

VINTAGE COFFEE AND BEVERAGES LIMITED  
202, Oxford Plaza, 9-1-129/1, SD Road, Secunderabad-500003, Telangana

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email id: [cs@vintagecoffee.in](mailto:cs@vintagecoffee.in), Mobile: 9154080891  
CIN: L15100TG1980PLC161210

**F.Y. 2022-23**



**VINTAGE COFFEE AND BEVERAGES LIMITED**  
**202, Oxford Plaza, 9-1-129/1, SD Road, Secunderabad-500003, Telangana**

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**CIN: L15100TG1980PLC161210**

**Company Information**

**Board of Directors**

Mr. Balakrishna Tati	Chairman & Managing Director (DIN:02181095)
Mr. Vishal Jethalia	Non-Executive Director (DIN: 07184223)
Mr. Mohit Rathi	Non-Executive Director (DIN: 07184150)
Ms. Padma Tati	Non-Executive Director (DIN: 02415708)
Mr. Ajay Poonia	Non-Executive Independent Director (DIN: 07566017)
Mr. Bala Vinod Sudam	Non-Executive Independent Director (DIN: 03313282)
Ms. Pallavi Handique	Non-Executive Independent Woman Director (DIN: 10303612)
Ms. Preeti	Non-Executive Independent Woman Director (DIN: 09662113)

**Chief Financial Officer**

Mr. Yarkali Kranthi Kumar

**Statutory Auditors**

S. Bhalotia & Associates

**Internal Auditors**

V. Goutham & Associates

**Secretarial Auditors**

Vivek Surana & Associates

**Bankers**

HDFC Bank

Kotak Mahindra Bank

ICICI Bank

**Registrar & Share Transfer Agents**

Purva Shareregistry (India) Private Limited

9,Shiv Shakti Ind. Estt,

J.R.Boricha Marg,

Lower Parel (East), Mumbai,

Maharashtra – 400011

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**Listed at**

BSE Limited

**ISIN**

INE498Q01014

**Website**

[www.vcbl.coffee](http://www.vcbl.coffee)

**Mail id**

cs@vintagecoffee.in

**Registered Office**

202, Oxford Plaza, No. 9-1-129/1,

S.D. Road, Secunderabad,

Hyderabad – 500003,

Telangana, India

**Corporate Identification Number (CIN)**

L15100TG1980PLC161210

**Plant Location**

**Vintage Coffee Private Limited**

Rachur Village, Veldanda Mandal

(near Kalwakurthy), Nagarkurnool

Dist. – 509320, Telangana

**Delecto Food Private Limited**

Singaipally Village, Wargal Mandal,

Siddipet Dist. -502279, Telangana

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**NOTICE**

Notice is hereby given that the 43rd Annual General Meeting of the Members of Vintage Coffee and Beverages Limited (Formerly known as Spaceage Products Limited) will be held on Wednesday, September 27, 2023 at 02:07 p.m. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses: -

**ORDINARY BUSINESS:**

1. **To receive, consider and adopt:**
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Mohit Rathi (DIN: 07184150) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To declare a dividend of Rs. 0.05/- per Equity Share of Rs.10/- each for the financial year ended 31st March 2023.

**SPECIAL BUSINESS:**

4. **RE-APPOINTMENT OF MR. BALAKRISHNA TATI (DIN: 02181095) AS MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 178,196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the re-appointment of Mr. Balakrishna Tati (DIN: 02181095) as a Managing Director of the Company, for a period of 3 (Three) years with effect from 16.07.2024 (whose term of office expires on 15.07.2024) at remuneration of Rs.5,00,000 plus 1.5% of profit on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (herein referred as Board) to review or revise the terms and condition as mentioned in the annexure.”

