



Date: 23.07.2025

To,  
**BSE Limited,**  
Corporate Services Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
**Mumbai, Maharashtra – 400001**

To,  
**National Stock Exchange of India Limited,**  
Corporate Relation Department,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra East,  
**Mumbai, Maharashtra – 400051**

Scrip Code: 538920

Symbol: VINCOFE

**Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 -Corrigendum to the Notice of the 02nd Extra-Ordinary General Meeting**

Dear Sir/Madam,

This in reference to the Notice of the 02nd Extra-Ordinary General Meeting ("EGM") dated 04th July, 2025, which was dispatched to the shareholders on 08<sup>th</sup> July, 2025. The EGM is scheduled to be held on Wednesday, 30th July, 2025 at 4:05 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the provisions of the Companies Act, 2013, applicable rules thereunder, Secretarial Standard on General Meetings (SS-2), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws.

With respect to the proposed preferential issue of securities as contained the EGM Notice, the Company had submitted an application for In-Principle Approval under Regulation 28(1) of the SEBI Listing Regulations to the stock exchanges.

BSE Limited (via communication dated 16th July, 2025) and National Stock Exchange of India Limited (via letter dated 18th July, 2025) have recommended certain additions/modifications to the EGM Notice. Accordingly, the Board of Directors of the Company through Circular Resolution on 23rd July 2025, approved the following:

### 1. Reallocation of Equity Shares

The Board resolved to withdraw the allotment of Equity Shares previously proposed to Mr. Sanjeev Agarwal (2,00,000 Equity Shares) & Mr. Pawan Agrawal (50,000 Equity Shares) and reallocate those shares among other proposed allottees.

The revised allocation is as follows:

Name of the Proposed Allottee	Original Allocation	Additional	Total
Anmol Rashes Bhansali	2,50,000	1,25,000	3,75,000
Mukesh Saraswat	1,25,000	35,000	1,60,000
Farida Savio Fernandes	60,000	40,000	1,00,000
Vimala Ramchandra Patel	60,000	15,000	75,000
Hariom Sarda	50,000	15,000	65,000
Dipikaben Kamleshbhai Patel	50,000	10,000	60,000
Anita Jitendra Shah	50,000	10,000	60,000

### 2. Approval of Corrigendum to the Notice of the 02nd Extra-Ordinary General Meeting

The Board has approved the Corrigendum to the Notice of the 2nd Extra-Ordinary General Meeting scheduled to be held on Wednesday, 30th July, 2025 at 4:05 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

# VINTAGE COFFEE AND BEVERAGES LIMITED

Formerly known as "Spaceage Products Ltd"

(CIN No. L15100TG1980PLC161210)

Regd. & Corporate office : 202, Oxford Plaza, No.9-1-129/1, S.D.Road, Secunderabad- 500003, Telangana, INDIA  
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This Corrigendum incorporates the recommendations of BSE Limited and the National Stock Exchange of India Limited, along with the aforementioned modifications to the proposed issue of securities.

A copy of the said Corrigendum is also made available on the website of the Company at [www.vcbl.coffee](http://www.vcbl.coffee).

This is for the information and records of the Exchange, please.

Thanking you,

Yours sincerely,

**For Vintage Coffee and Beverages Limited**

**Balakrishna Tati**  
**Managing Director**  
**DIN: 02181095**

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**CORRIGENDUM TO THE 02ND EXTRA-ORDINARY GENERAL MEETING ("EGM") DATED  
04TH JULY, 2025**

To,  
The Members of Vintage Coffee and Beverages Limited

This corrigendum is being issued to inform the members of the Company about certain alterations / modifications made to the Resolution Number 2 and Explanatory Statement in respect of Item Number 2 and 3 of the Notice convening the 02nd Extra-Ordinary General Meeting (EGM) of the Company.

This Corrigendum shall form an integral part of the original EGM Notice, which has been or will be circulated to the Shareholders of the Company. Accordingly, from the date of this Corrigendum, the Notice of the EGM shall be read in conjunction with this Corrigendum.

This Corrigendum is also being made available on the following platforms:

- The website of the Company at [www.vcbl.coffee](http://www.vcbl.coffee).
- The website of the National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- The website of the Stock Exchange where the equity shares of the Company are listed.

All other terms and contents of the Notice of the 02nd Extra-Ordinary General Meeting, except as specifically modified or supplemented by this Corrigendum, shall remain unchanged.

