Date: 07.09.2026

To, **BSE Limited**, 20th Floor, P.J.Towers, Dalal Street, Mumbai – 400 001. Scrip Code: **538920**	To, **National Stock Exchange of India Limited** 'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. Symbol: **VINCOFE**

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of 46th Annual General Meeting of the Members of the Company

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 46th Annual General Meeting for the Financial Year 2025-26 of the Members of the Company scheduled to be held on Wednesday, September 30, 2026 at 1:45 p.m. 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 7 September, 2026.

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, September 26, 2026, at 9.00 a.m. (IST) and shall end on Tuesday, September 29, 2026 at 5.00 p.m. (IST).

The copy of the said AGM Notice is also uploaded on the website of the Company i.e, www.vcbl.coffee

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

Thanking you.

Yours sincerely,
For Vintage Coffee and Beverages Limited

TATI BALAKRISHNA
Digitally signed by TATI BALAKRISHNA
Date: 2026.09.07 19:25:12 +05'30'

Balakrishna Tati
Chairman & Managing Director
DIN: 02181095

Encl.: as above

NOTICE

NOTICE is hereby given that the **46th Annual General Meeting ("AGM")** of the Members of **VINTAGE COFFEE AND BEVERAGES LIMITED** will be held on **Wednesday, 30.09.2026 at 1:45 p.m.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1:

ADOPTION OF FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) 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, 2026, including audited balance sheet as at March 31, 2026, 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 FINAL DIVIDEND ON THE EQUITY SHARES:

To declare Final dividend at the rate of 1.5 % i.e. Re. 0.15 per equity share of Rs. 10/- each for the financial year ended March 31, 2026.

ITEM NO. 3:

RE-APPOINTMENT OF MR. VISHAL JETHALIA AS NON-EXECUTIVE DIRECTOR, LIABLE TO RETIRE BY ROTATION :

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.

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

"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 Non-Executive Director of the Company, liable to retire by rotation."

ITEM NO. 4:

APPOINTMENT OF M/S. SREEDAR MOHAN & ASSOCIATES AS STATUTORY AUDITORS OF THE COMPANY :

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of Companies Act, 2013 and Rules made there under i.e. Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit committee and the Board of Directors at their meeting held on 04.09.2026, M/s. Sreedar Mohan & Associates, Chartered Accountants (Firm Registration no. 012722S) be and are hereby appointed as Statutory Auditors of the Company, to hold office for the 1st term from the conclusion of this 46th Annual General Meeting until the conclusion of the 48th Annual General Meeting i.e. for a period of Two years, at a remuneration of Rs. 8,00,000/- per annum (including Tax Audit) plus taxes (reimbursement of out of pocket expenses, if any)

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to amend the terms and conditions including the remuneration with regard to the appointment of auditor and to comply with all other legal and procedural requirements to implement the aforesaid decision."

SPECIAL BUSINESS:

ITEM NO. 5:

INCREASE IN REMUNERATION OF MR. BALAKRISHNA 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 **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for revision in the remuneration of Mr. Balakrishna Tati, Chairman and Managing Director of the Company with effect from 01.10.2026 for his remaining tenure as per the details below:

a) Remuneration: Rs. 30,00,000/- per month and
b) Commission of 3.5% of Net profits of the Company

"**RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Balakrishna Tati, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 6:

RE-APPOINTMENT OF MR. BALAKRISHNA TATI (DIN: 02181095) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY :

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Mr. Balakrishna Tati (DIN: 02181095) as Chairman and Managing Director of the Company, for a period of 5 (five) years with effect from 16.07.2027 (whose term of office expires on 15.07.2027) at remuneration of Rs. 30,00,000 /- per month plus commission of 3.5% of net profits of the Company on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (herein referred as Board) to review or revise the terms and condition as mentioned in the annexure.

"**RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Balakrishna Tati, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 7:

INCREASE IN REMUNERATION OF MR. SAI TEJA TATI (DIN: 09494526), WHOLE-TIME DIRECTOR OF THE COMPANY :

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for revision in the remuneration to Mr. Sai Teja Tati, Whole-time Director of the Company with effect from 01.10.2026 for his remaining tenure as per the details below:

a) Remuneration: Rs. 10,00,000/- per month and
b) Commission of 1% of Net profits of the Company

"**RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Sai Teja Tati, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO.8:

TO APPROVE VINTAGE COFFEE AND BEVERAGES LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026 ('VCBL ESOS- 2026'):

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force and subject to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEBSE) Regulations"], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [all together referred to as "Applicable Law"], the Memorandum and Articles of Association of the Company and subject to such approvals, permissions, sanctions and subject to such conditions and modifications as may be prescribed or imposed by the above authorities while granting such approval, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board herein after referred to as "the Committee"), approval of the members be and is hereby accorded to the Board/Committee of Directors to grant, offer and issue, in one or more tranches, to such permanent employees* as mentioned below (including joining employees) of the Company whether working in India or out of India and directors of the company whether whole-time directors or otherwise excluding Independent Directors (hereinafter collectively referred as the "Employees") who are eligible to participate as per the Regulations and as may be decided by the Board/ Committee, under a plan titled **"Vintage Coffee and Beverages Limited - Employee Stock Option Scheme 2026" ("VCBL ESOS- 2026"/ "Scheme")** (hereinafter referred to as "the Scheme') the salient features of which are detailed in the explanatory statement, such number of options which could rise to the issue of equity shares of the Company not exceeding 30,00,000 (Thirty Lakhs) equity shares at such price and on such terms and conditions as may be determined by the Board/Committee in accordance with the SEBI (SBEBSE) Regulations/ Guidelines or any other applicable provisions as may be prevailing at that time, if any."

RESOLVED FURTHER THAT the options or equity shares shall be allotted in accordance with the Scheme directly to eligible employees of Vintage Coffee and Beverages Limited.

*"**Employee**", means, -

(i) an employee as designated by the company, who is exclusively working in India or outside India; or

(ii) a director of the company, whether a whole-time director or not, including a nonexecutive director who is not a promoter or member of the promoter group, but excluding an independent director; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include -
(a) an employee who is a promoter or a person belonging to the promoter group; or
(b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as sub-division, consolidation of shares, rights issues, bonus issues, reorganisation of capital structure of the Company and others, if there is any change in the total number of paid-up equity shares, then the above ceiling of equity shares and the exercise price payable by the Employees shall be deemed to be increased or decreased in line with such change in total paid-up equity shares and/or face value thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the VCBL ESOS- 2026 on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any modification(s), changes, variation(s), alteration(s) or revision(s) in the terms and conditions of the VCBL ESOS- 2026 from time to time including but not limited to, amendment(s) or revision(s) in the terms and conditions of the VCBL ESOS- 2026 with respect to vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the VCBL ESOS- 2026 .

RESOLVED FURTHER THAT the Board be and is hereby also authorised at any time to modify, change, vary, alter, amend or suspend the Scheme subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under Companies Act 2013/Regulation 15 of the SEBI (SBEBSE) Regulations.

RESOLVED FURTHER THAT any new equity shares to be issued and allotted as aforesaid shall rank pari-passu inter se with the then existing equity shares of the Company in all respects including payment of dividend.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including to appoint Merchant Bankers, Solicitors, Registrars and other advisors, Consultants or Representatives, being incidental to the effective implementation and administration of "VCBL ESOS- 2026" and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the Board including designated committee of the Board, if any be and is hereby authorised to take requisite steps for listing of the equity shares allotted under VCBL ESOS- 2026 on the Recognised Stock Exchange(s) where the equity shares of the Company are listed."

