



To,
BSE Limited,
Corporate Services Department,
P.J. Towers, Dalal Street,
Mumbai, Maharashtra - 400001

Date: 23.07.2024

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Notice of 44th Annual General Meeting of the Members of the Company

Ref: Scrip Code: 538920

In pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 44th Annual General Meeting for the Financial Year 2023-24 of the Members of the Company scheduled to be held on **Wednesday, August 14, 2024 at 10:30 A.M. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).

We are submitting herewith Notice of 'AGM' of the Company along with explanatory statement, which is being dispatched to the Members as on **23rd July, 2024**.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on the resolution as set out in the AGM Notice.

The e-voting shall commence on **Saturday, 10th August 2024, at 9.00 a.m. (IST)** and shall end on **Tuesday, 13th August 2024 at 5.00 p.m. (IST)**.

The copy of the said AGM Notice is also uploaded on the website of the Company i.e. **<https://vcbl.coffee/in>**.

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

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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NOTICE

NOTICE is hereby given that the 44th **Annual General Meeting** (“AGM”) of the Members of **VINTAGE COFFEE AND BEVERAGES LIMITED** will be held on **Wednesday, August 14, 2024 at 10:30 A.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1:

ADOPTION OF FINANCIAL STATEMENTS ALONG WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

To receive, consider, approve and adopt the Audited Financial Statements of the Company (Standalone & Consolidated) for the year ended March 31, 2024, including audited balance sheet as at March 31, 2024, the Statement of Profit & Loss for the year ended as on that date together with the Reports of the Board of Directors and the Auditors thereon.

ITEM NO. 2:

DECLARATION OF DIVIDEND ON THE EQUITY SHARES:

To declare dividend at the rate of 0.50% i.e. ₹0.05 per equity share of ₹10/- each for the financial year ended March 31, 2024.

ITEM NO. 3:

RE-APPOINTMENT OF MR. VISHAL JETHALIA AS DIRECTOR WHO LIABLE TO RETIRE BY ROTATION

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution:**

To appoint a Director in place of Mr. Vishal Jethalia (DIN: 07184223), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Vishal Jethalia (DIN: 07184223), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby re-appointed as an Executive Non-Independent Director of the Company, liable to retire by rotation.”



SPECIAL BUSINESS:

ITEM NO. 4:

TO APPOINT MR. SANJIBAN BRATA ROY (DIN: 08607188), AS AN INDEPENDENT DIRECTOR:

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 Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sanjiban Brata Roy (DIN: 08607188), who was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee, at its meeting held on May 18, 2024 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and who meets the criteria of independence as provided in Section 149(6) of the Act and rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an independent director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of two (2) consecutive years commencing from May 18, 2024.

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

ITEM NO. 5:

TO REVISION IN THE REMUNERATION OF MR. BALAKRISHANA TATI (DIN: 02181095), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT further to the resolutions passed at the 43rd Annual General Meeting of the Company held on 27th September, 2023 for remuneration payable to Mr. Balakrishna Tati (DIN:02181095), Chairman & Managing Director of the Company and pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“hereinafter referred to as the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions, if any, of the Act (including any statutory modifications or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for revision in the maximum remuneration payable to Mr. Balakrishna Tati **with effect from July 16, 2024** for the remaining period of his tenure ending on **July 15, 2027** including upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:-



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1.	Salary	₹ 10,00,000 per month with effect from July 16, 2024 with such increments as the Committee / Board may approve from time to time plus 2.5% commission of the net profits of the Company.
2.	Perquisites	<p>a. Medi-claim Group Insurance: As per the rules of the Company</p> <p>b. Personal Accident Insurance: As per the rules of the Company</p> <p>c. Annuity Plans: As per the rules of the Company</p> <p>d. Gratuity: As per the rules of the Company</p> <p>e. Bonus: As per the rules of the Company</p> <p>f. Performance Linked Incentive (PLI): As may be decided by the Committee/Board from time to time</p> <p>g. Company's Cars and Telephone: Use of Company's Cars along with driver and telephone at the residence and mobile phone for official use purposes</p> <p>h. Any other allowances: As per rules of the Company</p>

