-
General Corporate Purposes	161.87	155.73	155.73*^

*CDEL had intended an investment of Rs 161.87 crores (up to 31.03.2017) for CDEL and its subsidiaries under this head in the Prospectus, which was revised to Rs 155.73 crore during HY ended 31.03.2016. CDEL has utilized entire amount of Rs 155.73 crore for GCP during FY 16. No further expenditure was made under this heading during FY 17.

^CDEL has envisaged an expenditure of Rs 67.82 crore from the Issue Proceeds towards Issue Expenses. However, as against that Rs 73.96 Crore has been utilized which is mainly due to Increase in advertisement expenses, Expenses related to movement of printed application from one city to other, Commission paid to ASBA and Non ASBA bankers and Professional charges paid to accounting & Legal services due to delay in opening of the issue.

(iii) Reasons for deviation, if any: None

Source-- Monitoring Agency Report by IFCI Limited dated May 18, 2017.

11. Comments of monitoring agency, -

A) Comments on use of funds-

Objects of the Issue –

The purpose of the IPO by CDEL was to fund the coffee business through its subsidiary CDGL, repayment/prepayment of loans of CDEL & CDGL and General Corporate Purpose for CDEL & its subsidiaries. However, the actual mode of deployment (debt or equity or in any other manner) in Coffee Day Global Limited (CDGL) for funding the coffee business was not finalized on the date of prospectus and was to be mutually decided later. As on 31.03.2017, the entire envisaged expenditure during FY 16& 17 i.e Rs 287.51 crore have been deployed in CDGL for funding the coffee business in the form the Compulsory Convertible Debentures (CCD) for which approval of CDEL Board was taken on 09.11.2015

Loan Repayment – As per the Prospectus, CDEL had intended to incur and expenditure of Rs. 632.80 cr for full or partial repayment/prepayment of certain borrowings availed by CDEL and CDGL and accordingly, it has utilized the entire amount of Rs. 632.80 crore up to 31.03.16 for making payment against the loans/NCDs of several banks/Institutions, which were due up to half year ended march 31, 2016 for making payment against the loans/NCDs of several Bank/Institutions, which were due up to 31.03.16 and for squaring up the 4 working capital loans/limits sanctioned to the Company. No further expenditure was made by the company under this head during FY 17.

General Corporate Purpose – CDEL had intended an investment of Rs 161.87 crores (up to 31.03.2017) for CDEL and its subsidiaries under this head in the Prospectus, which was revised to Rs 155.73 crore during HY ended 31.03.2016. CDEL has utilized entire amount of Rs 155.73 crore for GCP during FY 16. No further expenditure was made under this heading during FY 17.

Issue Expenses - CDEL had envisaged an expenditure of Rs. 67.82 Crore from the Issue Proceeds under this head. However, as against that, Rs. 73.96 Crore had been utilized for the said purpose up to 30.09.2016 which is mainly due to Increase in Advertisement expenses, Expenses related to movement of printed application from one city to other city, Commission paid to ASBA and non ASBA bankers and Professional charges paid to accounting & Legal services due to delay in opening the issue. No expenditure has been made by the company under this head during HY ended 31.03.17.

A break-up of Issue Related Expenses (as on 31.03.2016) is as follows:-

Item Head	Expenses as per Letter of Offer		Actual Expenses	
	Amount	Percentage	Amount	Percentage
Payment to the GCBRLMs and the BRLMs (Including underwriting commission,	37.82	3.29%	39.02	3.39%

brokerage and selling commission)				
Commission and Processing fees for SCSBs				
Brokerage and selling commission for Registered Brokers				
Registrar to the Issue	0.062	0.01%	0.104	0.01%
Other Expenses (Listing fees, Printing and stationary expenses, Monitoring Agency, Advertising and marketing and Miscellaneous.)	29.94	2.60%	34.84	3.03%
Total	67.822	5.90%	73.964	6.43%

Source: - Monitoring Agency Report by IFCI Limited dated May 18, 2017.