"RESOLVED FURTHER THAT all the lapsed options will be added back to VCBL ESOS- 2026 pool account and the Board/NRC be and is hereby authorised to allot/grant these lapsed options to the eligible employees as per the VCBL ESOS- 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board / Committee for the purpose of giving effect to this resolution."

ITEM NO. 9:

MODIFICATION OF THE OBJECTS OF THE PREFERENTIAL ISSUE MENTIONED IN THE EGM NOTICE DATED 04.07.2025 AND SUBSEQUENT UPDATION TO IT VIDE COMPANY'S LETTER DATED 21.08.2025:

To consider and if thought fit, to pass with or without modifications, the following Resolution as **Special Resolution:**
"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, regulations and guidelines, as amended from time to time, and subject to such approvals, consents and permissions as may be required, consent of the Members of the Company be and is hereby accorded to approve/confirm/ratify the variation in utilisation of Rs. 12.05 crore out of the proceeds raised through the preferential issue of equity shares, from the originally stated object of making investments in the Company's wholly owned subsidiary namely, Vintage Coffee Private Limited for capital expenditure, including improvement to existing plant and machineries and purchase and installation of new plant and machinery, to acquisition of land for setting up a unit for manufacturing of Freeze-Dried Instant Coffee in the name of Vintage Coffee and Beverages Limited.

RESOLVED FURTHER THAT the Members hereby note, approve and confirm that the aforesaid amount of Rs. 12.05 crore**,** which was originally earmarked towards the aforesaid capital expenditure object, was utilised by the Company on 17 June 2026 towards purchase of land situated at Wargal Village, Siddipet, Telangana, from Telangana State Industrial Infrastructure Corporation, in the name of the Company, for setting up the said manufacturing unit, and the variation in utilisation of the said amount is hereby approved and confirmed.

RESOLVED FURTHER THAT the Members hereby note and approve and ratify the reasons for such variation, including the proposed amalgamation of the Company's wholly owned subsidiaries namely, Vintage Coffee Private Limited and Delecto Foods Private Limited with the Company which was pending before the Hon'ble National Company Law Tribunal at the time of acquisition of the land, and the consequent decision to acquire the land directly in the name of the Company in order to avoid subsequent change in property allotment, double registration and the associated costs and formalities.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or the Company Secretary, be and are hereby authorised to take all such steps, actions and measures, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including making necessary disclosures and filings with the stock exchanges, SEBI, Registrar of Companies and/or any other statutory or regulatory authority, as may be required."

ITEM NO. 10:

ISSUE OF UPTO 42,00,000 CONVERTIBLE WARRANTS TO PROMOTERS AND PROMOTER GROUP ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with 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 any statutory modifications thereof for the time being in force as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, as may be applicable to the Preferential Issue of Convertible Warrants and other applicable Regulations of SEBI, if any, and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India **("SEBI")** and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to BSE Limited ("**BSE**") and National Stock Exchange of India Limited **("NSE")** and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"The Board"**) which term shall be deemed to include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to any other alterations, modifications, conditions, corrections and 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 to create, offer, issue and allot upto 42,00,000 (Forty-two Lakhs) Convertible Warrants at an issue price of Rs. 164/- (Rupees One hundred and sixty-four only) per Convertible Warrant carrying a right to subscribe to one (1) equity share of the Company upon conversion at an issue price of Rs. 164/- (Rupees One hundred and sixty-four only) per share of face value of Rs. 10/- (Rupees Ten only) each (including a premium of Rs. 154/- per share), aggregating up to Rs. 68,88,00,000/- (Rupees Sixty-eight crores Eighty-eight lakhs only), on a preferential basis for cash to promoters and promoter group as mentioned below (whose names shall be recorded by the Company in the manner set out in Section 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws on such other terms and conditions as may be determined by the Board."

S. No.	Name of the proposed Allottee	No. of convertible warrants proposed to be issued
A.	**PROMOTERS AND PROMOTER GROUP**	
1.	Mr. Tati Balakrishna	27,00,000
2.	Mr. Tati Sai Teja	4,00,000
3.	Mrs. Padma Tati	3,00,000
4.	Chin Corp Holding PTE Limited	3,00,000
5.	Ms. Tati Sruti	2,00,000
6.	Mr. Vishal Jethalia	2,00,000
7.	Mr. Mohit Rathi	1,00,000
	Total	**42,00,000**

"RESOLVED FURTHER THAT the pricing of the Convertible Warrants to be issued and allotted has been determined in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, with reference to the 'Relevant Date'. The **'Relevant Date'** for the purpose of determining the issue price of the Convertible Warrants is **31.08.2026**, being thirty days prior to the date of the Annual General Meeting, i.e., **30.09.2026**, in accordance with the applicable provisions of the SEBI (ICDR) Regulations, 2018."

"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 Exchanges."

"RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of the convertible warrants issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects and shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of such Equity Shares."

"RESOLVED FURTHER THAT the allotment of aforesaid warrants shall be in accordance with the following terms and conditions:

- A warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the Company.

- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders and
- In the event the Company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business or other reorganization or restructuring of the Company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the Company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals."

"RESOLVED FURTHER THAT the aforesaid convertible warrants and the equity shares to be allotted upon conversion thereof shall be subject to the applicable Lock-In requirements as per the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any amendment thereto, from time to time."

"RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of convertible warrants and the equity shares arising upon conversion thereof, if necessary, keeping in view the provisions of various Statutes, Regulations and Guidelines in force from time to time."

"RESOLVED FURTHER THAT the Company shall make necessary applications to the Stock Exchanges and the Depositories for listing and trading of the equity shares to be allotted upon conversion of the convertible warrants issued on preferential basis and for admission of such equity shares in the depository system."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of convertible warrants and the equity shares arising upon conversion thereof and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

Balakrishna Tati
Chairman and Managing Director
DIN: 02181095

Place: Secunderabad
Date: 04.09.2026

NOTES TO THE NOTICE: -

1) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No.03/2025, dated 22.09.2025 and SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 (hereinafter collectively referred to as "the Circulars"), in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", permitted the holding of Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the said Circulars, the AGM of the Company is being held through VC/OAVM.

2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf 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 and Attendance Slip are not annexed to this Notice.

3) The Deemed Venue of the AGM of the Company shall be its Registered Office.

4) Since the AGM will be held through VC/OAVM (e-AGM), the Route Map for venue of AGM is not annexed to the Notice.

5) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.

6) In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ R&T Agent. Members may note that the Notice will also be available on the Company's website www.vcbl.coffee, website of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice along with the Annual Report is also disseminated on the website of Purva Sharegistry (I) Private Limited, agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. https://evoting.purvashare.com/. The Company has sent a letter containing the web-link and the exact path for accessing the complete Annual Report to those Members who have not registered their e-mail addresses with the Company/Depository Participant(s).

7) The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 24, 2026 to Wednesday, September 30, 2026** (both days inclusive) for the purpose of AGM and final dividend.

8) The Board of Directors at its meeting held on May 21, 2026, had recommended payment of final dividend on equity shares @ ₹ 0.15 (1.5%) per equity share on the face value of ₹10 each for the financial year 2025-26.

9) The Company has fixed Wednesday, September 23, 2026, as the 'Record Date' for determining entitlement of members to receive dividend for the financial year ended March 31, 2026, if approved at the AGM.