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Mr. Balakrishna Tati, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to Mr. Balakrishna Tati, Chairman & Managing Director of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter, vary and/or modify the terms and conditions of the said appointment and/ or remuneration, perquisites, allowances, benefits and amenities payable to Mr. Balakrishna Tati in such manner as may be agreed to between the Board of Directors and Mr. Balakrishna Tati in accordance with the Act or such other applicable provisions or any amendment thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

For and on behalf of the Board of Directors
Vintage Coffee and Beverages Limited

Balakrishna Tati
Managing Director
DIN: 02181095

Place: Secunderabad
Date: 23.07.2024



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NOTES TO THE NOTICE: -

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) read together with other previous Circulars issued by MCA in this regard (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (“SEBI”) read together with other previous Circulars issued by SEBI in this regard (collectively referred to as “SEBI Circulars”), companies are permitted to convene the AGM through VC or OAVM without physical presence of the Members at a common venue till September 30, 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the “Act”) and SEBI (LODR) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC/OAVM. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the AGM through VC/ OAVM is explained hereunder and is also available on the website of the Company at www.vcbl.coffee.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.

Further, additional information pursuant to 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the ICSI, in respect of Directors seeking reappointment at this AGM as mentioned in Item No. 4 is provided in **Annexure-A** and information required to be disclosed under the provisions of IInd Proviso to Section II, Part-II of Schedule V of the Act as mentioned in Item No. 4 is provided in **Annexure-B** to the notice.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Members intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote on their behalf at the AGM.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In the case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report 2024 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DPs. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2024 has been uploaded on the website of the Company at www.vcbl.coffee. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.



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7. Members are requested to support “**Green Initiative**” by registering / updating their e-mail address (es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Purva Shareregistrty (India) Private Limited, Registrar and Share Transfer Agent (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with RTA on support@purvashare.com to enable the Company to send electronic communications.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, August 7, 2024 to Wednesday, August 14, 2024** (both days inclusive) for the purpose of Annual General Meeting and for determining the names of the Members eligible for final dividend on equity shares for the financial year ended March 31, 2024, if declared at the Annual General Meeting.
9. The Board of Directors at its meeting held on May 18, 2024, had recommended payment of final dividend on equity shares @ ₹ 0.05 (0.50%) per equity share on the face value of ₹10 for the financial year 2023-24. The dividend so recommended by the Board, if declared by the members at the Annual General Meeting, shall be paid within statutory time limit to those members:
 - (a) whose names appear as beneficial owners at the end of the business hours on **Wednesday, August 7, 2024** being the record (cut off) date in the list of beneficial owners to be provided by NSDL and CDSL in respect of shares held in electronic (demat) form and
 - (b) whose names appear in the Register of Members of the Company on **Wednesday, August 7, 2024**, after giving effect to valid transmission/ transposition requests lodged with the Company as of the close of business hours on **Wednesday, August 7, 2024**.
10. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the members. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of final dividend, if declared by the members. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.
11. SEBI has made it mandatory for all listed companies to use the bank account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.



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12. Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participant(s). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants/ DDs and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants/DDs as per the applicable Regulations. For Members who have not updated their bank account details, dividend warrants /demand drafts will be sent to their registered addresses.
13. Members are requested to note that dividend warrant if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF.
14. Relevant documents referred to in the Notice as well as annual accounts will be available for inspection by the members in electronic mode up to the date of the Annual General Meeting. The notice of 44th Annual General Meeting and Annual Report of your Company for Financial Year 2023-24 would also be made available on the Company's website: www.vcbl.coffee.
15. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 and register of Contracts and arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members during the AGM in electronic mode. Members can inspect the same by sending an e mail to cs@vintagecoffee.in.
16. Members can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
17. Members are requested to send in their queries at least a week in advance to the Company Secretary and Compliance officer at cs@vintagecoffee.in to facilitate clarifications during the AGM.
18. The venue of the AGM shall be deemed to be the Registered Office of the Company at 202, Oxford Plaza, 9-1-129/1, S. D. Road, Secunderabad, Telangana – 500003.
19. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**

Voting through electronic means:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Members using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.