**ITEM NUMBER 2: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-INSTITUTIONAL AND QUALIFIED INSTITUTIONAL BUYERS UNDER THE NON-PROMOTER CATEGORY:**

**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 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments 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”), 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 in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”), and/or any other competent authority(ies) (collectively referred to as the “Applicable Regulatory Authorities”), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange, and subject to the requisite approvals, consents, permissions and/or sanctions, if any, of the Applicable Regulatory Authorities, and subject to such terms, conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution), and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot and deliver, in one or more tranches, up to 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, at a price of Rs. 124/- (Rupees One Hundred Twenty-Four only) per Equity Share, aggregating up to an amount not exceeding Rs. 186,00,00,000/- (Rupees One Hundred Eighty-Six Crore only), on a preferential basis for cash to Non-Institutional Investors and Qualified Institutional Buyers (QIBs), under the non-promoter category (“Proposed Equity Allottees”), in accordance with the SEBI ICDR Regulations and other applicable laws.”

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### Details of Proposed Equity Allottees

Sr. No.	Name of the Equity Proposed Allottees	Maximum No. of Equity Shares to be allotted	Current Status / Category
1.	Bandhan Small Cap Fund	43,55,000	QIP Non-Promoter Public
2.	Astorne Capital VCC - Arven	25,88,000	QIP Non-Promoter Public
3.	Nuvama Enhanced Dynamic Growth Equity (Edge) Fund	12,10,000	QIP Non-Promoter Public
4.	Vikasa India EIF I Fund	10,10,000	QIP Non-Promoter Public
5.	India Emerging Giants Fund Limited	10,10,000	QIP Non-Promoter Public
6.	Tibrevala Electronics Limited	8,10,000	Body Corporate Non-Promoter Public
7.	Av Rn Kiran	6,45,000	Individual Non-Promoter Public
8.	Anmol Rashesh Bhansali	3,75,000	Individual Non-Promoter Public
9.	Nikhil Arvind Ranawat	2,00,000	Individual Non-Promoter Public
10.	Ajaykumar Rambhai Patel	2,00,000	Individual Non-Promoter Public
11.	Mukesh Saraswat	1,60,000	Individual Non-Promoter Public
12.	Vijay Laljibhai Patel	1,36,000	Individual Non-Promoter Public
13.	Ekta Credit Pvt. Ltd.	1,20,000	Body Corporate Non-Promoter Public
14.	ICM Finance Private Limited	1,20,000	Body Corporate Non-Promoter Public
15.	Farida Savio Fernandes	1,00,000	Individual Non-Promoter Public
16.	Deepa Purvesh Shah Purvesh Rajnikant Shah	1,00,000	Individual Non-Promoter Public
17.	Gadgil Saurabh V	1,00,000	Individual Non-Promoter Public
18.	Anushka Munjal Shah	1,00,000	Individual Non-Promoter Public
19.	Mangal Keshav Capital Limited	1,00,000	Body Corporate Non-Promoter Public
20.	Shaila V Merchant	1,00,000	Individual Non-Promoter Public
21.	R S Family Trust	1,00,000	Trust Non-Promoter Public
22.	Nayna Narendra Shah	1,00,000	Individual Non-Promoter Public
23.	Ajay M Vaghasia	1,00,000	Individual Non-Promoter Public
24.	Juhi Shreyans Shah	1,00,000	Individual Non-Promoter Public
25.	Saumya Sanjay Goenka	1,00,000	Individual Non-Promoter Public
26.	Royal Realty Projects Management Private Limited	1,00,000	Body Corporate Non-Promoter Public
27.	SVK Realty & Investment	81,000	Firm Non-Promoter Public
28.	Vimala Ramchandra Patel	75,000	Individual Non-Promoter Public
29.	Hariom Sarda	65,000	Individual Non-Promoter Public
30.	Dipikaben Kamleshbhai Patel	60,000	Individual Non-Promoter Public
31.	Anita Jitendra Shah	60,000	Individual Non-Promoter Public
32.	Sumit Suresh Mhatre	50,000	Individual Non-Promoter Public
33.	Darshan Ramesh Chauhan	50,000	Individual Non-Promoter Public
34.	Mangesh Ramesh Chauhan	50,000	Individual Non-Promoter Public
35.	Usha Devi	50,000	Individual Non-Promoter Public
36.	Akanksha Rishabh Nemani	50,000	Individual Non-Promoter Public
37.	Sunishka Anuj Khetan	50,000	Individual Non-Promoter Public
38.	Deepa Suresh Gada	50,000	Individual Non-Promoter Public
39.	Rajesh Shamji Patel	50,000	Individual Non-Promoter Public
40.	Arun Alibaba	50,000	Individual Non-Promoter Public
41.	Tiger Assets Private Limited	50,000	Body Corporate Non-Promoter Public
42.	Ambey Bhawani Projects Private Limited	10,000	Body Corporate Non-Promoter Public
43.	Shubh Labh Merchants Private Limited	10,000	Body Corporate Non-Promoter Public
<b>Total</b>		<b>15,00,000</b>	

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**“RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

**“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 the Equity Shares, shall be 30th June 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting.”

**“RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- j) The Equity Shares so allotted to the Proposed Equity Allottees 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 thereunder.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

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**“RESOLVED FURTHER THAT** pursuant to the SEBI ICDR Regulations 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, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.”