10) If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be as under:

(a) to all beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the **National Securities Depository Limited ("NSDL") and the Central Depository Services (India)**

Limited ("CDSL"), collectively "depositories", as of the close of business hours on **Wednesday, September 23, 2026.**

(a) to all members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Wednesday, September 23, 2026.**

11) Members are requested to note that, pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the members of the Company w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") on dividend to be paid to the members at the rates prescribed in the Income Tax Act, 2025.

12) 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.

13) 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.

14) The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of 7 consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The IEPF Rules mandate the companies to transfer such shares of Members of whom dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.

15) The 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.

16) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

17) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

18) To avoid fraudulent transaction(s), the identity/ signature of the Members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.

19) Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.

20) Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting. For any communication, the shareholders may also send requests to the Company's email id: cs@vintagecoffee.in.

21) Company has appointed Purva Sharegistry (India) Private Limited (Purva) to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

22) In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.

23) Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at viveksurana24@gmail.com.

24) Recent circular requires submission of Aadhaar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhaar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhaar card/PAN details to the Company/ Registrar and Share Transfer Agents Purva Sharegistry (India) Private Limited.

25) Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Purva Sharegistry (India) Private Limited, Share Transfer Agents of the Company for their doing the needful.

26) In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.

27) The company has appointed M/s. Vivek Surana & Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.

28) Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.

29) The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

1. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

1. As you are aware, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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 SEBI (Listing Obligations &

Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.

3. The Members can join the AGM in the VC/OAVM mode 15 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 AGM through VC/OAVM will be made available to at least 1000 members 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 AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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 and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://evoting.purvashare.com/.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on 26.09.2026 and 9:00 a.m. and ends on 29.09.2026 and 5:00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for oting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 held 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 name and you will be redirected to e-Voting service provider website 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 App Store Google Play 5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on “Shareholder/Member” module.

3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

Pariculars	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVENT NO. for the Vintage Coffee and Beverages Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@vintagecoffee.in , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@vintagecoffee.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@vintagecoffee.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

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

Balakrishna Tati
Chairman & Managing Director
DIN: 02181095

Place: Secunderabad
Date: 04.09.2026

ANNEXURE A

Information as required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2 on General Meetings.

Brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Mr. Vishal Jethalia
Designation	Non-Executive Director
DIN	07184223
Date of Birth	20.01.1972
Age	54 years
Date of First Appointment on the Board	12.07.2021
Brief Resume & Experience	Born on 20 January 1972 in Kolkata, he completed his Bachelor of Commerce (Honours) from St. Xavier's College, Kolkata, during 1990–1993. He qualified as a Chartered Accountant in 1995, securing an All India 42nd Rank. Since 1996, he has been engaged in his own business of international trading in Moscow, Russia, and has been successfully carrying on the said business to date.
Qualifications	Bachelor of Commerce (Honours), Chartered Accountant
Expertise in Specific functional area	He has extensive experience and expertise in international trading, particularly in the import and export of food products, including sourcing from India, China, Vietnam, Egypt, Turkey and Spain, and export of food products from Russia. He also possesses significant experience in the trading of ceramic tiles and chemicals, with a strong understanding of international markets, global supply chains, sourcing, logistics and cross-border trade.
Inter se relationship among Directors / Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Directorships and memberships of Board Committees, including the names of listed entities in which the Director holds such positions, along with the names of listed entities from which the Director has resigned during the past three years	NIL
Number of shares held by them	NIL
Skills and capabilities required for the role and the manner in which the Director meet the requirements (Independent Directors)	Not Applicable
Terms and conditions of appointment or re-appointment	Proposed to be re-appointed as Non-executive Director, liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	Nil
The number of Meetings of the Board attended during the year	8 (Eight)

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

ITEM NO. 4:

APPOINTMENT OF M/S. SREEDAR MOHAN & ASSOCIATES AS STATUTORY AUDITORS OF THE COMPANY :

M/s. S. Bhalotia & Associates, Chartered Accountants, Hyderabad (Firm's Registration Number: 0325040E), were appointed as the Statutory Auditors of the Company for a term of four consecutive years, from the conclusion of the 42nd Annual General Meeting held on 05.09.2022 up to the conclusion of the 46th Annual General Meeting of the Company. their tenure comes to an end at this Annual General Meeting.

The Board of Directors at its meeting held on 04.09.2026, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Sreedar Mohan & Associates, Chartered Accountants, Hyderabad having ICAI Firm Registration No. 012722S, as Statutory Auditors of the Company for the 1st term of Two consecutive years to hold office from the conclusion of the 46th AGM, till the conclusion of the 48th AGM of the Company to be held in the year FY 2028-29.

The Company has received consent letter and eligibility certificate from M/s. Sreedar Mohan & Associates, Chartered Accountants, (Firms Registration No. 012722S) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, as per the said requirements of the Act, M/s. Sreedar Mohan & Associates, Chartered Accountants is proposed to be appointed as auditors till the Conclusion of 48th Annual General Meeting (AGM).

a. Term of appointment: Upto 2 (Two) consecutive years for Financial Year 2026-27 to Financial Year 2027-28.

b. Proposed Fee: Rs. 8,00,000/- per annum (including Tax audit, plus applicable taxes and other out-of-pocket costs incurred in connection with the audit for Financial Year ending March 31, 2027 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark.

c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the statutory audit, which include their vast experience in Audit and taxation of corporate entities and sound team of professionals with them.

d. Credentials: M/s. Sreedar Mohan & Associates, Chartered Accountants, is a 16+ year-old CPA firm registered with the Institute of Chartered Accountants of India (ICAI). The firm was founded by a group of Chartered Accountants with experience in large multinational organisations, with a vision to blend best practices with modern approaches to accounting and taxation.

The firm provides expertise and a fresh perspective in Accounting, Auditing, Finance, Taxation and Consulting, aligning its services with the goals of organisations and the evolving needs of businesses. Sreedar Mohan & Associates has offices in Hyderabad, Bengaluru and Guntur, serving clients across India.

e. Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: There is a material increase in the audit fee from Rs. 90,000/- payable to the outgoing auditor to Rs. 8,00,000/- payable to the proposed auditor. The increase is primarily due to the expanded scope and complexity of the audit and the increased scale of operations of the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 5:

INCREASE IN REMUNERATION OF MR. BALAKRISHNA TATI (DIN: 02181095), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

At the Annual General Meeting held on 14.08.2024, the remuneration payable to Mr. Balakrishna Tati was increased from Rs. 5,00,000/- per month plus 1.5% of the net profits of the Company to Rs. 10,00,000/- per month plus 2.5% of the net profits of the Company.

Based on the recommendations of the Nomination and Remuneration Committee, and having considered the contribution of Mr. Balakrishna Tati in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the board and external entities, the Board in its meeting held on 04.09.2026 has increased the remuneration to Rs. 30,00,000 per month plus Commission of 3.5% of the net profits of the company w.e.f. 01.10.2026 and such other allowances, perquisites and benefits as may be approved by the Board from time to time in accordance with applicable laws. for the remaining period of his tenure i.e., upto 15.07.2027.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 5.

None of the other Directors /Key Managerial Personnel and their relatives except Mr. Balakrishna Tati and Mr. Sai Teja Tati being his relative are in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

ITEM NO. 6:

RE-APPOINTMENT OF MR. BALAKRISHNA TATI (DIN: 02181095) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

Mr. Balakrishna Tati (DIN: 02181095) is presently serving as the Chairman and Managing Director of the Company. His current term of office is due to expire on 15 July 2027.