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“**RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Balakrishna Tati, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. APPOINTMENT OF MS. PALLAVI HANDIQUE (DIN: 10303612) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Provisions of SEBI (LODR) Regulations, 2015, Ms. Pallavi Handique (DIN: 10303612), who was appointed as an additional Director of the Company in the Independent category in the Board meeting held on 02.09.2023 and holds office up to the date of ensuing Annual General Meeting or three months from the date of her appointment, whichever is earlier and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 02.09.2023 to 01.09.2028 who shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. APPOINTMENT OF MS. PADMA TATI (DIN: 02415708) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') including any statutory modification(s) or reenactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Padma Tati (DIN: 02415708) who was appointed by the Board of Directors as an Additional Director (category-Non- Executive) of the Company on the recommendation of Nomination and Remuneration Committee with effect from 02.09.2023 and who holds office up to the date of ensuing Annual General Meeting or three months from the date of her appointment, whichever is earlier in terms of Regulation 17 (1C) of SEBI(LODR), 2015 and Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director (category-Non- Executive) of the Company and who shall be liable to retire by rotation.”

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**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. APPOINTMENT OF MR. VISHAL JETHALIA (DIN: 07184223) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') including any statutory modification(s) or reenactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vishal Jethalia (DIN: 07184223) who was appointed by the Board of Directors as an Additional Director (category-Non- Executive) of the Company on the recommendation of Nomination and Remuneration Committee with effect from 01.09.2023 and who holds office up to the date of ensuing Annual General Meeting or three months from the date of his appointment, whichever is earlier in terms of Regulation 17 1(C) of SEBI(LODR), 2015 and Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director (category-Non- Executive) of the Company and who shall be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**8. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 61, 13 and other applicable provisions if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 1,10,00,00,000/- (Rupees One Hundred & Ten Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares having face value of Rs. 10/- each to Rs. 1,15,00,00,000/- (Rupees One Hundred & Fifteen Crore Ony) divided into 11,50,00,000 (Eleven Crore & Fifty Lakhs) Equity Shares having face value of Rs. 10/- each.

**“RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby further accorded for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting the following new Clause V(a) as under:

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“V(a). The Authorized Share Capital of the Company is Rs. 1,15,00,00,000/- (Rupees One Hundred & Fifteen Crore Ony) divided into 11,50,00,000 (Eleven Crore & Fifty Lakhs) Equity Shares having face value of Rs. 10/- each.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**9. TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS OTHER THAN PROMOTERS:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, and rules and regulations made thereunder, if any, as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 72,00,000 (Seventy Two Lakhs) Fully Convertible Warrants

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("Warrants/ Convertible Warrants") for cash at an issue price of Rs. 25/- (Rupees Twenty-Five Only) per warrant including a premium of Rs. 15/- (Rupees Fifteen Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Sr. #	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be issued and allotted
1	Aadya Conjeevaram	Non-Promoter Public	50,000
2	Bhavani Rudra	Non-Promoter Public	1,00,000
3	Chandra Shekar Rao Munugala	Non-Promoter Public	4,00,000
4	Hari Prasad Bonthapally	Non-Promoter Public	4,00,000
5	Krunal Rohitkumar Shah	Non-Promoter Public	3,50,000
6	Rama Devi Munugala	Non-Promoter Public	3,00,000
7	Sneha Sadwani	Non-Promoter Public	28,00,000
8	Tati Bhaskar	Non-Promoter Public	18,00,000
9	Veeraiah Rachakonda	Non-Promoter Public	50,000
10	Venkata Ramana Duggirala	Non-Promoter Public	3,00,000
11	Vithoba Narayana Bonthapalli	Non-Promoter Public	6,50,000
<b>Total</b>			<b>72,00,000</b>

**"RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Warrants is **Monday 28th August, 2023** i.e., 30 days prior to the date of Passing of the Special Resolution in the Annual General Meeting."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Warrants, and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b) Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");



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- c) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f) The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

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**“RESOLVED FURTHER THAT** the Board Directors be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).”

