



To,

Date: 28.05.2026

BSE Limited P. J. Towers, Dalal Street Mumbai – 400001	National Stock Exchange of India Limited, Corporate Relation Department Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051
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Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2026 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018

Unit: Vintage Coffee and Beverages Limited; Scrip Code: 538920, NSE Symbol: VINCOFE

With reference to the subject cited, please find enclosed Annual Secretarial Compliance Report for the year ended 31.03.2026 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018.

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

Thanking you.

Yours sincerely,
For Vintage Coffee and Beverages Limited

Balakrishna Tati
Chairman and Managing Director
DIN: 02181095

Encl: as above

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



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SECRETARIAL COMPLIANCE REPORT OF VINTAGE COFFEE AND BEVERAGES LIMITED FOR THE YEAR ENDED 31.03.2026

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Vintage Coffee and Beverages Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at 202, Oxford Plaza, 9-1-129/1, SD Road, Secunderabad-500003, Telangana. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and to provide our observations thereon. Based on our verification of the listed entity's books, papers, forms and returns etc., and also the information provided by the listed entity, we hereby report the compliance status of the listed entity during the review period covering the financial year ended on 31st March, 2026 as mentioned below:

We, **Vivek Surana & Associates**, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to me and explanation provided by **Vintage Coffee and Beverages Limited** ("the listed entity"),
- (b) the filings / submissions made by the listed entity to the stock exchanges (BSE Limited and National Stock Exchange of India Limited),
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended 31st March, 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable.

Plot No. 8-2-603/23/3, 2nd Floor, Banjara Hills, Road No. 10, Hyderabad-500034, Telangana
Ph: +91 9959581348, Email: viveksurana24@gmail.com





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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible) Regulations, 2021; **Not Applicable**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable.
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 162 of SEBI (ICDR) Regulations, 2018	Reg 162 of SEBI (ICDR) Regulation, 2018	Conversion of convertible warrants into equity shares beyond the stipulated time of 18 months from the date of allotment	NSE	Fine imposed vide email dated 18.03.2026	Non-compliance of Regulation 162(1) of SEBI (ICDR) Regulations, 2018	Rs. 4,00,000 plus GST.	The Board of Directors in its meeting held on 16.04.2024 has allotted 12,50,000 convertible warrants on 16.04.2024, which were required to be converted within a period of 18 months from the date of allotment i.e., 15.10.2025.	The Company has paid the fine on 25.11.2025	-
2.				--	--	Non-compliance of Regulation 162(1) of SEBI (ICDR) Regulat	Rs. 4,00,000 plus GST		The Company has paid the fine to BSE Limited on 20.03.2026 voluntarily.	-

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						ions, 2018		However, the Company has converted the said warrants into equity shares on 04.11.2025 with a delay of 20 days.		
3.	In case of convertible securities or warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.	3 rd proviso to Regulation 167(1) of SEBI (ICDR) Regulations, 2018.	Non compliance with lock-in provisions under SEBI ICDR Regulations	NSE	Advisory letter	Non-compliance of 3 rd proviso to Regulation 167(1) of SEBI (ICDR) Regulations, 2018.	-	The listed entity has applied for listing of 12,50,000 equity shares of Rs. 10/- each on conversion of warrants issued on preferential basis - 12,50,000 warrants were allotted on 16-Apr-2024. As per the applicable provisions, the said warrants were required to remain under lock-in till 15-Apr-2025. However, the same were kept under lock-in from 29-May-2024 to 10-Sep-2024 i.e. less than period of 1 year from the date of allotment, resulting in a non-compliance of 3 rd proviso to Regulation	The management has taken note of the observation and will ensure strict compliance with applicable regulatory provisions going forward.	

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									167(1) of SEBI (ICDR) Regulations, 2018.		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations/made in the secretarial compliance report for the year ended March 31, 2025	Compliance Requirement (Regulations/circular/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company has paid penalty of Rs. 5000/- plus GST to BSE on 27.12.2024 for Delay in filing of related party transactions on consolidated basis	Non-compliance with disclosure of related party transactions on consolidated basis.	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Non-compliance with disclosure of related party transactions on consolidated basis	The Board meeting was held on 28.10.2024. The company filed the same on 29.10.2024.	Fine was paid by the Company on 27.12.2024

(c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	Nil

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	<ul style="list-style-type: none">All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI		
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	Nil
4.	Disqualification of Director (s): None of the Director (s) of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examines w.r.t.: <ul style="list-style-type: none">a) Identification of material subsidiary companiesb) Disclosure requirement of material as well as other subsidiaries	Yes	Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: <ul style="list-style-type: none">a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; orb) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee	Yes NA	Nil The listed entity has obtained prior approval of Audit Committee

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9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	mentioned in the table given above under point (a).
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no appointment/ reappointment/ resignation of Statutory auditor in the listed entity during the review period.
13.	No additional non-compliances observed: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	Nil

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46 (2) (za) of the LODR Regulations. **Not applicable**



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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the Company up to the date of this Report pertaining to the financial year ended March 2026.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
7. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

For Vivek Surana & Associates



Vivek Surana
Proprietor

M. No. A24531 C.P No: 12901

UDIN: A024531H000518321

PR: 1809/2022

Firm Registration No. – S2014TL278800

Place: Hyderabad

Date: 28.05.2026

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