Considering his leadership, vast industry experience, contribution to the growth of the Company and the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 04.09.2026 approved the re-appointment of Mr. Balakrishna Tati as Chairman and Managing Director of the Company for a further period of five (5) years with effect from 16 July 2027 to 15 July 2032, subject to approval of the Members.

The principal terms and conditions of his re-appointment are as under:

1. **Designation:** Chairman and Managing Director
2. **Tenure:** Five (5) years with effect from 16 July 2027 to 15 July 2032.
3. **Remuneration:**
    - Fixed remuneration of Rs. 30,00,000/- per month.
    - Commission equivalent to 3.5% of the profits of the Company, subject to the provisions of the Companies Act, 2013.
    - Such other allowances, perquisites and benefits as may be approved by the Board from time to time in accordance with applicable laws.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Balakrishna Tati, the Company shall pay remuneration by way of salary, allowances and perquisites as approved above, as minimum remuneration, subject to compliance with the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

Mr. Balakrishna Tati satisfies all the conditions prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as Chairman and Managing Director. The Board is of the opinion that his continued association as Managing Director would be beneficial to the Company and would contribute significantly towards achieving the Company's business objectives and long-term growth.

The Board accordingly recommends the resolution as set out in Item No. 6 of the Notice for approval of the Members.

Except Mr. Balakrishna Tati and Mr. Sai Teja Tati, Whole-time Director being his relative, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

Information in accordance with Schedule V of Companies Act, 2013 – For Item No. 5 and 6

I. GENERAL INFORMATION:

1	Nature of industry – Food and Food products
2	Date or expected date of commencement of commercial production: The Company started its commercial operations in the year 1980.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4	Financial performance based on given indicators:
5	Foreign investments or collaborations, if any: NA

Particulars	2025-26 (Amt. in Lakhs)	2024-25 (Amt. in Lakhs)	2023-24 (Amt. in Lakhs)
Turnover	31658.84	11348.57	7389.42
Net Profit After Tax	1375.48	593.20	327.84

II. INFORMATION ABOUT THE APPOINTEE:

1	Background details: Mr. Balakrishna Tati, aged 61 years, is an Industrialist with an experience of more than 36 years.
2	Past remuneration: Rs. 1,20,00,000/- per annum
3	Recognition or awards: Nil
4	Job profile and his suitability: Mr. Balakrishna Tati is leading the Company as the Managing Director and by virtue of his rich experience of 36 years in the market, he can turn around the performance of the Company and take it to greater heights.
5	Remuneration proposed: As set out in the resolution for the Item No.5 & 6 the remuneration to Mr. Balakrishna Tati, Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors. He will be paid remuneration as per Section 197 and other applicable provisions of the Companies Act, 2013 read with limits prescribed under Schedule V of Act
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 with respect to the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. Balakrishna Tati and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any: Besides the remuneration proposed, he is holding 1,97,69,586 Equity Shares of the Company.

III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits: The Company has earned profits during the year, but the same are inadequate to meet the remuneration payable to the managerial personnel in accordance with the applicable provisions of the Companies Act, 2013. Accordingly, the Company has decided to pay remuneration to its directors in accordance with the provisions of Part II of Schedule V to the Companies Act, 2013.
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 committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will increase considerably in the coming years.

IV. DISCLOSURES

1	Disclosures as required in the Board of Directors' Report under the heading 'Corporate Governance,' to be included in the Annual Report for the financial year 2025-26: The requisite details of remuneration of all the Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2025-26 of the Company

Information as required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2 on General Meetings.

Brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Mr. Balakrishna Tati
Designation	Chairman and Managing Director
DIN	02181095
Date of Birth	27.10.1964
Age	61 years
Date of First Appointment on the Board	16.07.2021
Brief Resume & Experience	Mr. Tati Balakrishna, aged 61 years, is the Managing Director of the Company. He has over 36 years of experience in the coffee industry and has developed a deep understanding of consumer needs, particularly with regard to retaining the aroma and taste of coffee. He holds a Post Graduate Diploma in International Trade and brings over three decades of experience in the hot beverages industry. He has leveraged his extensive industry experience in developing Vintage Coffee, which has been established with state-of-the-art equipment, including Probat Roaster, an automated extraction system and an enhanced aroma recovery system, among others. These advanced facilities enable the Company to achieve mass customization while maintaining consistency in the quality, aroma and taste of its products.
Qualifications	B. Com and Post Graduate Diploma in International Trade (PGDIT).
Expertise in Specific functional area	Marketing, trading, Finance & Accounting and Legal and General Management.
Inter se relationship among Directors / Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sai Teja Tati, Whole-time Director is the son of Mr. Balakrishna Tati
Directorships and memberships of Board Committees, including the names of listed entities in which the Director holds such positions, along with the names of listed entities from which the Director has resigned during the past three years	Listed Companies NIL Unlisted Companies – 2
Number of shares held by them	1,97,69,586 Equity Shares
Skills and capabilities required for the role and the manner in which the Director meet the requirements (Independent Directors)	Not Applicable
Terms and conditions of appointment or re-appointment	Proposed to be re-appointed as Managing Director for a period of 5 years from 16.07.2027 to 15.07.2032

Details of remuneration sought to be paid and the remuneration last drawn by such person	Remuneration paid – Rs. 1,20,00,000/- in FY 2025-26. Remuneration proposed: as mentioned in Item No. 5 and 6
The number of Meetings of the Board attended during the year	9 (Nine)

ITEM NO. 7:

INCREASE IN REMUNERATION OF MR. SAI TEJA TATI (DIN: 09494526), WHOLE-TIME DIRECTOR OF THE COMPANY

At the Extra Ordinary General Meeting held on 20.06.2025, Mr. Sai Teja Tati was re-designated as the Whole-time Director of the Company for a period of three years with effect from 07.05.2025, at a remuneration of Rs. 3,06,000/- per month plus 0.5% of the net profits of the Company.

Based on the recommendations of the Nomination and Remuneration Committee, and having considered the contribution of Mr. Sai Teja Tati in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the board and external entities, the Board in its meeting held on 04.09.2026 has increased the remuneration to Rs. 10,00,000/- per month plus Commission of 1% of the net profits of the company and such other allowances, perquisites and benefits as may be approved by the Board from time to time in accordance with applicable laws w.e.f. 01.10.2026 for the remaining period of his tenure i.e., upto 06.05.2028.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 7.

None of the other Directors /Key Managerial Personnel and their relatives except Mr. Sai Teja Tati and Mr. Balakrishna Tati being his relative are in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

1	Nature of industry – Food and Food products
2	Date or expected date of commencement of commercial production: The Company started its commercial operations in the year 1980.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4	Financial performance based on given indicators:
5	Foreign investments or collaborations, if any: NA

	2025-26 (Amt. in Lakhs)	2024-25 (Amt. in Lakhs)	2023-24 (Amt. in Lakhs)
Turnover	31,658.84	11,348.57	7,389.42
Net Profit After Tax	1375.48	593.20	327.84

II. INFORMATION ABOUT THE APPOINTEE:

1	Background details: Mr. Sai Teja Tati aged 27 years is the Whole time Director (Executive & Non-Independent) of our Company. He graduated with Bachelor of Engineering in Chemical specialization by qualification and having a strong aptitude in business strategies and has consistently demonstrated the ability to bridge technical expertise with market-driven solutions.
2	Past remuneration: Rs. 36,72,000/- per annum
3	Recognition or awards: Nil
4	Job profile and his suitability: Mr. Sai Teja Tati is a skilled professional with a background in chemical engineering from one of the reputed universities in India. Mr. Sai Teja Tati is a proactive and results-oriented professional who thrives in dynamic environments. Mr. Sai Teja Tati technical knowledge combined with

	his excellent communication not only develops well-established stake holders relationships but also drives revenue growth making him a strong fit in Vintage Coffee and Beverages Limited.
5	Remuneration proposed: As set out in the resolution for the Item No.7 the remuneration to Mr. Sai Teja Tati, Whole-time Director has the approval of the Nomination and Remuneration Committee and Board of Directors. He will be paid remuneration as per Section 197 and other applicable provisions of the Companies Act, 2013 read with limits prescribed under Schedule V of Act
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 with respect to the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. Sai Teja Tati Tati and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any: Besides the remuneration proposed, he is holding 24,27,025 Equity Shares of the Company.