B) Comments on deviation, if any, in the use of proceeds of the issue from the objects stated in the offer document-None

C) Any other reservations expressed by the monitoring agency about the end use of funds-None.

12. Pricing Data

Issue Price (Rs.): 328

Designated Stock Exchange: NSE

Listing Date: November 2, 2015

Price parameters	At close of listing day (i.e. November 2, 2015)	At close of 30th calendar day from listing day (i.e December 01, 2015)	At close of 90th calendar day from listing day (i.e February 01, 2016) \$	As at the end of 1st FY after the listing of the issue (March 31, 2016)		
				Closing price	High (during the FY)	Low (during the FY)
Market Price on Designated Stock Exchange (NSE)	270.45	257.75	259.90	225.45	317.00	218.70
Nifty	8050.80	7954.9	7555.95	7738.4	8116.10	6825.80
Sectoral Index	NA	NA	NA	NA	NA	NA

Price parameters	As at the end of 2nd FY after the listing of the issue (March 31, 2017)			As at the end of 3rd FY after the listing of the issue (March 31, 2018)		
	Closing price	High (during the FY)	Low (during the FY)	Closing price	High (during the FY)	Low (during the FY)
Market Price on Designated Stock Exchange (NSE)	232.4	276.75	190.2	304.85	359.55	207.7
Nifty	9173.75	9218.4	7516.85	10113.7	11130.4	9103.5
Sectoral Index	NA	NA	NA	NA	NA	NA

Source: NSE Website

\$ 90 days got over on January 30, 2016, but since that was not a working day the next working day i.e. February 02, 2016 has been considered.

13. Basis for Issue Price (Source of accounting ratios of peer group and industry average may be indicated; Source of the accounting ratios may generally be the same, however in case of different sources, reasons for the same may be indicated)

Accounting ratio		As disclosed in the offer document	At the end of 1st FY (March 31, 2016) *	At the end of 2nd FY (March 31, 2017)**	At the end of 3rd FY (March 31, 2018) (1)
EPS	Issuer:				
	Standalone (Basic)	(10.92)	(6.94)	(3.86)	(2.91)
	Standalone (Diluted)	(10.92)	(6.94)	(3.86)	5.03
	Consolidated (Basic)	(7.47)	(0.47)	2.39	(2.91)
	Consolidated (Diluted)	(7.47)	(0.47)	2.39	5.03
	Peer Group(2):	N.A	N.A	N.A	N.A
	Industry Avg:	N.A	N.A	N.A	N.A
P/E	Issuer:				
	Standalone (Basic) (3)	N.A	N.A	N.A	N.A
	Standalone (Diluted) (3)	N.A	N.A	N.A	N.A
	Consolidated (Basic) (3)	N.A	NA	97.24	60.61
	Consolidated (Diluted) (3)	N.A	NA	97.24	60.61
	Peer Group(2):	N.A	N.A	N.A	N.A
	Industry Composite:	N.A	N.A	N.A	N.A
RoNW (%)	Issuer:				
	Standalone	(32.62%)	N.A.	N.A.	N.A.
	Consolidated	(16.39)%	NA	3.66%	6.24%
	Peer Group(2):	N.A	N.A	N.A	N.A
	Industry Avg:	N.A	N.A	N.A	N.A

NAV	Issuer:				
	Standalone (4)	70.57	91.38	87.80	88.78
	Consolidated (4)	77.97	104.41	108.14	112.53
	Peer Group(2):	N.A	N.A	N.A	N.A
	Industry Avg:	N.A	N.A	N.A	N.A

Notes:

(1) The EPS based on standalone financials of the Company for the year 2018 is negative, thus ratios (based on standalone financials) cannot be computed.

*The EPS for the year 2016 is negative, thus ratios cannot be computed on this basis.

** The EPS based on standalone financials of the Company for the year 2017 is negative, thus ratios (based on standalone financials) cannot be computed.