**“RESOLVED FURTHER THAT** pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to record the name and details of the Proposed Allottee in Form PAS-5 and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, digitally sign and filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

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**10. APPOINTMENT OF MS. PREETI (DIN: 09662113) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Provisions of SEBI (LODR) Regulations, 2015, Ms. Preeti (DIN: 09662113), who was appointed as an additional Director of the Company in the Independent category in the Board meeting held on 02.09.2023 and holds office up to the date of ensuing Annual General Meeting or three months from the date of her appointment, whichever is earlier and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 02.09.2023 to 01.09.2028 who shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board  
**Vintage Coffee and Beverages Limited**  
(Formerly Known as Spaceage Products Limited)

Sd/-

Balakrishna Tati  
Chairman and Managing Director  
DIN: 02181095

Place: Secunderabad  
Date: 02.09.2023

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI(LODR), REGULATIONS, 2015:**

**Item No. 4**

**RE-APPOINTMENT OF MR. BALAKRISHNA TATI (DIN: 02181095) AS MANAGING DIRECTOR OF THE COMPANY:**

Mr. Balakrishna Tati was appointed as Managing Director of the Company for a period of 3 years from 16.07.2021 upto 15.07.2024 at the General Meeting of the shareholders held on 20.09.2021. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 02.09.2023, approved the re-appointment of Mr. Balakrishna Tati as Executive Chairman and Managing Director of the Company for a term of three years commencing from 16.07.2024 to 15.07.2027 with a remuneration of Rs. 5,00,000 per month plus 1.5% of profit.

Accordingly, the Board of Directors recommends the passing of the above Resolution as a Special Resolution as set out in the item no. 4 of the notice for reappointment of Mr. Balakrishna Tati.

Save and except, Mr. Balakrishna Tati, Managing Director being an appointee and Mrs. Padma Tati, Non-Executive Director, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice. Information in accordance with Schedule V of Companies Act, 2013

**Information in accordance with Schedule V of Companies Act, 2013:**

**I. GENERAL INFORMATION**

1	Nature of Industry: Food and Food Products			
2	Date or expected date of commencement of commercial: The Company started its commercial operations in the year 1980.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: NA			
4	Financial performance based on given indications:			
		<b>2022-23</b>	<b>2021-22</b>	<b>2020-21</b>
		<b>(Amt. in Lakhs)</b>	<b>(Amt. in Lakhs)</b>	<b>(Amt. in Lakhs)</b>
	Turnover	3711.71	532.22	21.241
	Net profit after Tax	115.37	17.83	9.67
5	Foreign investments or collaborations, if any: Not Applicable			

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**II. INFORMATION ABOUT THE APPOINTEE:**

1	Background Details: Mr. Balakrishna Tati, aged 57 years, is an Industrialist with an experience of more than 36 years.
2	Past Remuneration: 36,00,000/- per annum
3	Recognition or Awards: Nil
4	Job Profile and his suitability: Mr. Balakrishna Tati will lead the Company as the Managing Director and by virtue of his rich experience of 36 years in the market, he can turn around the performance of the Company and take it to greater heights.
5	Remuneration proposed: As set out in the resolution for the Item No.4 the remuneration to Mr. Balakrishna Tati, Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors. He will be paid remuneration as per Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with limits prescribed under Schedule V of Act.
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. Balakrishna Tati and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is holding 1,97,69,586 Equity Shares of the Company.

**III. OTHER INFORMATION**

1	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the production and efficiency which in turn will add to the growth of the business as well as the profitability.
2	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will increase considerably in the coming years.

**Item No. 5**

**APPOINTMENT OF MS. PALLAVI HANDIQUE (DIN: 10303612) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

Ms. Pallavi Handique was appointed as Additional Director of the Company on 02.09.2023 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015 in the category of 'Non-Executive Independent', who holds office up to the date of ensuing Annual General Meeting or three months from the date of her appointment, whichever is earlier and are eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013.

