



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

Date: 30.04.2024

Dear Sir/Madam,

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

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 2nd Extra-Ordinary General Meeting for the Financial Year 2023-24 of the Members of the Company scheduled to be held on **Wednesday, May 22, 2024 at 12:30 P.M. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).

We are submitting herewith Notice of 'EOGM' of the Company along with explanatory statement, which is being dispatched to the Members as on 30th April 2024.

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

The e-voting shall commence on **Saturday, 18th May 2024, at 9.00 a.m. (IST)** and shall end on **Tuesday, 21st May 2024 at 5.00 p.m. (IST)**.

The copy of the said EOGM 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

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NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS THAT THE 01ST EXTRA ORDINARY GENERAL MEETING (EOGM) FOR THE FINANCIAL YEAR 2024-2025 OF THE MEMBERS OF VINTAGE COFFEE AND BEVERAGES LIMITED WILL BE HELD ON WEDNESDAY 22ND MAY 2024 AT 12:30 PM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES: -

SPECIAL BUSINESSES:

ITEM NUMBER 1:

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 1,30,00,00,000 (Rupees One Hundred & Thirty Crore Only) divided into 13,00,00,000 (Thirteen Crore) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each to Rs. 1,35,00,00,000 (Rupees One Hundred & Thirty-Five Crore Only) divided into 13,50,00,000 (Thirteen Crore & Fifty Lakhs) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company."

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

V. The Authorized Share Capital of the Company is Rs. 1,35,00,00,000 (Rupees One Hundred & Thirty-Five Crore Only) divided into 13,50,00,000 (Thirteen Crore Fifty Lakhs) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each.



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

ITEM NUMBER 2:

TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS OTHER THAN PROMOTERS AND PROMOTERS GROUP FOR CASH:

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board



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to create offer, issue allot and deliver in one or more tranches up to 78,00,000 (Seventy Eight Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at an issue price of Rs. 55/- (Rupees Fifty-Five Only) per Equity Share including a premium of Rs. 45/- (Rupees Forty-Five Only) ("Preferential Allotment Price"), aggregating to Rs. 42,90,00,000/- (Rupees Forty-Two Crore Ninety Lakhs Only) which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price") on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time."

Details of Proposed Allottees:

Sr. No.	Name of the Proposed Allottee	Category	No of Equity Shares to be allotted
1.	Saint Capital Fund	Non-Promoter	14,00,000
2.	Necta Bloom VCC - Necta Bloom One VRR	Non-Promoter	13,50,000
3.	Sachin Mohanlal Kakrecha	Non-Promoter	10,00,000
4.	Ramesh Roshan Borana	Non-Promoter	5,00,000
5.	Triveni Trust	Non-Promoter	3,25,000
6.	Ravi Bipinkumar Doshi	Non-Promoter	2,00,000
7.	Unayaan Trade And Commerce Private Limited	Non-Promoter	2,00,000
8.	Jignya Suresh Dama	Non-Promoter	1,80,000
9.	Priyanka Mukesh Saraswat	Non-Promoter	1,70,000
10.	Nivedita	Non-Promoter	1,25,000
11.	Dhanuka Private Limited	Non-Promoter	1,00,000
12.	Dhrumil Vipinchandra Patel	Non-Promoter	1,00,000
13.	Gourav B Jain	Non-Promoter	1,00,000
14.	Hastimal Sancheti	Non-Promoter	1,00,000
15.	Jayprakash Gupta	Non-Promoter	1,00,000
16.	Kamleshbhai Bhailalbhai Patel	Non-Promoter	1,00,000
17.	Krunal Rohitkumar Shah	Non-Promoter	1,00,000
18.	Nirmal Virendra Shah	Non-Promoter	1,00,000
19.	Rahul Hemchand Visaria Jitendri Hemchand Visaria	Non-Promoter	1,00,000
20.	Sunil Kumar Goenka HUF	Non-Promoter	1,00,000
21.	Vikas Jain Huf	Non-Promoter	1,00,000
22.	Vishal Goenka (Huf)	Non-Promoter	1,00,000
23.	Jaisukhlal Parsottam Vaghani	Non-Promoter	92,000