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- b) The Members who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
- c) The remote e-voting period commences on **Saturday, 10th August, 2024 at 9:00 a.m.** and ends on **Tuesday, 13th August, 2024 at 5:00 p.m.** During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record (cut off) date i.e., **Wednesday, 7th August, 2024**, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Members, the Members shall not be allowed to change it subsequently.
20. The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the record (cut off) date i.e., **Wednesday, 7th August, 2024**.
21. Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the record (cut off) date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
22. **Instructions for shareholders to vote electronically:**

Remote e-Voting Instructions for shareholders:

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

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

Step 1: Access to NSDL e-Voting system





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click



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



Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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



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

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

- 1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- 3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****



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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001**** and EVEN is 101456 then user ID is 101456001****

5) **Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6) **If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7) After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.



- 8) Now, you will have to click on “**Login**” button.
- 9) After you click on the “**Login**” button, the homepage of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “**EVEN**” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “**VC/OAVM**” link placed under “**Join Meeting**”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (i.e. Vivek Surana & Associates) by e-mail to viveksurana24@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.



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Process for those Shareholders whose email ids/mobile no. are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

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

The Instructions for Members for E-Voting on the day of the AGM are as under:-

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

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining AGM through VC/OAVM shall open 30 minutes before the time scheduled for AGM and will be available for Members on first come first served basis.



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3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@vintagecoffee.in. The same will be replied by the company suitably.

Instructions for Shareholders/ Members to Speak (Speaker registration) during the Annual General Meeting:

1. Shareholders who would like to speak during the meeting must register their request by **Wednesday, 7th August, 2024** with the company on the email id cs@vintagecoffee.in in mentioning their name, demat account number/ folio number, e-mail id, mobile number created for the general meeting.
2. Further, Members who would like to seek any information with regard to the Accounts or any matter to be placed at the Meeting are requested to write to the Company in advance within the aforesaid date and time, by following the similar process as stated above. The same will be replied by the Company suitably.
3. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
4. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 35th AGM.
5. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

For and on behalf of the Board of Directors
Vintage Coffee and Beverages Limited

Balakrishna Tati
Chairman & Managing Director
DIN: 02181095

Place: Secunderabad

Date: 23.07.2024



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:

To appoint Mr. Sanjiban Brata Roy (DIN: 08607188), as an Independent Director of the Company:

The Board of Directors of the Company at its meeting held on May 18, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Sanjiban Brata Roy (DIN: 08607188) as an Additional Director (Non-Executive and Independent) under the provisions of Section 161 of the Companies Act, w.e.f. May 18, 2024 to hold office upto the date of ensuing Annual General Meeting of the Company or three months from the date of his appointment (whichever is earlier), to hold office upto the date of AGM and thereafter subject to the approval of members therein.

The Company has received a notice from one of the members under Section 160 of the Companies Act, proposing that Mr. Sanjiban Brata Roy be appointed as an Independent Director.

Mr. Sanjiban Brata Roy is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as director. The Company has received a declaration from him that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Sanjiban Brata Roy fulfills the specified in the Act and the rules framed thereunder and the Listing Regulations for appointment as Independent Director and he is independent of the management.

The details required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed as Annexure to the Notice.

Save and except, Mr. Sanjiban Brata Roy, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution respectively.

The Board recommends the resolutions set forth at **item no. 4** of the Notice for the approval of the members as an special resolution.

Information required to be disclosed under the provisions of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and as per Secretarial Standard on General Meetings is given in **Annexure - A**.



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ANNEXURE "A"

DETAILS OF DIRECTORS SEEKING APPOINTMENT (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND AS PER SECRETARIAL STANDARDS ON GENERAL MEETINGS

The particulars of Mr. Sanjiban Brata Roy, Non-Executive & Independent Director who are proposed to be re-appointed, are given below:

A.	Name of Director	Sanjiban Brata Roy
B.	Brief Resume	
i.	DIN	08607188
ii	Date of Birth	01.01.952
iii	Qualification	<ul style="list-style-type: none">• Bachelor of Commerce from University of Calcutta• Certified Associate of Indian Institute of Bankers (CAIIB) from Indian Institute of Banking & Finance• Registered member of ICSI Institute of Insolvency Professionals registered with the Insolvency and Bankruptcy Board of India (IBBI) under the Insolvency and Bankruptcy Code, 2016
iv	Experience	32 years
v	Date of appointment on the Board of the Company (Vintage Coffee and Beverages Limited)	May 18, 2024
vi.	Nature of his expertise in specific functional areas	Experience in the finance and banking sector under the State Bank of India and HBL Limited and held various positions of increasing responsibility in finance, audit & compliance and operations
vii	Disclosures of relationships between Directors inter se	None
viii	Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board	Nil
ix	Name of Listed entities from which the person has resigned in the past three years	Nil
x	Shareholding, if any, in the Company	Nil
xi	Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Finance and Banking Sector