The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Ms. Pallavi Handique for the office of Director in Independent category. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Ms. Pallavi Handique as 'Non-executive Independent Director' for a term up to 5 consecutive years commencing from the date of her appointment as an Additional Director i.e. w.e.f. 02.09.2023 to 01.09.2028.

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution set out in the item no. 5 of the notice for appointment of Ms. Pallavi Handique as an Independent Director.

Save and except Ms. Pallavi Handique, Independent Director, being the appointees, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in their respective Resolutions set out in the notice.

**Item No. 6**

**APPOINTMENT OF MS. PADMA TATI (DIN: 02415708) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

The Board of Directors in the meeting held on 02.09.2023, appointed Ms. Padma Tati as an Additional Director (Category: Non-Executive) of the Company with effect from 02.09.2023 who holds office upto the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 6 of the notice for appointment of Ms. Padma Tati as Non-Executive and Non-Independent Director of the Company.

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Save and except Ms. Padma Tati being an appointee and Mr. Balakrishna Tati, Managing Director of the Company none of the other Directors/ Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, directly or indirectly, in the Resolution set out in the notice.

**Item No. 7**

**APPOINTMENT OF MR. VISHAL JETHALIA (DIN: 07184223) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

The Board of Directors in the meeting held on 02.09.2023, appointed Mr. Vishal Jethalia as an Additional Director (Category: Non-Executive) of the Company with effect from 02.09.2023 who holds office upto the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 7 of the notice for appointment of Mr. Vishal Jethalia as Non-Executive and Non-Independent Director of the Company.

Save and except Mr. Vishal Jethalia, being an appointee, none of the other Directors/ Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, directly or indirectly, in the Resolution set out in the notice.

**Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]**

<b>Name of the Director</b>	<b>Mr. Mohit Rathi</b>	<b>Mr. Balakrishna Tati</b>	<b>Ms. Pallavi Handique</b>
DIN	07184150	02181095	10303612
Date of Birth	04/11/1988	27/10/1964	25.10.1965
Age	34 Years	58 Years	57 years
Date of First Appointment on the Board	12/07/2021	16/07/2021	02.09.2023
Qualification and Experience	M.Sc. Wealth Management- 28 years of experience in coffee industry	BA, LLB- 11 years of Experience in coffee industry	BA Around 15 years if experience in corporate training and communication

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			skills.
Expertise inspecific functional areas	Regulatory Management & Finance	Marketing, trading, Finance & Accounting and Legal and General Management	Human Resource Development and training
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*	Nil	Nil	Nil
Shareholding	30,93,101 Equity Shares	1,97,69,586 Equity Shares	Nil
Inter se relationship with any Director	No	Husband of Mrs. Padma Tati, Non-Executive Director	Nil
Skills and Capabilities required forthe role andthe mannerin which theproposed person meets such requirements	Finance and Wealth Management & Legal	Marketing, trading, Finance & Accounting and Legal and General Management	Human Resource Development and communication skills training

<b>Name of the Director</b>	<b>Ms. Padma Tati</b>	<b>Mr. Vishal Jethalia</b>	<b>Ms. Preeti</b>
DIN	02415708	07184223	09662113
Date of Birth	10-08-1970	20.01.1972	06.07.1984
Age	53 Years	51 years	39 years
Date of First Appointment on the Board	02.09.2023	02.09.2023	02.09.2023
Qualification and Experience	Graduate and has an experience of about 25 years in the field of Agricultural Products and contract farming.	Chartered accountant by education and now NRI based in Russia for last 20 years and well conversant with Russian language and having own business of Food	Qualified Company Secretary, she has an experience of working as a CS in different Companies