III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits: The Company has earned profits during the year, but the same are inadequate to meet the remuneration payable to the managerial personnel in accordance with the applicable provisions of the Companies Act, 2013. Accordingly, the Company has decided to pay remuneration to its directors in accordance with the provisions of Part II of Schedule V to the Companies Act, 2013.
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 committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will increase considerably in the coming years.

IV. DISCLOSURES

1	Disclosures as required in the Board of Directors' Report under the heading 'Corporate Governance,' to be included in the Annual Report for the financial year 2025-26: The requisite details of remuneration of all the Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2025-26 of the Company

Information as required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2 on General Meetings.

Brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Mr. Sai Teja Tati
Designation	Whole-time Director
DIN	09494526
Date of Birth	21.05.1999
Age	27 years
Date of First Appointment on the Board	06.03.2025
Brief Resume & Experience	Mr. Sai Teja Tati having an experience of 6 years in the field of chemical engineering. He has a strong aptitude in business strategies and has consistently demonstrated the ability to bridge technical expertise with market-driven solutions. In addition to his technical and business acumen, He is a proactive and results- oriented professional who thrives in dynamic environments.
Qualifications	Graduate with a Bachelor of Chemical Engineering
Expertise in Specific functional area	Mr. Sai Teja Tati is a skilled professional and technical knowledge combined with his excellent communication not only develops well-established stake holders relationships but also drives revenue

	growth making him a strong fit in Vintage Coffee and Beverages Limited.
Inter se relationship among Directors / Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sai Teja Tati, Whole-time Director is the son of Mr. Balakrishna Tati
Directorships and memberships of Board Committees, including the names of listed entities in which the Director holds such positions, along with the names of listed entities from which the Director has resigned during the past three years	NIL
Number of shares held by them	24,27,025 equity shares
Skills and capabilities required for the role and the manner in which the Director meet the requirements (Independent Directors)	Not Applicable
Terms and conditions of appointment or re-appointment	As mentioned in Item No. 7
Details of remuneration sought to be paid and the remuneration last drawn by such person	Remuneration paid – Rs. 36,72,000/- in FY 2025-26. Remuneration proposed: Remuneration as may be approved by the Board of Directors and members, subject to the provisions of the Companies Act, 2013 and applicable rules thereunder.
The number of Meetings of the Board attended during the year	9 (Nine)

ITEM NO.8: TO APPROVE VINTAGE COFFEE AND BEVERAGES LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026 ('VCBL ESOS- 2026')

Vintage Coffee and Beverages Limited ("the Company") acknowledges that its growth may be attributed to the direction and contributions of the employees and would therefore like to provide them the option to participate and share in the wealth created similar to other stakeholders i.e., clients, investors, governments, and society. As a gesture aligned to this objective, an Employee Stock Option Scheme shall be implemented:

a. To promote the long-term financial interest in the Company by offering to Eligible Employees an opportunity to participate in the share capital of the Company.

b. To attract and retain high-quality human talent by providing them incentives and reward opportunities.

c. To motivate talented and critical Employees and create a sense of ownership among the Employees of the Company.

d. To improve the Employee performance with ownership interests and provide then with wealth creation opportunity whilst in employment with the Company.

e. To achieve sustained growth by aligning Employee interest with long term interests of the Company.

Given the objectives, the Company proposes to implement an employee stock option scheme, namely the 'Vintage Coffee and Beverages Limited Employee Stock Option Scheme 2026 ("VCBL ESOS- 2026"/ "Scheme").

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, [SEBI (SBEB) Regulations, 2021] the Company seeks your approval for implementation of the Scheme and grant options thereunder to the eligible employees.

Features of the proposed Scheme are specified under:

a. Brief description of the Scheme:

The Scheme seeks to reward eligible employees by way of granting options, which when exercisable results in equivalent equity shares of the Company, with a view to reward their association and loyalty which has resulted in corporate growth and value creation over a long period of time. The Scheme shall also be instrumental in making such eligible employees as co-owners with appropriate vesting period, which would motivate them for ensuring higher corporate growth and creation of value for all stakeholders.

The Company shall issue options to the eligible employees, which may be accepted by them within the grant period. Upon acceptance of the offer, the eligible employees shall be required to satisfy the vesting conditions specified in the VCBL ESOS 2026 and make payment of the exercise price and applicable taxes within the exercise period.

The Nomination and Remuneration Committee or any other empowered committee of the Board of Directors of the Company, as constituted or reconstituted, shall act as the Compensation Committee ("Committee") for the superintendence and undertaking the general administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b. the total number of options, SARs, shares or benefits, as the case may be, to be offered and granted;

The maximum number of options to be granted shall not exceed 30,00,000 (Thirty Lakhs) employee stock options.

As per the SEBI (SBEB) Regulations, 2021 in case of any corporate action(s) such as sub division, consolidation of shares, rights issues, bonus issues, reorganization of capital structure of the Company and others, the Committee shall adjust the number of shares available for offer and purchase price payable by the eligible employees in such a manner that the total value of shares available for offer remain the same after any such corporate action(s).

If an Option cancels, expires, lapses (including those having lapsed by way of forfeiture) or becomes un-exercisable due to any reason, it shall be added back to the number of Options that are pending to be granted and shall become available for future Grants, subject to compliance with all Applicable Laws.

An employee may surrender his/her vested /unvested options at any time during / post his employment with the company. Any employee willing to surrender his/ her options shall communicate the same to the Board or Committee in writing.

c. **identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);**

The following classes of employees ("Employees"), subject to their selection as per eligibility criteria, as may be decided by the Committee, shall be entitled to participate in the Scheme:

(i) an employee as designated by the company, who is exclusively working in India or outside India; or

(ii) a director of the company, whether a whole time director or not, including a nonexecutive director who is not a promoter or member of the promoter group, but excluding an independent director; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include –
(a) an employee who is a promoter or a person belonging to the promoter group; or
(b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

d. **requirements of vesting and period of vesting;**

There would be a minimum vesting period of one year from the date of grant. The options granted under the Scheme shall vest in one or more tranches commencing from completion of 1st year from the date of grant of options, unless otherwise specified by the Nomination and Remuneration Committee. In any event, the vesting period shall not be less than 1 year and not more than 5 years from the date of grant of options. Vesting may happen in one or more tranches. The Vesting schedule as decided will be stipulated in the Option letter to be issued/circulated to Individual employees.

e. **maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested;**

The aforesaid Options shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 5 (Five) years from the Date of Grant. The Committee is empowered to implement and decide the vesting schedule to suit the needs of the organization.

f. **exercise price, SAR price, purchase price or pricing formula for arriving at the same;**

The price payable by the employee for exercising the Option granted under the Scheme is the price as may be decided by the Nomination and Remuneration Committee from time to time.