**“RESOLVED FURTHER THAT** the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.”

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM NUMBER 2: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-INSTITUTIONAL AND QUALIFIED INSTITUTIONAL BUYERS UNDER THE NON-PROMOTER CATEGORY:**

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for the following purposes:

1. Expansion of Business Operations: In alignment with our long-term growth strategy, the funds will be deployed to scale up operations, enter new markets, and enhance our competitive position in the industry.
2. General Corporate Purposes and Working Capital Requirements: A portion of the proceeds will also be used to meet the Company’s working capital needs, improve overall liquidity, and cover general corporate expenses essential for the smooth functioning of day-to-day business operations.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on **04<sup>th</sup> July 2025**. In accordance with Sections 23, 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 SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, at a price of Rs. 124/- (Rupees One Hundred Twenty-Four only) per Equity Share, aggregating up to an amount not exceeding Rs. 186,00,00,000/- (Rupees One Hundred Eighty-Six Crore only), on a preferential basis to Non-Institutional Investors and Qualified Institutional Buyers (QIBs), under the non-promoter category to the proposed allottees as given below (“Proposed Equity Allottees”), in accordance with the SEBI ICDR Regulations and other applicable laws on preferential and private placement subject to approval of Shareholders.

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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 equity shares, the shareholding of the Promoters and Promoter Group may decrease 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:**

**Subject to compliance with applicable laws and regulations, the issue proceeds are proposed to be utilised as under:**

S. No.	Purpose for which issue proceeds is proposed to be utilized	Amount in Rs.
1.	To make investments in the Company’s wholly owned subsidiaries for capital expenditure relating to new and existing projects;	1,00,00,00,000
2.	To make investments in the Company’s wholly owned subsidiaries to meet their working capital requirements and that of the Company;	28,52,60,000
3.	To meet expenses related to the Issue; and	10,97,40,000
4.	For general corporate purposes of the Company and its subsidiaries.	46,50,00,000
<b>Total</b>		<b>1,86,00,00,000</b>

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.

As the proposed total issue size including warrants and equity is exceeding Rupees 100 crores, Pursuant to Regulation 162A of SEBI ICDR Regulations, the Board has appointed M/s. Infomermics Valuation and Rating Limited agency registered with SEBI to monitor the proceeds of the issue and to submit its report to the Company, on a quarterly basis, till hundred percent of the proceeds of the issue have been utilised (“Monitoring Agency”).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

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**2. The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing:**

The Board of Directors of the Company at their meeting held on 04 July, 2025 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, at a price of Rs. 124/- (Rupees One Hundred Twenty-Four only) per Equity Share, aggregating up to an amount not exceeding Rs. 186,00,00,000/- (Rupees One Hundred Eighty-Six Crore only), on a preferential basis to Non-Institutional Investors and Qualified Institutional Buyers (QIBs), under the non-promoter category, in accordance with the SEBI ICDR Regulations and other applicable laws.

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

- a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- h) The Equity Shares so allotted to the Proposed Equity Allottees 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 thereunder.

**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 are frequently traded and are listed on both BSE Limited and the National Stock Exchange of India Limited ("NSE"). In accordance with Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the National Stock Exchange of India Limited has been identified as the Recognised Stock Exchange for the purpose of determining the pricing of the Equity Shares.

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 30<sup>th</sup> June 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary 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.

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**Pricing for allotment on preferential basis for other allottees:**

In terms of the Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity Shares can be issued is the highest of the following:

- a. Rs. 106.72/- per share being the volume weighted average price of the Company's equity shares quoted on the NSE during the 90 trading days immediately preceding the Relevant Date; or
- b. Rs. 122.24/- per share being the volume weighted average price of the Company's equity shares quoted on the NSE during the 10 trading days immediately preceding the Relevant Date.

**Pricing for allotment on preferential basis for QIB Allottees:**

In terms of the Regulation 164(4) of the SEBI, the minimum price at which the Equity Shares can be issued at a price not less than the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date which is calculated as Rs. 122.24.

Further, in terms of Regulation 166A(1) of SEBI ICDR Regulations, the preferential issue shall not result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert.

Pursuant to the above, the minimum floor price of Rs. 122.24/- per equity share to be issued and allotted, has been determined taking into account and Regulation 164(1) and 164(4) of the SEBI ICDR Regulations, payable in cash. Accordingly, the Board of the Company has fixed the Issue Price of each Equity Share of Rs. 124/- including premium of Rs. 114/-, which is above the floor price i.e. minimum issue price as determined in compliance with the requirements of the SEBI ICDR Regulations.