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		Products with an Annual Turnover of approx. US\$ 12 to 15 million.	
Expertise in specific functional areas	Agricultural Products and contract farming.	Sales & Marketing, Marketing strategy to develop long-term plan for achieving a company's goals by understanding the needs of customers and creating a distinct and sustainable competitive advantage	Legal and Secretarial works
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*	Nil	Nil	1.Elitecon International Limited 2.A F Enterprises Limited 3.Rajnish Wellness Limited Member in Nomination and Remuneration Committee of Elitecon International Limited Member of Audit and Stakeholder relationship committee of A F Enterprises Limited
Shareholding	8,17,646 Equity Shares (0.78 %)	39,33,556 Equity Shares (3.76 %)	Nil
Inter se relationship with any Director	Wife of Mr. Balakrishna Tati (Managing Director)	Promoter Director of the Subsidiary Company.	Nil
Skills and Capabilities required for the role and the manner in	Contract farming.	Sales & Marketing, Finance &	Legal, Secretarial and regulatory

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which the proposed person meets such requirements		Development of works	
		Brand Value.	

**Item No. 8**

**INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

The present Authorised Share Capital of the Company is Rs. 110,00,00,000/- (Rupees One Hundred & Ten Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares having face value of Rs. 10/- each. Considering the future expansion plans of the Company, the Board at its Meeting held on 02<sup>nd</sup> September 2023, had accorded its approval for increasing the Authorised Share Capital to Rs. 1,15,00,00,000/- (Rupees One Hundred & Fifteen Crore Ony) divided into 11,50,00,000 (Eleven Crore & Fifty Lakhs) Equity Shares having face value of Rs. 10/- each subject to necessary approval of shareholder and other regulatory approvals if any.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from Rs. 110,00,00,000/- (Rupees One Hundred & Ten Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares having face value of Rs. 10/- each to Rs. 1,15,00,00,000/- (Rupees One Hundred & Fifteen Crore Ony) divided into 11,50,00,000 (Eleven Crore & Fifty Lakhs) Equity Shares having face value of Rs. 10/- each and each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V(a) of the Memorandum of Association would also require alteration/substituted to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

Accordingly, the Board of Directors recommends the passing of the above resolution as a ordinary Resolution as set out in the item no. 8 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

**Item No. 9**

**TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS OTHER THAN PROMOTERS:**

The Company is in the business of manufacturing, processing, exporting, planting, cultivation, buying and selling of Instant coffee, Instant Chicory, Roasted and Ground Coffee, Coffee Substitutes and other allied coffee products including coffee seeds, tea etc. and to support the expansion of business by undertaking

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backward integration, acquisition of machinery and for general corporate purposes and to meet with the enhancement working capital requirements on account of expansion requires infusion of funds. Such fund requirements can be met by the Company either through raising of capital or borrowed fund or combination of both.

Hence, to ensure the smooth flow of the business, the Board of Directors of the Company at their meeting held on 02<sup>nd</sup> September, 2023, subject to the necessary approvals, considered and approved raising of funds by issue of upto to 72,00,000 (Seventy-Two Lakhs) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 25/- (Rupees Twenty-Five Only) per warrant including a premium of Rs. 15/- (Rupees Fifteen Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) to the proposed allottees as mentioned below on preferential basis pursuant to sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI (LODR) Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of Warrants/ Convertible Warrants the shareholding of the Promoters and Promoter Group may change as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations “) are as follows:**

**1. Objects of the Preferential Issue:**

**The object of the issue is: -**

- For working capital requirements of the Company-Not less than Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs Only).
- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 4,50,00,000/- (Rupees Four Crore Fifty Lakhs Only).

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement.

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The said proceeds will be used within a period of 12 months from the date of receipts of funds or from the date the funds can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company.

**2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches up to 72,00,000 (Seventy-Two Lakhs) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 25/- (Rupees Twenty-Five Only) per warrant including a premium of Rs. 15/- (Rupees Fifteen Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 18,00,00,000/- (Rupees Eighteen Crore Only).

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company is listed exclusively on BSE Limited and the Equity Shares are frequently traded.