(2) There are no listed entities similar to the Company's line of business and comparable to their scale of operations.

(3) As the EPS is in negative, P/E cannot be determined

(4) NAV is after the Issue at the Issue Price

14. Any other material information

Particulars	Date
Coffee Day Enterprises Limited has informed the Exchange that 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.	08 Jan 2016
Coffee Day Enterprises Limited has informed the Exchange that the Company's subsidiary Coffee Day Global limited under its Brand Cafe Coffee Day is planning to roll out an "App" for Loyalty, Analytics, Payment, personalization & CRM to engage with its customers	14 Jan 2016
Coffee Day Enterprises Limited has informed the Exchange that a clarification is sought to the Pioneer a newspaper agency based in New Delhi pertaining to an article published in their newspaper dated February 29, 2016 by Ad Factors, the Company's ad agency.	01 Mar 2016
Coffee Day Enterprises Limited has informed the Exchange that the Company at its Board Meeting held on March 21, 2016, has inter-alia approved draft disclosure documents for issue of rated, unlisted, secured, redeemable, non-convertible debentures of INR 2,650 million on private placement basis.	21 Mar 2016
The Company has informed the exchange that the Company's Subsidiary M/s Sical Logistics Limited has approved the proposal to raise fund of Rs 100 Crores by way of Issue of Secured Non Convertible Debentures on Private Placement basis.	11 June 2016
Coffee Day Enterprises Limited has informed the Exchange that the Board of Directors at their Meeting held August 11, 2016 considered and approved the Scheme of Amalgamation (Scheme) of Coffee Day Overseas Private Limited (Transferor Company), with Coffee Day Enterprises Limited (Transferee Company). The Scheme shall come into effect subject to the approval from the Stock Exchanges, Honorable High Court of Karnataka, Competition Commission of India and other such statutory authorities as may be required.	11 Aug 2016
Coffee Day Enterprises Limited informed the Exchange that Step-down subsidiary of the Company "Alphgrep Holding HK Limited has divested 4050(40.50%) share in its subsidiary namely lighthouse financial Technologies Limited (formerly known as Alphagrep Technologies Limited (AG TECH) and its subsidiaries Lighthouse Financial HK Limited (Formerly known as Alpha Grep HK Limited (AG HK) and Lighthouse Financial Trading Limited (Formerly known as Alphagrep Trading (AG TL)) w.e. f February 21, 2017.	22 Feb 2017
Coffee Day Enterprises Limited informed the Exchange that the Company at its Board Meeting held on March 11, 2017, inter-alia approved draft disclosure documents for issue of rated, unlisted secured, redeemable, non-convertible debentures of INR 3050 million on private placement. basis. the above mentioned	14 Mar 2017