Valuation Report from Independent Registered Valuer is not applicable as per Chapter V of SEBI ICDR Regulations. However, the Company has voluntarily opted for the Valuation Report from the Independent Registered Valuer for determining the price as a good practice. Hence, Valuation is done by only considering Market approach and the Valuer has not considered Asset approach and Income approach. The price determined through Valuation Report of M/s Nuren Lodaya & Associates, Practicing Company Secretary and Bhavesh M Rathod Chartered Accountants, Registered Valuer – SFA is Rs. 122.24/- per share and the same can also be accessed on the company website on the following link at <https://vcbl.coffee/certificates/>

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

Bhavesh M Rathod Chartered Accountants, Registered Valuer – SFA

**Office Add:** Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101

**Registered Add:** 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

**Email:** bhavesh@cabr.in Mobile: +91 9769 11 34 90

and the same can also be accessed on the company website on the following link at <https://vcbl.coffee/certificates/>

**5. Amount which the Company intends to raise by way of issue of Equity Shares:**

Upto Rs. 186,00,00,000/- (Rupees One Hundred Eighty-Six Crore only).

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

Not Applicable

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**7. 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 or furtherance of objects.

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

Sl. No.	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>				
1	Indian				
	Individuals/Hindu undivided Family	2,92,70,762	22.50	3,10,70,762	21.07
	Body Corporate	6,11,711	0.47	6,11,711	0.41
2	Foreign				
	Body Corporate	1,93,47,055	14.87	1,98,47,055	13.46
	<b>Sub Total (A)</b>	<b>4,92,29,528</b>	<b>37.84</b>	<b>5,15,29,528</b>	<b>34.94</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
1	<b>Institutions</b>				
1a	<b>Institutions (Domestic)</b>				
	Mutual Funds	29,52,765	2.27	73,07,765	4.95
	Alternate Investment Funds	2,92,700	0.23	15,02,700	1.02
	Venture Capital	-	-	25,88,000	1.75
1b	<b>Institutions (Foreign)</b>				
	Foreign Portfolio Investors Category I	37,55,274	2.89	57,75,274	3.92
	Foreign Portfolio Investors Category II	11,85,350	0.91	11,85,350	0.80
	<b>Sub Total (B1)</b>	<b>81,86,089</b>	<b>6.29</b>	<b>1,83,59,089</b>	<b>12.45</b>
2	<b>Non – Institutions</b>				
2a	Individuals (share Capital up to Rs. 2 lakhs)	1,59,62,077	12.27	1,59,62,077	10.82
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	3,20,72,093	24.66	3,54,98,093	24.07
2c	Non-Resident Indians (NRIs)	73,19,732	5.63	731,9,732	4.96
2d	Bodies Corporate	1,34,87,453	10.37	1,48,07,453	10.04
2e	Any Other (specify)	38,26,437	2.94	40,07,437	2.72
	<b>Sub Total (B2)</b>	<b>7,22,66,792</b>	<b>55.86</b>	<b>7,91,28,986</b>	<b>52.61</b>
	<b>Sub-Total (B) [B1+ B2]</b>	<b>8,08,53,881</b>	<b>62.16</b>	<b>9,59,53,881</b>	<b>65.06</b>
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>13,00,83,409</b>	<b>100.00</b>	<b>14,74,83,409</b>	<b>100.00</b>

\* The Post-Issue Shareholding Percentage is calculated on the basis of the total post-issue paid-up share capital, assuming (a) full subscription of securities and conversion of warrants into equity shares.

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

The allotment of Equity Shares 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).

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

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

**11. 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 financial year, the Company has made a preferential allotment of equity shares upon conversion of warrants into equity shares, as detailed below:

- i. 16,00,000 Equity Shares to 7 persons in the Board Meeting held on 14<sup>th</sup> April 2025; &
- ii. 28,00,000 Equity Shares to 3 persons in the Board Meeting held on 29<sup>th</sup> April 2025.

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

Not Applicable

**13. 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

**14. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) of the SEBI ICDR Regulations.

**15. 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.

**16. 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. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://vcbl.coffee/certificates/>

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**17. 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. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**18. 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.

**19. 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		Maximum No. of shares to be issued	Shareholding post allotment of Equity *		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Bandhan Small Cap Fund	QIP Non-Promoter Public	**	16,71,993	1.29	43,55,000	60,26,993	4.09	QIP Non-Promoter Public
2.	Astorne Capital VCC - Arven	QIP Non-Promoter Public	***	-	-	25,88,000	25,88,000	1.75	QIP Non-Promoter Public
3.	Nuvama Enhanced Dynamic Growth Equity (Edge) Fund	QIP Non-Promoter Public	Ajay Girish Vora Nikhil Ramesh Ranka	-	-	12,10,000	12,10,000	0.82	QIP Non-Promoter Public
4.	Vikasa India EIF I Fund	QIP Non-Promoter Public	Mark Andrew Rankin  Dorsey Randall Buttram  Roshen Pujari	-	-	10,10,000	10,10,000	0.68	QIP Non-Promoter Public
5.	India Emerging Giants Fund Limited	QIP Non-Promoter Public	Arvind Krishnan	-	-	10,10,000	10,10,000	0.68	QIP Non-Promoter Public
6.	Tibrewala Electronics Limited	Body Corporate Non-Promoter Public	Jyoti Prakash Tibrewala	-	-	8,10,000	8,10,000	0.55	Body Corporate Non-Promoter Public
7.	Av Rn Kiran	Individual Non-Promoter Public	Not Applicable	-	-	6,45,000	6,45,000	0.44	Individual Non-Promoter Public
8.	Anmol Rashesh Bhansali	Individual Non-Promoter Public	Not Applicable	-	-	3,75,000	3,75,000	0.25	Individual Non-Promoter Public