As per the provisions of Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Equity Shares will be issued at a price of Rs. 25/- (Rupees Twenty-Five Only) per share which is not less than the higher of the following:

- a. Rs. 23.81/- per Share being the 90 Trading days volume weighted average price of the Company’s shares quoted on the Stock Exchange (BSE Limited) preceding the Relevant Date; or
- b. Rs. 24.75/- per Share being the 10 Trading days volume weighted average prices of the Company’s shares quoted on the Stock Exchange (BSE Limited) preceding the Relevant Date;

The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is **Monday, 28th August 2023** i.e., 30 days prior to the date of Passing of the Special Resolution in the Annual General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

The Calculation of minimum issue price as prescribed under Chapter V of SEBI (ICDR) Regulations, 2018 as issued by M/s. Vivek Surana & Associates, Practicing Company Secretary can also be accessed on the company website on the following link at [www.vcbl.coffee](http://www.vcbl.coffee).

**4. Name and Address of Valuer who performed Valuation:**

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Not Applicable

**5. Amount which the Company intends to raise by way of issue of Warrants/ Convertible Warrants:**

Upto Rs. 18,00,00,000/- (Rupees Eighteen Crore Only).

**6. Material terms of issue of Warrants/ Convertible Warrants:**

The issue of Warrants shall be subject to the following terms and conditions:

- i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- ii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- iii. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and

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Articles of Association of the Company;

- ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

**7. Principal terms of Assets charged as securities:**

Not Applicable

**8. Intention/ Contribution of promoters/directors/key managerial personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue and allotment of Warrants.

**9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

The shareholding pattern of the Company before the proposed issue of Warrants and after the allotment and conversion of the same in to Equity Shares.

Sl. #	Category	Pre-issue shareholding		Post- issue shareholding	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
<b>A</b>	<b>Promoters and Promoter Group Holding</b>				
<b>A1</b>	Indian				
	Individuals/Hindu undivided Family	2,88,94,762	27.60	2,88,94,762	25.82
	Body Corporate	5,51,540	0.53	5,51,540	0.49
<b>A2</b>	Foreign				-
	Body Corporate		18.48		17.29

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		1,93,47,055		1,93,47,055	
	<b>Sub Total A=A1+A2</b>		<b>46.60</b>		<b>43.60</b>
		<b>4,87,93,357</b>		<b>4,87,93,357</b>	
<b>B</b>	<b>Non-Promoter Holding</b>				-
B1	Institutions (Domestic)	-	-	-	-
B2	Institutions (Foreign)	-	-	-	-
B3	Central Government/ State Government(s)/ President of India	-	-	-	-
B4	Non-Institutions				-
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	59,38,561	5.67	59,38,561	5.31
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	2,15,99,056	20.63	2,59,99,056	23.23
	Non Resident Indians (NRIs)	1,06,52,646	10.17	1,34,52,646	12.02
	Bodies Corporate	1,69,98,726	16.24	1,69,98,726	15.19
	HUF	5,78,199	0.55	5,78,199	0.52
	Clearing Members	1,20,557	0.12	1,20,557	0.11
	LLP	22,307	0.02	22,307	0.02
	<b>Sub Total B=B1+B2+B3+B4</b>	<b>5,59,10,052</b>	<b>53.40</b>	<b>6,31,10,052</b>	<b>56.40</b>
<b>C</b>	<b>Non Promoter-Non Public</b>				-
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
	<b>Grand Total</b>	<b>10,47,03,409</b>	<b>100.00</b>	<b>11,19,03,409</b>	<b>100.00</b>

**10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s). Further, upon exercise of the option by the allottee to convert the warrants, the company will ensure that the allotment of equity shares pursuant to exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

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There shall be no change in management or control of the Company pursuant to the issue and allotment of warrants and conversion of the same in to equivalent number of equity shares.

**12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the current financial year i.e., from April 01, 2023, no preferential allotment has been made to any person by the Company.

**13. Valuation for consideration other than cash:**

Not applicable.