However, the Exercise Price shall not be less than the par value of the Equity Share and shall not exceed the Fair Market Value of the equity shares (Valuation) as determined and certified by Independent Registered Valuer / Category I Merchant Banker as may be applicable on the date of grant of Option which may be decided by the Committee.

g. exercise period/offer period and process of exercise/acceptance of offer;

It is the time period after vesting within which an employee can exercise his/her right to apply for shares against the vested option in pursuance of the scheme. All Vested Options shall be respectively exercised in one or more tranches within a period of 5 years from the respective dates of Vesting, failing which the Options shall lapse.

Provided however, that in case of cessation of employment, the Vested Options shall lapse/be exercised in accordance with the provisions of the scheme.

Once the offer is made, the eligible Employee who intends to participate in the Scheme shall be required to accept such offer within the offer period or the extended offer period, as the case may be.

The offer shall lapse and shall be cancelled in case an eligible Employee fails to submit the acceptance of the offer before the closure of the offer period or extended offer period.

The eligible Employee shall submit the acceptance of the offer along such other documents as may be required under the Scheme to the Company in such form as may be prescribed. After submission of acceptance of offer, the eligible Employees are required to satisfy vesting conditions as stated in the Scheme/ grant letter, and upon satisfaction of the vesting conditions, within the exercise period, make payment of the exercise price along with applicable taxes for obtaining the Shares under offer.

The commencement and closure dates of offer period, extended offer period and payment window, respectively, as decided by the Committee, shall be specified in the offer letter to be issued to the eligible employees.

h. the appraisal process for determining the eligibility of employees for the scheme(s);

The appraisal process for determining the eligibility of the employees will be in accordance with the Scheme or as may be determined by the Committee at its sole discretion. The quantum of options offered will vary depending on the designation, level and grade, future potential of the eligible employee in success of the Company, etc.

i. maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any;

Maximum number of options to be granted to an eligible employee will be determined by the Compensation Committee/ Nomination and Remuneration Committee on case-to-case basis in terms of the resolutions passed by the shareholders. However, the maximum number of options granted to any one employee / director in a year shall not exceed 1% of the paid-up capital of the company in aggregate in one financial year as may be determined by the Compensation Committee/Nomination and Remuneration Committee.

j. maximum quantum of benefits to be provided per employee under a scheme(s);

The Scheme does not contemplate any benefit other than allowing eligible employee to receive equity Shares of the Company upon exercise of options. In this context, the maximum benefit shall be the maximum number of Shares that can be offered as stated above.

k. whether the scheme(s) is to be implemented and administered directly by the company or through a trust;

The Scheme will be implemented and administered directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board without forming or involving any Trust.

l. whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

This scheme shall involve new issue of shares by the Company. There is no involvement of trust and therefore there will not be any secondary acquisition.

m. the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;

There shall not be any funding or financing by the Company for Exercise of Options. Accordingly, no amount of loan to be provided by Company for implementation of VCBL ESOS-2026.

n. maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

VCBL ESOS-2026 is to be implemented and administered directly by the Company without forming or involving any trust. Therefore, the Scheme does not envisage any secondary acquisition

o. a statement to the effect that the company shall conform to the accounting policies specified in regulation 15;

The Company shall conform to the accounting policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and other applicable provisions. The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

p. the method which the company shall use to value its options;

The Company follows fair value method for computing the compensation cost, if any, for the options granted. The Company will follow IFRS/ IND AS/ any other requirements for accounting of the Stock options as are applicable to the Company for the same.

q. period of lock-in.

The shares issued pursuant to exercise of Options shall be freely transferable and shall not be subject to any lock-in period. Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

r. Terms & conditions for buyback, if any, of specified securities covered under these regulations.;

The procedure for buy-back, if to be undertaken at any time by the company, of specified securities including terms and conditions shall be as per Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and Companies Act, 2013.

s. the conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;

b) **In a case where the employment is terminated due to Cause** (defined herein), all Options which are Vested or Unvested, on the date of termination shall stand cancelled forthwith and that Optionee shall not be permitted to Exercise any right to apply for Shares in respect of Options granted to him.

For the purposes of this sub-article, date of the cessation of employment of an Optionee shall mean the date of termination of the employment specified by the Employer in the letter of termination issued to that Optionee.

“Cause” shall mean, as determined by the NRC / Compensation Committee,

(i) The continued failure of the Optionee to substantially perform his duties to the Company (other than any such failure resulting from retirement, death or disability as provided below); or

(ii) The engaging by the Optionee in wilful, reckless or grossly negligent misconduct which is determined by the ESOS Committee to be detrimental to the interest of the Company or any of its affiliates, monetarily or otherwise; or

(iii) Fraud, misfeasance, breach of trust or wrongful disclosure by the Optionee of any secret or confidential information about the Company; or

(iv) The Optionee is found to be of or becomes unsound mind; or

(v) The Optionee commits an act of insolvency; or

(vi) The Optionee is convicted by court of any offence; or

(vii) The Optionee found to be involved in any activity of moral turpitude.

(viii) Any other act, omission, breach, misconduct, or unethical conduct, whether expressly specified herein or otherwise, which in the opinion of the Nomination and Remuneration Committee /Compensation Committee or the Board is detrimental to the interests, reputation, goodwill, assets, or business operations of the Company.

c) Separation from employment in case of normal retirement or a retirement specifically approved by the Company:

(i) all Vested Options should be Exercised by the Optionee immediately, but in no event later than Four years from the date of such Optionees retirement, and

(ii) all Unvested Options would continue to vest in accordance with the respective vesting schedules even after retirement or superannuation in accordance with the company’s policies and the applicable law and the vested Options may be Exercised by the Option Grantee not later than Four Years from the date of the Vesting of Options.

d) **Death of employee while in employment;** all the options, or any other benefit granted under a scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be.

e) **Permanent incapacity while in employment**; all the options, or any other benefit granted to him/her under a scheme as on the date of permanent incapacitation, shall vest in him/her on that day.

In case of the death or Permanent Incapacitation of any Optionee, all Options which are Vested/unvested on the date of death or permanent incapacitation shall be Exercised by the nominee /beneficiary, or the legal heir or such Optionee or his legal guardian as the case may be, before the expiry of four years from the date of the death or Permanent Incapacitation of such Optionee or the generally prescribed Exercise Period for such Options, whichever is earlier, failing which all the unexercised Options shall lapse irrevocably and the rights there under shall be extinguished.

f) **Exercise of the vested options in the event of a resignation of employee;**

In case of resignation by an Optionee, all Options which are Vested Options on the date of resignation shall be Exercised by the Optionee before the expiry of 30 (thirty) days from the date of tendering resignation or the generally prescribed Exercise Period for such Options, whichever is earlier, failing which all the Options that yet to be Exercised shall lapse irrevocably and the rights there under shall be extinguished. All Unvested Options, on the date of submission of resignation shall expire and stand, terminated with effect from that date.

g) **Exercise of options in case of long leave;**

In the event of the Option Grantee opting for a long leave or a sabbatical, meaning absence from work for more than 3 months while still being in employment with the Company, all Options, which are unvested on the date on which the sabbatical or long leave is starting till the date of completion of such leave shall not be counted towards the Vesting Period.