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Sr. No.	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		Maximum No. of shares to be issued	Shareholding post allotment of Equity *		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
9.	Nikhil Arvind Ranawat	Individual Non-Promoter Public	Not Applicable	-	-	2,00,000	2,00,000	0.14	Individual Non-Promoter Public
10.	Ajaykumar Rambhai Patel	Individual Non-Promoter Public	Not Applicable	-	-	2,00,000	2,00,000	0.14	Individual Non-Promoter Public
11.	Mukesh Saraswat	Individual Non-Promoter Public	Not Applicable	4,000	0.00	1,60,000	1,64,000	0.11	Individual Non-Promoter Public
12.	Vijay Laljibhai Patel	Individual Non-Promoter Public	Not Applicable	7,600	0.01	1,36,000	1,43,600	0.10	Individual Non-Promoter Public
13.	Ekta Credit Pvt. Ltd.	Body Corporate Non-Promoter Public	Isha Khaitan	-	-	1,20,000	1,20,000	0.08	Body Corporate Non-Promoter Public
14.	ICM Finance Private Limited	Body Corporate Non-Promoter Public	Dharmesh Mehta	-	-	1,20,000	1,20,000	0.08	Body Corporate Non-Promoter Public
15.	Farida Savio Fernandes	Individual Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.07	Individual Non-Promoter Public
16.	Deepa Purvesh Shah Purvesh Rajnikant Shah	Individual Non-Promoter Public	Not Applicable	26,700	-	1,00,000	1,00,000	0.09	Individual Non-Promoter Public
17.	Gadgil Saurabh V	Individual Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.07	Individual Non-Promoter Public
18.	Anushka Munjal Shah	Individual Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.07	Individual Non-Promoter Public
19.	Mangal Keshav Capital Limited	Body Corporate Non-Promoter Public	Paresh Navnittal Bhagat	-	-	1,00,000	1,00,000	0.07	Body Corporate Non-Promoter Public
20.	Shaila Merchant V	Individual Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.07	Individual Non-Promoter Public
21.	R S Family Trust	Trust Non-Promoter Public	Jugjeet Sundersingh Bhavnani Anju Jugjeetsingh Bhavnani Ritika Jagjeet Singh Bhavnani	-	-	1,00,000	1,00,000	0.07	Trust Non-Promoter Public

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Sr. No.	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		Maximum No. of shares to be issued	Shareholding post allotment of Equity *		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
22.	Nayna Narendra Shah	Individual Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.07	Individual Non-Promoter Public
23.	Ajay M Vaghasia	Individual Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.07	Individual Non-Promoter Public
24.	Juhi Shreyans Shah	Individual Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.07	Individual Non-Promoter Public
25.	Saumya Sanjay Goenka	Individual Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.07	Individual Non-Promoter Public
26.	Royal Realty Projects Management Private Limited	Body Corporate Non-Promoter Public	Rajesh Kanakrai Parekh	-	-	1,00,000	1,00,000	0.07	Body Corporate Non-Promoter Public
27.	SVK Realty & Investment	Firm Non-Promoter Public	Amisha Vinod Shah Manish Shah Mohit Shah	2,662	0.00	81,000	83,662	0.06	Firm Non-Promoter Public
28.	Vimala Ramchandra Patel	Individual Non-Promoter Public	Not Applicable	-	-	75,000	75,000	0.05	Individual Non-Promoter Public
29.	Hariom Sarda	Individual Non-Promoter Public	Not Applicable	7,000	0.01	65,000	72,000	0.05	Individual Non-Promoter Public
30.	Dipikaben Kamleshbhai Patel	Individual Non-Promoter Public	Not Applicable	-	-	60,000	60,000	0.04	Individual Non-Promoter Public
31.	Anita Jitendra Shah	Individual Non-Promoter Public	Not Applicable	-	-	60,000	60,000	0.04	Individual Non-Promoter Public
32.	Sumit Suresh Mhatre	Individual Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Individual Non-Promoter Public
33.	Darshan Ramesh Chauhan	Individual Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Individual Non-Promoter Public
34.	Mangesh Ramesh Chauhan	Individual Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Individual Non-Promoter Public
35.	Usha Devi	Individual Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Individual Non-Promoter Public
36.	Akanksha Rishabh Nemani	Individual Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Individual Non-Promoter Public