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Sr. No.	Name of the Proposed Allottee	Category	No of Equity Shares to be allotted
24.	Paresh Dahyalal Meghani	Non-Promoter	54,000
25.	Paresh Dineshlal Shah	Non-Promoter	54,000
26.	Amrita Mrugesh Kothari	Non-Promoter	50,000
27.	Chandrikaben Virendra Patel	Non-Promoter	50,000
28.	Dipesh Bhanuprasad Chokshi	Non-Promoter	50,000
29.	Hitesh Harishbhai Agarwal	Non-Promoter	50,000
30.	Jyoti Agrawal	Non-Promoter	50,000
31.	Khushbu Akash Thakkar	Non-Promoter	50,000
32.	Krishna Namankumar Trapsia	Non-Promoter	50,000
33.	Krishna Yogesh Modi	Non-Promoter	50,000
34.	Maikash N Vasaya	Non-Promoter	50,000
35.	Manav Vijaykumar Kothari	Non-Promoter	50,000
36.	Mrugesh Deepakbhai Kothari	Non-Promoter	50,000
37.	Pawan Saraogi	Non-Promoter	50,000
38.	Rahul Balkrishna Bhokare	Non-Promoter	50,000
39.	Ramchandra Ramanlal Patel (Huf)	Non-Promoter	50,000
40.	Shalini Manav Kothari	Non-Promoter	50,000
41.	Shrenik Suresh Shah	Non-Promoter	50,000
42.	Sokatali Badrudin Vasaya	Non-Promoter	50,000
43.	Vinod Kumar Bansal	Non-Promoter	50,000
44.	Vinod Natubhai Patel	Non-Promoter	50,000
TOTAL			78,00,000

"RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company".

"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 Equity Shares is Monday 22nd April 2024 i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting."

"RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.



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- b) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- c) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- e) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
- f) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

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

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

"RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such



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persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

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

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

For and on behalf of the Board

For Vintage Coffee and Beverages Limited

Sd/-

Balakrishna Tati

Chairman and Managing Director

DIN: 02181095

Place: Secunderabad

Date: 27.04.2024



NOTES TO THE NOTICE: -

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting ("EOGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 09/2023 dated 25th September, 2023 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13th May, 2022, Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the EOGM through VC/OAVM. In terms of the said circulars, the EOGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the EOGM through VC/OAVM only.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this EOGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EOGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The attendance of the Shareholders attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In line with the aforesaid MCA Circulars, the Notice calling the EOGM is being sent physically to the members on their registered address by permitted mode, and electronically to those members who have registered their e-mail address with the Depositories / Company as on **Friday 26th April 2024**. Members may note that the Notice has been uploaded on the website of the Company at <https://vcbl.coffee/.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
5. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
6. The Shareholders can join the EOGM through the VC/ OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for 1,000 Shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.



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7. The venue of the meeting shall be deemed to be the registered office of the company at 202, Oxford Plaza, 9-1-129/1, SD Road, Secunderabad, Telangana, 500003.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Satellite Corporate Services Private Limited (RTA), or to the Company at its Registered Office in respect of their physical shares. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
9. **Process and manner for Shareholders opting for voting through electronic means:**
 - i. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date **Wednesday 15th May 2024**. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Wednesday 15th May 2024**, may obtain the login ID and password by sending a request at Issuer/ RTA.
 - ii. The facility for voting through electronic voting system shall be made available during the EOGM and only those Members, who will be present in the EOGM through VC/OAVM facility and have not cast 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 EOGM.
 - iii. The remote e-voting shall commence on **Saturday, 18th May 2024, at 9.00 a.m. (IST)** and shall end on **Tuesday 21st May 2024 at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
 - iv. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again.
10. **Process for those Shareholders whose email ids/mobile no. are not registered:**
 - i. For Physical Shareholders- please provide necessary details like 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 support@purvashare.com.
 - ii. For Demat Shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
 - iii. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.



11. The instructions for members for remote e-voting and joining general meeting are as under: -

- i. The remote e-voting period begins on **Saturday, 18th May 2024 at 9.00 a.m.** and ends on **Tuesday 21st May 2024 at 5.00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday 15th May 2024** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday 15th May 2024.**

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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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



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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.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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.



Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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 and 022 - 2499 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*****.



VINTAGE COFFEE AND BEVERAGES LIMITED

Formerly known as "Spaceage Products Ltd"

(CIN No. L15100TG1980PLC161210)

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

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:	
a) If you are already registered for e-Voting, then you can 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, Home page of e-Voting will open.	

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



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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnuren@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 to Sagar S. Gudhate at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@vintagecoffee.in.
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.



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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.
- 12. The instructions for members for e-voting on the day of the EOGM are as under:-**
- i. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
 - ii. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
 - iii. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
 - iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.
- 13. Instructions for members for attending the EOGM through VC/OAVM are as under:**
- i. Member will be provided with a facility to attend the EOGM 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.
 - ii. Members are encouraged to join the Meeting through Laptops for better experience.
 - iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv. 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.



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- v. 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.

14. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

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

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

Place: Secunderabad
Date: 27.04.2024



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

Item No. 1

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

The present Authorised Share Capital of the Company is Rs. 1,30,00,00,000 (Rupees One Hundred & Thirty Crore only) divided into 13,00,00,000 (Thirteen Crore) Equity Shares having face value of Rs. 10/- each.

Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on Saturday, 27th April 2024, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 1,30,00,00,000 (Rupees One Hundred & Thirty Crore only) divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,35,00,00,000 (Rupees One Hundred & Thirty-Five Crore only) divided into 13,50,00,000 (Thirteen Crore & Fifty Lakh) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 1,30,00,00,000 (Rupees One Hundred & Thirty Crore only) divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,35,00,00,000 (Rupees One Hundred & Thirty-Five Crore only) divided into 13,50,00,000 (Thirteen Crore & Fifty Lakh) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 1 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 1 of the Notice except to the extent of their shareholding.



Item No. 2

TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS OTHER THAN PROMOTERS AND PROMOTERS GROUP FOR CASH:

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

The Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements and general administrative purposes. Such fund requirements can be met by the Company either through raising of capital or borrowed fund or combination of both.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Saturday, 27th April 2024. 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 78,00,000 (Seventy-Eight Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at an issue price of Rs. 55/- (Rupees Fifty-Five Only) per Equity Share including a premium of Rs. 45/- (Rupees Forty-Five Only) ("Preferential Allotment Price"), aggregating to Rs. 42,90,00,000/- (Rupees Forty-Two Crore Ninety Lakhs Only) on preferential subject to approval of Shareholders.

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:

The object of the issue are: -

To invest & grant loans in companies, body corporates and for expansion plans & activities & working capital requirements of the Company, subsidiaries and associates not exceeding Rs. 28,63,14,600/- and



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To meet issue expenses not exceeding Rs. 3,54,35,400/- and

To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 10,72,50,000/-.

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

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

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

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 78,00,000 (Seventy-Eight Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at an issue price of Rs. 55/- (Rupees Fifty-Five Only) per Equity Share including a premium of Rs. 45/- (Rupees Forty-Five Only) ("Preferential Allotment Price"), aggregating to Rs. 42,90,00,000/- (Rupees Forty-Two Crore Ninety Lakhs Only).

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

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

As per the provisions of Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Equity Shares will be issued at a price of Rs. 55/- (Rupees Fifty-Five) per share which is not less than the higher of the following:

a. Rs 53.51/- per Share being the 90 Trading days volume weighted average price of the Company's shares quoted on the Stock Exchange (BSE Limited) preceding the Relevant Date; or

b. Rs. 54.94/- per Share being the 10 Trading days volume weighted average prices of the Company's shares quoted on the Stock Exchange (BSE Limited) preceding the Relevant Date



The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is **Monday 22nd April 2024** i.e., 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. The Calculation of minimum issue price as prescribed under Chapter V of SEBI (ICDR) Regulations, 2018 as issued by M/s. Vivek Surana & Associates, Practicing Company Secretary can also be accessed on the company website on the following link at <https://vcbl.coffee>.

