



Vivek Surana & Associates

Practicing Company Secretaries

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir / Madam,

Subject: Application for “In-principle approval” for issue and allotment of 1,45,55,000 equity shares and 12,50,000 Fully Convertible Warrants Fully Convertible Warrants to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, Vivek Surana & Associates, Practicing Company Secretaries have verified the relevant records and documents of **Vintage Coffee and Beverages Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

1. The proposed allottees have not sold any shares of the company during the 90 trading days period prior to the relevant date i.e., 16.02.2024 (Since 17.02.2024 is a non-trading day)
2. The allotment shall be in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and amendments thereof.
3. The proposed allottees and the beneficial owners to proposed allottees have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities
4. The equity shares to be issued on a preferential shall rank pari-passu in all respects including dividend entitlement with the existing equity shares of the company.
5. The allotment of equity shares/ warrants/ convertible securities and equity shares issued on conversion of warrants/ convertible securities will be made only in dematerialized form and fully paid-up.
6. The lock-in of pre-preferential holding (if any) of the allottees would be further extended upto 90 trading days from the last date of trading approval from all the Stock Exchanges to be in compliance with Regulation 167 (6) of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

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7. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42, Section 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013, and RBI requirements. Further, the company will comply with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
8. The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.
9. Offers have been made only to such persons whose names are recorded by the Company prior to the invitation to subscribe as per the requirements of Section 42 of the Companies Act, 2013
10. Total number of person to whom offer /invitation to subscribe to the securities has been made, including any previous offer/ invitation, is not more than 200 persons in aggregate in a financial year
11. Allotment w.r.t invitation made earlier of the security offered under present issue or any other kind of security made earlier have been completed / withdrawn / abandoned.
12. Neither the proposed allottees, the beneficial owners to proposed allottees, issuer, its promoters and directors is a wilful defaulter as defined under Regulation 2 (1) (III) of SEBI (ICDR) Regulations, 2018 or a fraudulent borrower

OR

~~"<Name of the issuer> / <name>, the promoter(s) of the issuer / <name> the director(s) of the issuer, <name> of the proposed allottee and the beneficial owners to proposed allottees is a wilful defaulter as defined under Regulation 2 (1) (III) of SEBI (ICDR) Regulations, 2018 or a fraudulent borrower and disclosures in this regard has been made at <place of disclosure>, as per the format given in said regulation."~~

13. None of the proposed allottees, the beneficial owners to proposed allottees, issuer, its promoters and directors is a fugitive economic offender as defined under Regulation 2(1) (p) of SEBI (ICDR) Regulations, 2018.
14. the issuer, its whole-time directors, person(s) responsible for ensuring compliance with the securities laws, its promoters and the companies which are promoted by any of them are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.



15. The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.
16. ~~If the allottee(s) belong to promoter / promoter group, • no person belonging to promoter(s) or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations~~
17. Consideration of specified securities, if paid in cash, shall be received from respective allottee's bank account.
18. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.
19. The Company does not have any outstanding dues to SEBI, stock exchanges or depositories.

OR

~~The Company has outstanding dues of Rs. _____ with SEBI/Stock Exchange/ Depositories which are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority. [Note: Company to provide details of the pending appeal along with current/ latest status]~~

20. Company has appointed <name of monitoring agency> as monitoring agency in terms of Regulation 162A of SEBI (ICDR) Regulations, 2018 (Applicable if the issue size exceeds 100 crores) **Not Applicable since the issue size is less than Rs 100 Crores.**

For Vivek Surana & Associates
Practicing Company Secretaries



Vivek Surana
Proprietor
M. No: A24531, CP No. 12901
Peer Review Cer. No. 1809/2022
Place: Hyderabad
Date:21.02.2024