However, Options which have already been vested as on that date shall be Exercised by the Option Grantee not later than four years from the date of vesting of the last tranche of Options.

h) **In the event of abandonment of service by an employee without the Company's consent**, all Options including those, which are vested but were not exercised at the time of abandonment of service shall stand terminated with immediate effect. The date of abandonment of an Option Grantee shall be decided by the Nomination and Remuneration Committee/ Compensation Committee / Board at its sole discretion which decision shall be binding on the Option Grantee without any protest or demur.

t. a statement to the effect that the company shall comply with the applicable accounting standards.

Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

Consent of the shareholder is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI (SBEB) Regulations.

A copy of the Scheme is available for inspection electronically during official hours on all working days till the conclusion of voting.

The Board of Directors recommends the passing of the proposed Special Resolutions no. 8 for the approval of the Shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme

ITEM NO. 9:

MODIFICATION OF THE OBJECTS OF THE PREFERENTIAL ISSUE MENTIONED IN THE EGM NOTICE DATED 04.07.2025 AND SUBSEQUENT UPDATION TO IT VIDE COMPANY'S LETTER DATED 21.08.2025 :

The Members of the Company, at the Extra-Ordinary General Meeting held on 30.07.2025, approved the issue and allotment of equity shares on preferential basis, inter alia, for the objects specified in the Notice of the said meeting dated 04.07.2025, as subsequently updated vide the Company's letter dated 21.08.2025.

One of the objects of the preferential issue was to make investments in the Company's wholly owned subsidiary, namely Vintage Coffee Private Limited, for capital expenditure, including improvement to existing plant and machinery and purchase and installation of new plant and machinery.

Subsequently, an amount of Rs. 12.05 crore out of the proceeds raised through the aforesaid preferential issue, which was originally earmarked towards the above capital expenditure object, was utilised by the Company on 17.06.2026 towards acquisition of land situated at Wargal Village, Siddipet, Telangana, from Telangana State Industrial Infrastructure Corporation, for setting up a unit for manufacturing of Freeze-Dried Instant Coffee.

The land was acquired in the name of the Company. The proposed acquisition was undertaken in view of the proposed amalgamation of the Company's wholly owned subsidiaries, namely Vintage Coffee Private Limited and Delecto Foods Private Limited, with the Company, which was pending before the Hon'ble National Company Law Tribunal at the time of acquisition of the land.

In view of the aforesaid proposed amalgamation and the circumstances prevailing at the relevant time, it was considered commercially expedient and prudent to acquire the land directly in the name of the Company rather than in the name of the subsidiary, Vintage Coffee Private Limited. Such acquisition was intended to avoid any subsequent change in the name of the allottee/owner of the land, including the possibility of duplicate registration, additional costs, stamp duty and other associated formalities that could have arisen upon completion of the proposed amalgamation.

Accordingly, the utilisation of Rs. 12.05 crore represents a variation from the originally stated object of utilisation of the proceeds of the preferential issue. The proposed resolution seeks the approval, confirmation and ratification of the

Members for such variation and for the utilisation of the aforesaid amount towards acquisition of land in the name of Vintage Coffee and Beverages Limited for setting up the Freeze-Dried Instant Coffee manufacturing unit.

The proposed modified object in respect of the aforesaid amount shall accordingly be read as:

Existing Objects	Modified Objects
To make investments in the Company's wholly-owned subsidiary (WOS) for capital expenditure i.e., to make improvisation to existing plant and machineries as well as Purchase and Installation of New Plant & Machinery, etc.	To make investments in the Company's wholly-owned subsidiary (WOS) for capital expenditure i.e., to make improvisation to existing plant and machineries as well as Purchase and Installation of New Plant & Machinery and land either in the name of the wholly owned subsidiary or holding company

Based on the recommendation of Audit Committee, the Board of Directors, at its meeting held on 04.09.2026, considered and approved the proposed modification/variation in the object and utilisation of the preferential issue proceeds and recommended the Special Resolution set out at Item No. 9 of the accompanying Notice for approval of the Members.

The Members are requested to note that the variation relates specifically to Rs. 12.05 crore out of the proceeds of the preferential issue and does not alter the aggregate amount raised through the preferential issue.

The Board recommends the Special Resolution set out at Item No. 9 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 10: ISSUE OF UPTO 42,00,000 CONVERTIBLE WARRANTS TO PROMOTERS AND PROMOTER GROUP ON PREFERENTIAL BASIS

The Special Resolution as mentioned in Item No. 10 of the Notice proposes to authorize the Board of Directors of the Company to issue and allot upto 42,00,000 (Forty-two Lakhs) Convertible Warrants, each warrant carrying a right to subscribe to one Equity Share of the Company of face value of Rs. 10/- each, at an issue price of Rs. 164/- (Rupees One hundred and sixty-four only per warrant), on preferential basis, in such manner and on such terms and conditions as prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and in compliance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is stated below. As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the

Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the convertible warrants as stated in the resolution on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

It is proposed to issue upto 42,00,000 Convertible Warrants to the promoters and promoters group at an issue price of Rs. 164/- (Rupees One hundred and sixty-four only) per warrant, each warrant carrying a right to subscribe to one Equity Share of the Company of face value of Rs. 10/- each, subject to the terms and conditions prescribed under the applicable laws and regulations.

The Company intends to utilize the proceeds from this Preferential Issue towards the following objects / requirements:

Sl.no	Purpose	Amount (Rs. in Lakhs)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	To make investments for capital expenditure i.e., to make improvisation to existing plant and machineries as well as purchase and installation of new plant and machinery etc., and civil construction	5,101.00	2 years
2.	To meet working capital requirements for on-going and future projects	375.00	2 years
3.	Issue related expenses	35.00	2 years
4.	General corporate purposes	1,377.00	2 years
	Total	**6,888.00**	

In terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances since the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board, subject to compliance with applicable laws. Any deviation in estimation of objects, as permitted above, shall be used only towards the said objects inter-se and will not be utilised towards General Corporate Purpose.

The Company pending utilization of proceeds towards the Objects of the Issue, will temporarily deposit the funds raised in term deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939 or with Non-Banking Financial Companies (NBFCs) governed by Reserve Bank of India.

(II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 04.09.2026 has approved to issue and allot not exceeding 42,00,000 (Forty-two Lakhs) Convertible Warrants at an issue price of Rs. 164/- per warrant, aggregating up to Rs. 68,88,00,000/- (Rupees Sixty-eight Crores Eighty-eight lakhs only), by way of preferential issue, subject to the approval of the members and other applicable statutory and regulatory approvals.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel or senior management of the issuer to subscribe to the offer;

42,00,000 Convertible Warrants in aggregate shall be issued to Mr. Balakrishna Tati, Mr. Sai Teja Tati, Padma Tati, Chin Corp Holding PTE Limited, Tati Sruti, Vishal Jethalia, Mohit Rathi. Except the said promoters and promoter group, none of the promoters or their associates and relatives /Directors / KMP / Senior Management Personnel of the company, intends to subscribe to the Convertible Warrants of the company.

The Company will take necessary steps to obtain the required approvals from National Stock Exchange of India Limited and BSE Limited or any other regulatory agency as may be applicable, for the proposed preferential issue of warrants convertible into equity shares.