4. **Name and Address of Valuer who performed Valuation:**
Not Applicable
5. **Amount which the Company intends to raise by way of issue of Equity Shares:**
Upto 42,90,00,000/- (Rupees Forty-Two Crore Ninety Lakhs Only)
6. **Principal terms of Assets charged as securities:**
Not Applicable
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 directly.
8. **The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

Sr. No.	Category	Pre-issue shareholding *	% of Shareholding	Post- issue shareholding*	% of Shareholding
		No. of Equity Shares		No. of Equity Shares	
A	Promoters and Promoter Group Holding				
(A1)	Indian				
	Individual	2,98,94,762	25.98	3,11,44,762	23.71
	Body Corporate	6,11,711	0.53	6,11,711	0.47
(A2)	Foreign				-
	Body Corporate	1,93,47,055	16.81	1,93,47,055	14.73
	Sub Total (A) = [(A1) + (A2)]	4,98,53,528	43.32	5,11,03,528	38.91
B	Non-Promoter Holding				
(B1)	Institutions (Domestic)	-	-	-	-
(B2)	Institutions (Foreign)	-	-	27,50,000	2.09



Sr. No.	Category	Pre-issue shareholding *	% of Shareholding	Post- issue shareholding*	% of Shareholding
		No. of Equity Shares		No. of Equity Shares	
(B3)	Central Government / State Government (s)	-	-	-	-
(B4)	Non - Institutions	-	-	-	-
1	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	78,43,352	6.82	78,43,352	5.97
2	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	2,62,41,975	22.80	3,78,41,975	28.81
	Non-Resident Indians (NRIs)	1,04,79,092	9.11	1,04,79,092	7.98
	Bodies Corporate	1,84,47,323	16.03	1,87,47,323	14.27
	LLP	1,03,768	0.09	1,03,768	0.08
	Clearing Members	2,18,483	0.19	2,18,483	0.17
	HUF	7,95,888	0.69	11,45,888	0.87
	Any Other	11,00,000	0.96	11,00,000	0.84
	Sub Total (B4)	6,52,29,881	56.68	7,74,79,881	58.99
	Sub-Total (B) = [B1+ B2+B3+B4]	6,52,29,881	56.68	8,02,29,881	61.09
C	Non-Promoter-Non-Public Shareholder				
(C1)	Shares underlying DRs	-	-	-	-
(C2)	Shares held by Employee Trust	-	-	-	-
	Grand Total (A+B+C)	11,50,83,409	100.00	13,13,33,409	100.00

* The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants into equity shares.

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 2023-2024:

- a) The Company has made preferential allotment of fully convertible warrants to 11 persons belonging to the Non-Promoter Public Category, of 72,00,000 of Rs. 10/- each for cash, issued at a price of Rs. 25/- per share.
- b) The Company has made preferential allotment of equity shares to 37 persons belonging to the Non-Promoter Public Category, of 1,03,80,000 of Rs. 10/- each for cash, issued at a price of Rs. 46/- per share.
- c) The Company has made preferential allotment of fully convertible warrants to 1 person belonging to the Promoter Category, of 12,50,000 of Rs. 10/- each for cash, issued at a price of Rs. 46/- per share.

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.

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 Practicing 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>.



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. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

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		No. of Equity Shares to be issued	Shareholding post allotment of Equity Shares*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Saint Capital Fund	Non-Promoter	Mayank Agrawal	-	-	14,00,000	14,00,000	1.07	Non-Promoter
2	Necta Bloom VCC - Necta Bloom One VRR	Non-Promoter	Amul Shah & Bharti Shah	-	-	13,50,000	13,50,000	1.03	Non-Promoter
3	Sachin Mohanlal Kakrecha	Non-Promoter	NA	-	-	10,00,000	10,00,000	0.76	Non-Promoter
4	Ramesh Roshan Borana	Non-Promoter	NA	-	-	5,00,000	5,00,000	0.38	Non-Promoter
5	Triveni Trust	Non-Promoter	Mahendra Kumar Dhanuka, Rahul Dhanuka, & Mridul Dhanuka	7,00,000	0.61	3,25,000	10,25,000	0.78	Non-Promoter
6	Ravi Bipinkumar Doshi	Non-Promoter	NA	-	-	2,00,000	2,00,000	0.15	Non-Promoter