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Sr. No.	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		Maximum No. of shares to be issued	Shareholding post allotment of Equity *		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
37.	Sunishka Anuj Khetan	Individual Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Individual Non-Promoter Public
38.	Deepa Suresh Gada	Individual Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Individual Non-Promoter Public
39.	Rajesh Shamji Patel	Individual Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Individual Non-Promoter Public
40.	Arun Alibaba	Individual Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Individual Non-Promoter Public
41.	Tiger Assets Private Limited	Body Corporate Non-Promoter Public	Raghav Arvind Chaudhary	-	-	50,000	50,000	0.03	Body Corporate Non-Promoter Public
42.	Ambey Bhawani Projects Private Limited	Body Corporate Non-Promoter Public	Poonam Sarda Rajesh Sarda	36,92,172	2.84	10,000	37,02,172	2.51	Body Corporate Non-Promoter Public
43.	Shubh Labh Merchants Private Limited	Body Corporate Non-Promoter Public	Poonam Sarda Rajesh Sarda	3,28,909	0.25	10,000	3,38,909	0.23	Body Corporate Non-Promoter Public

\* The Post-Issue Shareholding Percentage is calculated on the basis of the total post-issue paid-up share capital, assuming (a) full subscription of securities and conversion of warrants in to equity shares.

\*\* Mutual Fund schemes are open ended in nature and hence there are subject to continuous subscription and redemption on an ongoing basis. Owing to this it is difficult to ascertain at any point in time holding of any one investor in the mutual fund scheme. However, the investors of the mutual fund schemes do not have any control or decision-making authority over the mutual fund.

\*\*\* The Allottee is FPI Category I Investors, hence the Ultimate Beneficial Ownership is not applicable.

## 20. SEBI Takeover Code:

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

## 21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

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## 22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

## 23. Other disclosures/undertaking:

- a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.
- d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

## 24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters.

Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

## 25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

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 equity shares 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 issue of equity shares would be within the Authorised Share Capital of the Company.

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 Number 2 in the accompanying notice for approval by the Members.

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A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

None of the promoter and promoter group, Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution except to the extent to their shareholding in the Company.

**ITEM NUMBER 3: TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS TO THE PROMOTER / PROMOTER GROUP CATEGORY AND NON-INSTITUTIONAL BUYERS UNDER THE NON-PROMOTER CATEGORY:**

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for the following purposes:

1. Expansion of Business Operations: In alignment with our long-term growth strategy, the funds will be deployed to scale up operations, enter new markets, and enhance our competitive position in the industry.
2. General Corporate Purposes and Working Capital Requirements: A portion of the proceeds will also be used to meet the Company's working capital needs, improve overall liquidity, and cover general corporate expenses essential for the smooth functioning of day-to-day business operations.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 04<sup>th</sup> July 2025 In accordance with Sections 23, 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 SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 24,00,000 (Twenty-Four Lakh) Fully Convertible Warrants ("Warrants") for cash at an issue price of Rs. 124/- (Rupees One Hundred Twenty-Four only) per Warrant, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, aggregating to a total of Rs. 29,76,00,000/- (Rupees Twenty-Nine Crore Seventy-Six Lakh only) to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis for cash, and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of 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 equity shares, the shareholding of the Promoters and Promoter Group may decrease 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:**

**Subject to compliance with applicable laws and regulations, the issue proceeds are proposed to be utilised as under:**

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S. No.	Purpose for which issue proceeds is proposed to be utilized	Amount in Rs.
1	To make investments in the Company's wholly-owned subsidiaries to meet their working capital requirements and that of the Company;	22,32,00,000
2	For general corporate purposes of the Company and its subsidiaries.	7,44,00,000
<b>Total</b>		<b>29,76,00,000</b>

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.

As the proposed total issue size including warrants and equity is exceeding Rupees 100 crores, Pursuant to Regulation 162A of SEBI ICDR Regulations, the Board has appointed M/s. Infomeric Valuation and Rating Limited agency registered with SEBI to monitor the proceeds of the issue and to submit its report to the Company, on a quarterly basis, till hundred percent of the proceeds of the issue have been utilised ("Monitoring Agency").

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

- The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing:**

The Board of Directors of the Company at their meeting held on July 4, 2025 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, at a price of Rs. 124/- (Rupees One Hundred Twenty-Four only) per Equity Share, aggregating up to an amount not exceeding Rs. 186,00,00,000/- (Rupees One Hundred Eighty-Six Crore only), on a preferential basis to Non-Institutional Investors and Qualified Institutional Buyers (QIBs), under the non-promoter category, in accordance with the SEBI ICDR Regulations and other applicable laws.

- 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 are frequently traded and are listed on both BSE Limited and the National Stock Exchange of India Limited ("NSE"). In accordance with Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the National Stock Exchange of India Limited has been identified as the Recognised Stock Exchange for the purpose of determining the pricing of the Equity Shares.