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows:

Sl. No	Category	Pre-Issue Holding			Post Issue Holding*		
		No. of Equity shares	% of shares	No. of existing warrants	Preferential issue of convertible warrants by way of cash	No. of shares	% of Shares
A	**Promoters**						
1	Individuals /HUF	3,13,20,762	21.38	10,00,000	39,00,000	3,62,20,762	23.86
2	Body Corporate/ Trust	1,99,58,766	13.62	-	3,00,000	2,02,58,766	13.35
	Sub-Total (A)	**5,12,79,528**	**35.01**	**10,00,000**	**42,00,000**	**5,64,79,528**	**37.21**
B	**Non-Promoters**						
1	Institutions						
	A. Domestic	1,39,65,180	9.53	-	-	1,39,65,180	9.20
	B. Foreign	78,43,034	5.35	-	–	78,43,034	5.17
2	**Non-Institutions**						
(i)	Individuals	5,37,06,433	36.66	1,00,000	–	5,38,06,433	35.45
(ii)	NRIs	41,22,798	2.81	-	-	41,22,798	2.72
(iii)	Bodies Corporate	93,41,854	6.38	-	-	93,41,854	6.15
(iv)	Any Other	62,29,582	4.25	-	-	62,29,582	4.10
	Sub-Total (B)	**9,52,08,881**	**64.99**	**1,00,000**	**-**	**9,53,08,881**	**62.79**
	Grand Total (A+B)	**14,64,88,409**	**100.00**	**11,00,000**	**42,00,000**	**15,17,88,409**	**100.00**

Note: *The Post-Issue Shareholding (on diluted basis) Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full conversion of the existing 11,00,000 warrants into equity shares, full conversion of the proposed 42,00,000 warrants into equity shares.

(V) Time frame within which the preferential issue shall be completed and material terms:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

An amount, as decided by the Board of Directors, equivalent to 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

a. The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.

b. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.

c. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.

d. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue.

SI. No.	Identity of proposed Preferential Allottee	Pre issue holding	% of shares	No. of existing warrants	Convertible warrants proposed to be allotted	Post issue holding*	Post issue % holding *
1.	Balakrishna Tati	1,97,69,586	13.50	-	27,00,000	2,24,69,586	14.80
2.	Tati Sai Teja	24,27,025	1.66	7,00,000	4,00,000	37,27,025	2.32
3.	Padma Tati	18,17,646	1.24	-	3,00,000	21,17,646	1.40
4.	Chin Corp Holding PTE Limited	1,93,47,055	13.21	-	3,00,000	1,96,47,055	12.94
5.	Tati Sruti	7,34,241	0.50	-	2,00,000	9,34,241	0.62
6.	Vishal Jethalia	33,09,556	2.26	2,00,000	2,00,000	37,09,556	2.44
7.	Mohit Rathi	30,93,101	2.11	1,00,000	1,00,000	32,93,101	2.17
	Total	**5,04,98,210**	**34.47**	**11,00,000**	**42,00,000**	**5,56,98,210**	**36.69**

*Note: *The Post-Issue Shareholding (on diluted basis) Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full conversion of the existing 11,00,000 warrants into equity shares, full conversion of the proposed 42,00,000 warrants into equity shares.*

The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter

S. No.	Name of Proposed Allottees	Current Status / Category	Proposed Status / Category
1.	Mr. Tati Balakrishna	Promoter	Promoter
2.	Mr. Tati Sai Teja	Promoter	Promoter
3.	Mrs. Padma Tati	Promoter	Promoter
4.	Chin Corp Holding PTE Limited	Promoter group	Promoter group
5.	Ms. Tati Sruti	Promoter	Promoter
6.	Mr. Vishal Jethalia	Promoter	Promoter
7.	Mr. Mohit Rathi	Promoter	Promoter

Further, the ultimate beneficiary of the following allottees are:

S. No.	Name of Proposed Allottees	Name of the Ultimate Beneficial Owner
1.	Chin Corp Holding PTE Limited	Michael Chin Tommy Chin Paattrick Chin

Change in control if any, in the Company that would occur consequent to the preferential issue:

Consequent to the proposed preferential allotment of Convertible Warrants, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018, issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

2. If the amount payable on account of the re-computation of price, if any is not paid within the time stipulated in the specified regulations, the securities shall continue to be locked-in till the time such amount is paid.

(VIII) Practicing Company Secretary Certificate:

The Company has obtained a certificate dated 04.09.2026 from M/s. Vivek Surana & Associates, Practicing Company Secretaries certifying that the proposed issue of the convertible warrants is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address https://vcbl.coffee/pcs-certificate/

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the convertible warrants proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 31.08.2026, which is thirty days prior to the date of Annual General Meeting (AGM to be held on 30.09.2026).

The equity shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited and are frequently traded. The trading volume on National Stock Exchange of India Limited during the preceding 90 trading days prior to the Relevant Date was higher as compared to the volume on the BSE Limited. Accordingly, the minimum issue price of Warrants has been calculated with reference to trading volume at NSE.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which convertible Warrants shall be allotted shall not be less than higher of the following:

a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Accordingly, the minimum issue price of Rs. 163.63/- has been determined based on the higher of the volume weighted average price of the related equity shares quoted on National Stock Exchange of India Limited during the 90 trading days (Rs. 154.30/-)/10 trading days (Rs. 163.63/-) preceding the relevant date. Accordingly, the Convertible Warrants are proposed to be issued at a price of Rs. 164/- per convertible warrant, which is not less than the minimum price determined in accordance with the applicable provisions of the SEBI ICDR Regulations.

Considering that the allotment through this preferential issue shall not be more than 5% of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert, the valuation report requirement under Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is not applicable. Accordingly, the price of Rs. 164/- (Rupees One hundred and sixty-four only) per Convertible Warrant to be issued and allotted to the proposed allottees has been determined in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.

The issue price has been fixed at Rs. 164/- per warrant which is higher than Rs. 163.63/- per warrant as determined under SEBI (ICDR) Regulations.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable as the allotment will be made for cash.

(XI) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees, if any, shall be kept under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

(XIII) Lock–in Period:

The convertible warrants and resultant equity shares to be allotted on preferential basis shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited and National Stock Exchange of India Limited, where the securities of the Company are listed as per Regulation 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) Listing:

The Company will make an application to BSE Limited and National Stock Exchange of India Limited at which the existing equity shares are presently listed. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

(XV)The number 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 year under review, the Company did not make any preferential allotment. However, 8,00,000 warrants allotted to one of the Promoters in the previous financial year were converted into 8,00,000 Equity Shares, upon receipt of the requisite exercise price, and the corresponding Equity Shares were allotted to the said Promoter during the year.

(XVI) Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

(XVII) Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.

2. None of its directors or promoters is fugitive economic offender as defined under the ICDR Regulations.

3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.

4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions;

6. The Company is in compliance with the conditions for continuous listing;

7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;

8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.

9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.

10. No person belonging to the promoters / promoter group has previously subscribed to and not paid for any warrants of the Company during the last one year.

11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

(XVIII) Monitoring Agency:

Since the issue size is less than one hundred crores rupees, appointment of Monitoring Agency is not applicable.

(XIX) Approval under the Companies Act:

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

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and promoters group on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Item No. 10 of the Notice.

Except Mr. Balakrishna Tati, Chairman and Managing Director of the Company, Mr. Sai Teja Tati, Whole-time Director of the Company, Mr. Vishal Jethalia and Mr. Mohit Rathi, directors being interested party as the proposed allottees, none of the other directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

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

Balakrishna Tati
Chairman and Managing Director
DIN: 02181095

Place: Secunderabad
Date: 04.09.2026