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				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
7	Unayaan Trade And Commerce Private Limited	Non-Promoter	Sanjay Kumar Agarwal	-	-	2,00,000	2,00,000	0.15	Non-Promoter
8	Jignya Suresh Dama	Non-Promoter	NA	-	-	1,80,000	1,80,000	0.14	Non-Promoter
9	Priyanka Mukesh Saraswat	Non-Promoter	NA	2,000	0.00	1,70,000	1,72,000	0.13	Non-Promoter
10	Nivedita	Non-Promoter	NA	-	-	1,25,000	1,25,000	0.10	Non-Promoter
11	Dhanuka Private Limited	Non-Promoter	Abhishek Dhanuka Satya Narain Agarwal	-	-	1,00,000	1,00,000	0.08	Non-Promoter
12	Dhrumil Vipinchandra Patel	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.08	Non-Promoter
13	Gourav B Jain	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.08	Non-Promoter
14	Hastimal Sancheti	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.08	Non-Promoter
15	Jayprakash Gupta	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.08	Non-Promoter
16	Kamleshbhai Bhailalbhai Patel	Non-Promoter	NA	2,500	0.00	1,00,000	1,02,500	0.08	Non-Promoter
17	Krunal Rohitkumar Shah **	Non-Promoter	NA	9,000	0.01	1,00,000	1,09,000	0.08	Non-Promoter
18	Nirmal Virendra Shah	Non-Promoter	NA	5,500	0.00	1,00,000	1,05,500	0.08	Non-Promoter
19	Rahul Hemchand Visaria Jitendri Hemchand Visaria	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.08	Non-Promoter
20	Sunil Kumar Goenka HUF	Non-Promoter	Sunil Kumar Goenka	-	-	1,00,000	1,00,000	0.08	Non-Promoter
21	Vikas Jain HUF	Non-Promoter	Vikas Jain	-	-	1,00,000	1,00,000	0.08	Non-Promoter
22	Vishal Goenka HUF	Non-Promoter	Vishal Goenka	-	-	1,00,000	1,00,000	0.08	Non-Promoter



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				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
23	Jaisukhlal Parsottam Vaghani	Non-Promoter	NA	-	-	92,000	92,000	0.07	Non-Promoter
24	Paresh Dahyalal Meghani	Non-Promoter	NA	-	-	54,000	54,000	0.04	Non-Promoter
25	Paresh Dineshlal Shah	Non-Promoter	NA	-	-	54,000	54,000	0.04	Non-Promoter
26	Amrita Mrugesh Kothari	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
27	Chandrikaben Virendra Patel	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
28	Dipesh Bhanuprasad Chokshi	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
29	Hitesh Harishbhai Agarwal	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
30	Jyoti Agrawal	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
31	Khushbu Akash Thakkar	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
32	Krishna Namankumar Trapsia	Non-Promoter	NA	10,000	0.01	50,000	60,000	0.05	Non-Promoter
33	Krishna Yogesh Modi	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
34	Maikash N Vasaya	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
35	Manav Vijaykumar Kothari	Non-Promoter	NA	4,000	0.00	50,000	54,000	0.04	Non-Promoter
36	Mrugesh Deepakbhai Kothari	Non-Promoter	NA	1,500	0.00	50,000	51,500	0.04	Non-Promoter
37	Pawan Saraogi	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
38	Rahul Balkrishna Bhokare	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
39	Ramchandra Ramanlal Patel HUF	Non-Promoter	Patel Ramchandra Ramanlal	3,00,000	0.26	50,000	3,50,000	0.27	Non-Promoter



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				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
40	Shalini Manav Kothari	Non-Promoter	NA	3,000	0.00	50,000	53,000	0.04	Non-Promoter
41	Shrenik Suresh Shah	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
42	Sokatali Badrudin Vasaya	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter
43	Vinod Kumar Bansal	Non-Promoter	NA	50,000	0.04	50,000	1,00,000	0.08	Non-Promoter
44	Vinod Natubhai Patel	Non-Promoter	NA	-	-	50,000	50,000	0.04	Non-Promoter

* The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants into Equity shares

** The post-issue shareholding of Krunal Rohit Kumar also includes 3,50,000 fully convertible warrants

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.

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

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 3 in the accompanying notice for approval by the Members.

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

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

Place: Secunderabad
Date: 27.04.2024