ITEM NO. 5:

To revision in the Remuneration of Mr. Balakrishana Tati (DIN: 02181095), Chairman and Managing Director of the Company:

Mr. Balakrishna Tati was re-appointed as Chairman and Managing Director of the Company by the Board of Directors at their meeting held on **September 02, 2023** based on the recommendations of the Nomination and Remuneration Committee (“NRC”) pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Further, the members of the Company at their 43rd Annual General Meeting of the Company held on **September 27, 2023** had approved the re-appointment of Mr. Balakrishna Tati, as Chairman and Managing Director of the Company for a period of three (3) years commencing **from July 16, 2024 to July 15, 2027** on such terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee (NRC) and as per the Nomination and Remuneration Policy of the Company.

Mr. Balakrishna Tati has rendered dedicated and meritorious services and a significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing limit of remuneration in respect of Mr. Balakrishna Tati, Chairman & Managing Director of the Company may not be sufficient enough, hence the Board of Directors have decided to pay the increase remuneration over a remaining period of years for his term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in the resolution no. 5 as minimum remuneration **with effect from July 16, 2024** for the remaining period of his appointment **upto July 15, 2027**, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

Save and except Mr. Balakrishna Tati, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution respectively.

The Board recommends the resolutions set forth at item no. 5 of the Notice for the approval of the members as an special resolution

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Act is given in **Annexure-B**.



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ANNEXURE “B”

STATEMENT OF INFORMATION IN PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General Information