issue of NCDs is for the purpose of replacing the existing debt.	
Coffee Day Enterprises Limited has informed the Exchange that step-down subsidiary of the Company "Way2Wealth Brokers Private Limited" has transferred entire [100%] shares in its subsidiary namely Way2Wealth Illuminati Pte. Limited to Alphagrep Securities Private Limited a fellow subsidiary w.e.f March 28, 2017	28 Mar-2017
Coffee Day Enterprises Limited informed the Exchange that the Company at its Board Meeting held on March 30, 2017, inter-alia approved draft disclosure documents for issue of rated, unlisted, secured, redeemable, non-convertible debentures of INR 1500 million on private placement basis. The above mentioned issue of NCDs is for the purpose of replacing the existing debt.	30 Mar 2017
Coffee Day Enterprises Limited informed the Exchange that the Company's Subsidiary Sical Logistics Limited in its Board Meeting held on May 12, 2017 1. Approved the proposal to initiate the process to acquire majority equity stake in a company in the express logistics business with an annual revenue of Rs 40 Cr and to execute necessary agreements to proceed further in this regard. 2. Approved proposal to initiate the process to acquire majority stake in a company in warehousing and distribution business with an annual revenue of Rs 20 Cr and to execute necessary agreements to proceed further in this regard.	13 May 2017
Coffee Day Enterprises Limited has informed the Exchange that , step-down subsidiary of the Company "Way2wealth Securities Private Limited" has divested 47,499 [95.00 %] shares in its subsidiary Way2wealth Reality Advisors Private Limited.	21 Jul 2017
Coffee Day Enterprises Limited informed the Exchange regarding subsidiary of the Company Coffee Day Trading Limited has agreed to divest its entire 6,520,343 shares in its Associate Global Edge Software Limited.	05 Sep 2017
Coffee Day Enterprises Limited has informed the Exchange regarding 'That National Company Law Tribunal, Bengaluru Bench has approved the Scheme of Amalgamation of Coffee Day Overseas Private Limited with Coffee Day Enterprises Limited and their respective shareholders. The Company shall now make application to the Stock Exchanges for obtaining Listing and Trading approval for listing of additional shares.	08 Sep 2017
The Exchange has sought clarification from Coffee Day Enterprises Ltd on September 21, 2017 with reference to news appeared on www.moneycontrol.com dated September 21, 2017 quoting "Coffee Day sinks 7% as I-T Dept conducts search operations at CCD, chairman's house".	21 Sep 2017
Income tax department conducted search/survey under section 132/133A of the Income Tax, 1961 on Coffee Day Enterprises Limited and its subsidiary companies from 21 st September to 24 th September, 2017.	21 st to 24 th Sep 2017
With reference to news appeared on www.moneycontrol.com dated September 21, 2017 quoting "Coffee Day sinks 7% as I-T Dept conducts search operations at CCD, chairman's house", Coffee Day Enterprises Ltd submitted to BSE a copy of Clarification stating that Search/Survey under section 132/133A was carried out by the IT authorities on the Companies and its subsidiaries starting Sep 21, 2017 and ending sep 21, 2017. The Company also confirmed that no information which would significantly impact the financial position of the Company and subsidiaries was discovered.	25 Sep 2017
Company informed the exchange that the Board of Directors of our Company, Pursuant to the Scheme of Amalgamation of Coffee Day Overseas Private Limited with Coffee Day Enterprises Limited and their shareholders as approved by the National Company law Tribunal, Bengaluru Bench vide its order dated 31.08.2017, 52,50,000 Equity shares of Rs. 10 each of the Company have been allotted to the shareholders of Coffee Day overseas Private Limited (Transferor Company). The Company has already submitted the Copy of the order, and the company has simultaneously filed with the order with the Registrar of Companies.The Company is in process to make application to the Stock Exchanges with further details for obtaining listing and trading approval for the above mentioned allotted equity shares.	09 Nov 2017
The Company informed the Exchange that the Regional Director, MCA, South East Region has vide its order dated 30th January, 2018 under section 233 of Companies	31 January 2018

<p>Act, 2013 approved the scheme of amalgamation between subsidiary of the company i.e. Coffee Day Global Limited with its wholly owned subsidiaries (Amalgamated Holdings Limited, Coffee Day Properties (India) Private Limited and Ganga Coffee Curing Works Limited).</p>	
<p>The Company informed the Exchange that the Company has entered into an agreement for exercising of voting rights with Mr.V.G.Siddhartha on 19th March, 2018 wherein Mr. V. G. Siddhartha has agreed that with respect to 54,69,750 (3.34%) shares of Mindtree Limited owned by him, he shall vote alongside and in tandem with Coffee Day Enterprises Limited. The title and ownership of the 54,69,750 shares of Mindtree Limited shall continue to belong exclusively to Mr. V. G. Siddhartha. It is clarified that no shares of Mindtree Limited or voting rights with respect to 5469750 (3.34%) shares of Mindtree Limited have been transferred by Mr. V. G. Siddhartha.</p>	<p>20 March 2018</p>

Source: Stock Exchange website

All the above information has been updated till May 25, 2018 unless indicated otherwise