**14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

Not applicable.

**15. Lock-in:**

The Equity Shares to be allotted on conversion of warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

**16. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**17. Certificate:**

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of close of remote e-voting period. The certificate of the practising company secretary can also be accessed on the company website on the following link at [www.vcbl.coffee](http://www.vcbl.coffee).



**VINTAGE COFFEE AND BEVERAGES LIMITED**  
**202, Oxford Plaza, 9-1-129/1, SD Road, Secunderabad-500003, Telangana**

email id: [cs@vintagecoffee.in](mailto:cs@vintagecoffee.in), Mobile: 9154080891

CIN: L15100TG1980PLC161210

**18. Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

Sr . No .	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post allotment of warrants & conversion of the same in to Equity Shares		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Aadya Conjeevaram	Non-Promoter Public	N.A.	-	-	50,000	50,000	0.04	Non-Promoter Public
2	Bhavani Rudra	Non-Promoter Public	N.A.	-	-	1,00,000	1,00,000	0.09	Non-Promoter Public
3	Chandra Shekar Rao Munugal	Non-Promoter Public	N.A.	-	-	4,00,000	4,00,000	0.36	Non-Promoter Public

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	a								
4	Hari Prasad Bonthapally	Non-Promoter Public	N.A.	-	-	4,00,000	4,00,000	0.36	Non-Promoter Public
5	Krunal Rohitkumar Shah	Non-Promoter Public	N.A.	-	-	3,50,000	3,50,000	0.31	Non-Promoter Public
6	Rama Devi Munugala	Non-Promoter Public	N.A.	-	-	3,00,000	3,00,000	0.27	Non-Promoter Public
7	Sneha Sadwani	Non-Promoter Public	N.A.	500	0.00	28,00,000	28,00,500	2.50	Non-Promoter Public
8	Tati Bhaskar	Non-Promoter Public	N.A.	67,821	0.06	18,00,000	18,67,821	1.67	Non-Promoter Public
9	Veeraiah Rachakonda	Non-Promoter Public	N.A.	-	-	50,000	50,000	0.04	Non-Promoter Public
10	Venkata Ramana Duggirala	Non-Promoter Public	N.A.	-	-	3,00,000	3,00,000	0.27	Non-Promoter Public
11	Vithoba Narayana Bonthapalli	Non-Promoter Public	N.A.	-	-	6,50,000	6,50,000	0.58	Non-Promoter Public

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said warrants to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in item no. 9 in the accompanying notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at item no. 9 of the Notice.

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**Item No. 10**

**APPOINTMENT OF MS. PREETI (DIN: 09662113) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

Ms. Preeti was appointed as Additional Director of the Company on 02.09.2023 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015 in the category of 'Non-Executive Independent', who holds office up to the date of ensuing Annual General Meeting or three months from the date of her appointment, whichever is earlier and are eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013.

The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Ms. Preeti for the office of Director in Independent category. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Ms. Preeti as 'Non-executive Independent Director' for a term up to 5 consecutive years commencing from the date of her appointment as an Additional Director i.e. w.e.f. 02.09.2023 to 01.09.2028.

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution set out in the item no. 10 of the notice for appointment of Ms. Preeti as an Independent Director.

Save and except Ms. Preeti, Independent Director, being the appointees, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in their respective Resolutions set out in the notice.

For and on behalf of the Board  
**For Vintage Coffee and Beverages Limited**  
(Previously Known as Spaceage Products Limited)

Place: Secunderabad  
Date: 02.09.2023

Sd/-  
Balakrishna Tati  
Chairman and Managing Director  
DIN: 02181095

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**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 10/2022 and 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 and 10/2022 dated 28th December, 2022 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 Circular No. 03/2022 dated 05.05.2022, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No.10/2022 dated December 28, 2022 Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. The Deemed Venue of the 43rd AGM of the Company shall be its Registered Office
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

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7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.vcbl.coffee](http://www.vcbl.coffee). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on 24.09.2023 at 9:00A.M. and ends on 26.09.2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20.09.2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20.09.2023.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service</li></ol>

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	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.