1.	Nature of Industry	The Company is engaged in the business of trading and exporting of food and beverages products.																																																																								
2.	Date or expected date of commencement of commercial production	The Company carries their business and started their commercial operations since its incorporation in the year 1980																																																																								
3.	In case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																																																																								
4.	Financial performance based on indicators	<p>Standalone Financial Results:</p> <p style="text-align: right;">Amount (₹ in Lakhs)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">FY 2023-24</th> <th style="text-align: right;">FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td style="text-align: right;">7,389.42</td> <td style="text-align: right;">3,574.83</td> </tr> <tr> <td>Other Income</td> <td style="text-align: right;">349.84</td> <td style="text-align: right;">136.88</td> </tr> <tr> <td>Total Revenue</td> <td style="text-align: right;">7,739.26</td> <td style="text-align: right;">3,711.71</td> </tr> <tr> <td>Less: Total Expenses</td> <td style="text-align: right;">7,301.04</td> <td style="text-align: right;">3,555.80</td> </tr> <tr> <td>Profit / (Loss) before Exceptional Items and Tax</td> <td style="text-align: right;">438.23</td> <td style="text-align: right;">155.90</td> </tr> <tr> <td>Less: Exceptional Items</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Profit / (Loss) Before Tax</td> <td style="text-align: right;">438.23</td> <td style="text-align: right;">155.90</td> </tr> <tr> <td>Less: Current Tax</td> <td style="text-align: right;">108.80</td> <td style="text-align: right;">40.54</td> </tr> <tr> <td>Less: Deferred Tax</td> <td style="text-align: right;">1.59</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Profit / (Loss) After Tax</td> <td style="text-align: right;">327.84</td> <td style="text-align: right;">115.37</td> </tr> <tr> <td>EPS (Basic & Diluted)</td> <td style="text-align: right;">0.31</td> <td style="text-align: right;">0.17</td> </tr> </tbody> </table> <p>Consolidated Financial Results:</p> <p style="text-align: right;">Amount (₹ in Lakhs)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">FY 2023-24</th> <th style="text-align: right;">FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td style="text-align: right;">13,103.86</td> <td style="text-align: right;">6,289.05</td> </tr> <tr> <td>Other Income</td> <td style="text-align: right;">87.08</td> <td style="text-align: right;">39.46</td> </tr> <tr> <td>Total Revenue</td> <td style="text-align: right;">13,190.93</td> <td style="text-align: right;">6,328.51</td> </tr> <tr> <td>Less: Total Expenses</td> <td style="text-align: right;">11,798.61</td> <td style="text-align: right;">5,853.79</td> </tr> <tr> <td>Profit / (Loss) before Exceptional Items and Tax</td> <td style="text-align: right;">1,392.32</td> <td style="text-align: right;">474.72</td> </tr> <tr> <td>Less: Exceptional Items</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Profit / (Loss) Before Tax</td> <td style="text-align: right;">1,392.32</td> <td style="text-align: right;">474.72</td> </tr> <tr> <td>Less: Current Tax</td> <td style="text-align: right;">191.85</td> <td style="text-align: right;">88.53</td> </tr> <tr> <td>Less: Deferred Tax</td> <td style="text-align: right;">2.18</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Profit / (Loss) After Tax</td> <td style="text-align: right;">1,198.28</td> <td style="text-align: right;">386.19</td> </tr> <tr> <td>EPS (Basic & Diluted)</td> <td style="text-align: right;">1.14</td> <td style="text-align: right;">0.55</td> </tr> </tbody> </table>	Particulars	FY 2023-24	FY 2022-23	Revenue from Operations	7,389.42	3,574.83	Other Income	349.84	136.88	Total Revenue	7,739.26	3,711.71	Less: Total Expenses	7,301.04	3,555.80	Profit / (Loss) before Exceptional Items and Tax	438.23	155.90	Less: Exceptional Items	-	-	Profit / (Loss) Before Tax	438.23	155.90	Less: Current Tax	108.80	40.54	Less: Deferred Tax	1.59	-	Profit / (Loss) After Tax	327.84	115.37	EPS (Basic & Diluted)	0.31	0.17	Particulars	FY 2023-24	FY 2022-23	Revenue from Operations	13,103.86	6,289.05	Other Income	87.08	39.46	Total Revenue	13,190.93	6,328.51	Less: Total Expenses	11,798.61	5,853.79	Profit / (Loss) before Exceptional Items and Tax	1,392.32	474.72	Less: Exceptional Items	-	-	Profit / (Loss) Before Tax	1,392.32	474.72	Less: Current Tax	191.85	88.53	Less: Deferred Tax	2.18	-	Profit / (Loss) After Tax	1,198.28	386.19	EPS (Basic & Diluted)	1.14	0.55
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5.	Foreign investments or collaborations, if any	Not Applicable																																																																								



VINTAGE COFFEE AND BEVERAGES LIMITED
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II. Information about the Appointee:

1.	Background Details	Mr. Tati Balakrishna aged 59 years is the Managing Director of our Company. He is graduate in Bachelor of Arts and Bachelor of Law and Post Graduation in International Trade by qualification and having an experience of about 36 years in the field of Coffee and Beverages industry.
2.	Past Remuneration	₹ 60,00,000 per annum
3.	Recognition or Awards	Not Applicable
4.	Job Profile and his suitability	Mr. Tati Balakrishna aged 59 years is the Managing Director of our Company. He has given 36 years in the Coffee Industry, learnt and understand consumer needs, especially retaining aroma and taste. He PG Diploma in Intl. Trade, brings over three decades of experience in the hot beverages industry. He has incorporated his experience of Industry in Vintage Coffee, that has been set up with state-of-the-art equipment such as Probat Roaster, automated extraction system and enhanced aroma recovery system to name a few which will ensure mass customization.
5.	Remuneration Proposed	₹ 1,20,00,000 per annum
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The current remuneration being paid to the Managing Director and (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Balakrishna Tati, is the Promoter of the Company and he is holding 1,97,69,586 equity shares in the share capital of the Company.

III. Other Information:

1.	Reasons of loss or inadequate profits	Not Applicable
2.	Steps taken or proposed to be taken for improvement	Necessary efforts are being made to increase the production and efficiency which in turn will add to the growth of the business as well as the profitability
3.	Expected increase in productivity and profits in measurable terms	The Company is constantly working towards increasing its activities and this would bring about a gradual increase in turnover due to better utilization of its resources resulting in improved profitability.

IV. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2023-24.