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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 30<sup>th</sup> June 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary 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.

**Pricing for allotment on preferential basis for other allottees:**

In terms of the Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity Shares can be issued is the highest of the following:

- a. Rs. 106.72/- per share being the volume weighted average price of the Company's equity shares quoted on the NSE during the 90 trading days immediately preceding the Relevant Date; or
- b. Rs. 122.24/- per share being the volume weighted average price of the Company's equity shares quoted on the NSE during the 10 trading days immediately preceding the Relevant Date.

**Pricing for allotment on preferential basis for QIB Allottees:**

In terms of the Regulation 164(4) of the SEBI, the minimum price at which the Equity Shares can be issued at a price not less than the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date which is calculated as Rs. 122.24.

Further, in terms of Regulation 166A(1) of SEBI ICDR Regulations, the preferential issue shall not result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert.

Pursuant to the above, the minimum floor price of Rs. 122.24/- per equity share to be issued and allotted, has been determined taking into account and Regulation 164(1) and 164(4) of the SEBI ICDR Regulations, payable in cash. Accordingly, the Board of the Company has fixed the Issue Price of each Equity Share of Rs. 124/- including premium of Rs. 114/-, which is above the floor price i.e. minimum issue price as determined in compliance with the requirements of the SEBI ICDR Regulations.

Valuation Report from Independent Registered Valuer is not applicable as per Chapter V of SEBI ICDR Regulations. However, the Company has voluntarily opted for the Valuation Report from the Independent Registered Valuer for determining the price as a good practice. Hence, Valuation is done by only considering Market approach and the Valuer has not considered Asset approach and Income approach. The price determined through Valuation Report of M/s Nuren Lodaya & Associates, Practicing Company Secretary and Bhavesh M Rathod Chartered Accountants, Registered Valuer – SFA is Rs. 122.24/- per share and the same can also be accessed on the company website on the following link at <https://vcbl.coffee/certificates/>

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

Bhavesh M Rathod Chartered Accountants, Registered Valuer – SFA

**Office Add:** Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101

**Registered Add:** 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

**Email:** bhavesh@cabr.in Mobile: +91 9769 11 34 90

and the same can also be accessed on the company website on the following link at <https://vcbl.coffee/certificates/>.

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

Up to 24,00,000 (Twenty-Four Lakh) Fully Convertible Warrants (“Warrants”) for cash at an issue price of Rs. 124/- (Rupees One Hundred Twenty-Four only) per Warrant, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company (“Equity Shares”) at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants

**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 Warrant Allottees 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 Warrant 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 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;
- vi. 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;
- vii. 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;
- viii. 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.
- ix. 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.

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- x. 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.
- xi. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange 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.
- xii. The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for conversion of warrants in to Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

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

Not Applicable

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

The current preferential issue of convertible warrants is being made to certain Directors and Promoters of the Company, namely:

Name	Designation
Tati Sai Teja	Promoter & Whole-time Director
Vishal Jethalia	Promoter & Non-Executive Non-Independent Director
Mohit Rathi	Promoter & Non-Executive Non-Independent Director
Chin Corp Holding Pte Limited	Promoter Group
Kranthi Yarkali Kranthi Kumar	Chief Financial Officer

Apart from them no other promoters / directors / key managerial personnel are subscribing to the offer.

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

Sl. No.	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>				
1	Indian				
	Individuals/Hindu undivided Family	2,92,70,762	22.50	3,10,70,762	21.07
	Body Corporate	6,11,711	0.47	6,11,711	0.41
2	Foreign				
	Body Corporate	1,93,47,055	14.87	1,98,47,055	13.46
	<b>Sub Total (A)</b>	<b>4,92,29,528</b>	<b>37.84</b>	<b>5,15,29,528</b>	<b>34.94</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
1	<b>Institutions</b>				
1a	<b>Institutions (Domestic)</b>				
	Mutual Funds	29,52,765	2.27	73,07,765	4.95
	Alternate Investment Funds	2,92,700	0.23	15,02,700	1.02

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Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
	Venture Capital	-	-	25,88,000	1.75
1b	<b>Institutions (Foreign)</b>				
	Foreign Portfolio Investors Category I	37,55,274	2.89	57,75,274	3.92
	Foreign Portfolio Investors Category II	11,85,350	0.91	11,85,350	0.80
	<b>Sub Total (B1)</b>	<b>81,86,089</b>	<b>6.29</b>	<b>1,83,59,089</b>	<b>12.45</b>
2	<b>Non – Institutions</b>				-
2a	Individuals (share Capital up to Rs. 2 lakhs)	1,59,62,077	12.27	1,59,62,077	10.82
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	3,20,72,093	24.66	3,54,98,093	24.07
2c	Non-Resident Indians (NRIs)	73,19,732	5.63	731,9,732	4.96
2d	Bodies Corporate	1,34,87,453	10.37	1,48,07,453	10.04
2e	Any Other (specify)	38,26,437	2.94	40,07,437	2.72
	<b>Sub Total (B2)</b>	<b>7,22,66,792</b>	<b>55.86</b>	<b>7,91,28,986</b>	<b>52.61</b>
	<b>Sub-Total (B) [B1+ B2]</b>	<b>8,08,53,881</b>	<b>62.16</b>	<b>9,59,53,881</b>	<b>65.06</b>
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>13,00,83,409</b>	<b>100.00</b>	<b>14,74,83,409</b>	<b>100.00</b>