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(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the

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Scrutinizer by e-mail to Vivek Surana & Associates with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@vintagecoffee.in](mailto:cs@vintagecoffee.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@vintagecoffee.in](mailto:cs@vintagecoffee.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**VINTAGE COFFEE AND BEVERAGES LIMITED**  
**202, Oxford Plaza, 9-1-129/1, SD Road, Secunderabad-500003, Telangana**

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**email id: cs@vintagecoffee.in, Mobile: 9154080891**

**CIN: L15100TG1980PLC161210**

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@vintagecoffee.in. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Dividend related Notes:**

1. Members may note that the Board of Directors, in its meeting held on May 15, 2023 has recommended a dividend of Rs. 0.05/- per share for fiscal year 2022-23. The record date for the purpose of dividend will be 20.09.2023. The dividend, once approved by the members in the ensuing AGM will be paid within 30 days from the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company and Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the pay-out date.

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2. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate email will be sent at the registered email ID of the members describing about the detailed process to submit the documents/ declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/ declarations by the members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company [www.vcbl.coffee](http://www.vcbl.coffee). Shareholders holding shares in physical form may write to the company/ company's R&T agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
3. Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2023 to 27.09.2023 (both days inclusive), for the purpose of AGM and for determining the name of members eligible for dividend on equity shares, if declared at AGM. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be downloaded from the Company website [www.vcbl.coffee](http://www.vcbl.coffee). Members are requested to submit the said details to their DPIn case the shares are held by them in electronic form and to the Company's R&T Agent Purva Shareregistry (India) Pvt. Ltd in case the shares are held in physical form by sending an email to [support@purvashare.com](mailto:support@purvashare.com).
4. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after 04.10.2023 as under:
  - to all the Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories viz. National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on 20.09.2023 (viz. the "Record Date");
  - to all the Members in respect of shares held in physical form after giving effect to their valid transfer or transmission or transposition requests lodged with the Company, if any, as at the close of business hours on 20.09.2023.

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates as applicable to various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments made thereto from time to time. Some of the major features of the latest tax provisions on dividend distribution are stated as hereunder for a quick reference.

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2022-23 provided PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

However, no TDS shall be deducted on the dividend payable to a resident Individual if the total dividend to be received by them during Financial Year 2022-2023 does not exceed Rs. 5,000/-Please

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note that this includes the previous dividend(s) paid, if any, and future dividend(s) which may be paid, during the Financial Year 2022-2023, if declared.

In cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no tax at source shall be deducted. Apart from the above, since the TDS/ Withholding rates are different for resident and nonresident shareholders, members are requested to confirm their residential status as per the provisions of the Income Tax Act 1961, by sending an email at support@purvashare.com with cc to cs@vintagecoffee.in Company shall arrange to email the soft copy of TDS certificate of the Members at their registered email ID in due course, post payment of the dividend amount and in remaining cases where no email ID is registered, TDS certificates shall be posted to the Members.

In view of above provisions, the shareholders are requested to update their PAN with the Company/R&T Agent (in case shares held in physical mode) and with the depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN but not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H in the aforesaid manner, to avail the benefit of non-deduction of tax at source, by sending email to cs@vintagecoffee.in upto 5.00 p.m. (IST) on 26.09.2023.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F or any other document which may be required to avail the tax treaty benefits under the provisions of Income Tax Act, 1961 by sending an email to cs@vintagecoffee.in upto 5.00 p.m. (IST) on 26.09.2023.

For and on behalf of the Board  
**For Vintage Coffee and Beverages Limited**  
(Previously Known as Spaceage Products Limited)

Sd/-

**Balakrishna Tati**

Chairman and Managing Director

DIN: 02101895

Place: Secunderabad

Date: 02.09.2023