\* The Post-Issue Shareholding Percentage is calculated on the basis of the total post-issue paid-up share capital, assuming (a) full subscription of securities and conversion of warrants into equity shares.

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

The allotment of Convertible 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).

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

There shall be no change in management or control of the Company pursuant to the issue and allotment of Warrants and subsequent conversion of warrants into 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 financial year, the Company has made a preferential allotment of equity shares upon conversion of warrants into equity shares, as detailed below:

i. 16,00,000 Equity Shares to 7 persons in the Board Meeting held on 14<sup>th</sup> April 2025:

&

ii. 28,00,000 Equity Shares to 3 persons in the Board Meeting held on 29<sup>th</sup> April 2025.

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

Not Applicable

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- 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 Warrants and Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) 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. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://vcbl.coffee/certificates/>

- 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. All the equity shares held by the Proposed Warrant 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.

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**20. Name and Identity of Proposed Warrant 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 Warrant Allottees proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Convertible Maximum no. Warrants to be issued	Shareholding post allotment of Equity *		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Tati Sai Teja	Promoter	Not Applicable	3,77,025	0.29	15,00,000	18,77,025	1.27	Promoter
2	Chin Corp Holding Pte Limited	Promoter	Michael Chin Tommy Chin Patrick Chin	1,93,47,055	14.87	5,00,000	1,98,47,055	13.46	Promoter
3	Vishal Jethalia	Promoter	Not Applicable	33,09,556	2.54	2,00,000	35,09,556	2.38	Promoter
4	Mohit Rathi	Promoter	Not Applicable	30,93,101	2.38	1,00,000	31,93,101	2.17	Promoter
5	Conjeevaram Jawahar	Individual Non-Promoter Public	Not Applicable	15,000	0.01	50,000	65,000	0.04	Individual Non-Promoter Public
6	Yarkali Kranthi Kumar	Individual Non-Promoter Public	Not Applicable	-	-	25,000	25,000	0.02	Individual Non-Promoter Public
7	Dronavalli Sreeya	Individual Non-Promoter Public	Not Applicable	37,477	0.03	25,000	62,477	0.04	Individual Non-Promoter Public

*\*The Post-Issue Shareholding Percentage is calculated on the basis of the total post-issue paid-up share capital, assuming (a) full subscription of securities and conversion of warrants in to equity shares.*

**21. SEBI Takeover code:**

In the present case none of the Proposed Warrants Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

**22. Holding of shares in demat form, non-disposal of shares by the Proposed Warrants Allottees and lock-in period of shares:**

The entire shareholding of the Proposed Warrants Allottees in the Company, if any is held by them in dematerialized form. The Proposed Warrants Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Warrants Allottees have Permanent Account Number. The lock-in kindly refers to above point.

**23. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

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**24. Other Disclosures/Undertaking:**

- a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.
- d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- g) The Proposed Warrants Allottees have further confirmed that the Proposed Warrants Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

**25. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Allotment is proposed to be made to Promoter and Non-Promoters.

Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**26. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

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 equity shares 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 issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company is of the opinion that the proposed issue is in the best interest of the Company. Accordingly, the Board recommends the Special Resolution set out at Item Number 3 of the accompanying Notice for approval by the Members.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

**VINTAGE COFFEE AND BEVERAGES LIMITED**

Formerly known as "Spaceage Products Ltd"

(CIN No. L15100TG1980PLC161210)

Regd. & Corporate office : 202, Oxford Plaza, No.9-1-129/1, S.D.Road, Secunderabad- 500003, Telangana, INDIA

Phone +91 040 40266650, Fax: +91 040 27700805 | E-mail: info@vcbl.coffee | Website: www.vcbl.coffee



None of the promoter and promoter group, Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution, except Mr. Tati Balakrishna, Mr. Mohit Rathi, Mr. Kranthi Yarkali Kranthi Kumar, and Mr. Sai Teja Tati, and their respective relatives, to the extent of the securities proposed to be allotted to them on a preferential basis except to the extent to their shareholding in the Company..

Thanking you,

Yours sincerely,

**For Vintage Coffee and Beverages Limited**

**Balakrishna Tati**  
**Managing Director**  
**DIN: 02181095**

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