

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U15492AP2005PLC048531

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCL1669G

(ii) (a) Name of the company

VAYHAN COFFEE LIMITED

(b) Registered office address

Sy. No. 141 & 142,
Garlamadugu Village,
Pedavegi Mandal
Andhra Pradesh
534450

(c) *e-mail ID of the company

ajay@vayhan.in

(d) *Telephone number with STD code

04027165328

(e) Website

www.vayhan.in

(iii) Date of Incorporation

22/12/2005

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

L67120TG1989PLC010188

Pre-fill

Name of the Registrar and Transfer Agent

CIL SECURITIES LIMITED

Registered office address of the Registrar and Transfer Agents

214, RAGHAVA RATNA TOWERSCHIRAG ALI LANE
ABIDS

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Vayhan Instant Food Private Li	U15122TG2012PTC078750	Subsidiary	100
2	Suncof Global Pte Ltd		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	29,000,000	28,383,000	28,383,000	28,383,000
Total amount of equity shares (in Rupees)	290,000,000	283,830,000	283,830,000	283,830,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	29,000,000	28,383,000	28,383,000	28,383,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	290,000,000	283,830,000	283,830,000	283,830,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	28,383,000	0	28383000	283,830,000	283,830,000	
Increase during the year	0	0	0	17,510,400	17,510,400	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				17,510,400	17,510,400	
Dematerialization						
Decrease during the year	0	0	0	17,510,400	17,510,400	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				17,510,400	17,510,400	
Dematerialization						
At the end of the year	28,383,000	0	28383000	283,830,000	283,830,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year)

Type of transfer

1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred

Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor

Transferor's Name

Surname

middle name

first name

Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	
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Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,898,882,185

(ii) Net worth of the Company

991,994,989

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,316,720	18.73	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	5,316,720	18.73	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	21,381,280	75.33	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,685,000	5.94	0	
10.	Others	0	0	0	

	Total	23,066,280	81.27	0	0
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Total number of shareholders (other than promoters)

56

**Total number of shareholders (Promoters+Public/
Other than promoters)**

59

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	56	56
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	18.73	0
B. Non-Promoter	1	4	1	4	1.58	2.28
(i) Non-Independent	1	2	1	2	1.58	2.28
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	4	4	4	20.31	2.28

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMA RAJU DATLA	00280156	Managing Director	1,101,550	
VENKATA KRISHNAM	00280217	Whole-time director	3,160,970	
RAMASURYA PARMAN	00306612	Whole-time director	1,054,200	
GADHIRAJU VENKATA	00306615	Director	648,000	
JAYARAM SHARMA AC	01057102	Director	0	
SUNDARARAMARAJU	01507050	Whole-time director	449,700	
SREENIVASA RAO RA	03271625	Director	0	
PAPARAO UNDAVALI	05263236	Director	0	
UNDAVALLI RAMU	05263249	Alternate director	0	
PRAJAKTA VAIBHAV G	ALFPB2827A	Company Secretary	0	
SAMA NAGA LAKSHMI	BHXPS9386Q	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VENKATA KRISHNAM	ADOPK8293Q	CFO	13/05/2022	Cessation
SAMA NAGA LAKSHMI	BHXPS9386Q	CFO	12/09/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/09/2022	59	7	12.16

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/05/2022	8	8	100
2	04/06/2022	8	8	100
3	07/09/2022	8	6	75
4	30/12/2022	8	7	87.5
5	06/02/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	13/05/2022	3	3	100
2	AUDIT COMM	07/09/2022	3	3	100
3	AUDIT COMM	30/12/2022	3	3	100
4	AUDIT COMM	06/02/2023	3	3	100
5	AUDIT COMM	27/02/2023	3	3	100
6	NOMINATION	04/06/2022	3	3	100
7	NOMINATION	07/09/2022	3	2	66.67
8	NOMINATION	30/12/2022	3	2	66.67
9	CORPORATE	07/09/2022	4	3	75
10	CORPORATE	06/02/2023	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2023
								(Y/N/NA)

1	RAMA RAJU I	5	5	100	7	7	100	Yes
2	VENKATA KR	5	4	80	0	0	0	Yes
3	RAMASURYA	5	5	100	0	0	0	Yes
4	GADHIRAJU V	5	5	100	0	0	0	Yes
5	JAYARAM SH	5	5	100	10	10	100	Yes
6	SUNDARARA	5	5	100	0	0	0	No
7	SREENIVASA	5	5	100	10	10	100	No
8	PAPARAO UN	5	3	60	5	2	40	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAMA RAJU DATL	MANAGING DIR	8,446,452	2,185,479	0	0	10,631,931
2	VENKATA KRISHN	WHOLE-TIME D	7,680,000	0	0	0	7,680,000
3	SUNDARARAMARA	WHOLE-TIME D	4,800,000	2,863,021	0	0	7,663,021
4	RAMASURYA PAR	WHOLE-TIME D	8,352,000	0	0	0	8,352,000
	Total		29,278,452	5,048,500	0	0	34,326,952

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRAJAKTA VAIBHA	COMPANY SEC	180,000	0	0	0	180,000
2	SAMA NAGA LAKS	CFO	0	0	0	0	0
	Total		180,000	0	0	0	180,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SREENIVASA RAO	DIRECTOR	0	0	0	329,000	329,000
2	JAYARAM SHARM	DIRECTOR	0	0	0	329,000	329,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	PAPARAO UNDAV	DIRECTOR	0	0	0	101,500	101,500
4	GADHIRAJU VENK	DIRECTOR	0	0	0	107,500	107,500
5	UNDAVALLI RAMU	DIRECTOR	0	0	0	0	0
	Total		0	0	0	867,000	867,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Barbie Singh

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

23035

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

RAMA
RAJU
DATLA
Digitally signed by
RAMA RAJU DATLA
Date: 2023.11.28
12:47:37 +0530'

DIN of the director

00280156

To be digitally signed by

BARBIE
SAURABHKU
MAR SINGH
Digitally signed by
BARBIE
SAURABHKUMAR
SINGH
Date: 2023.11.28
13:03:32 +0530'

- ☐ Company Secretary
☒ Company secretary in practice

Membership number

46549

Certificate of practice number

23035

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

CS Clarification letter 2023.pdf
List of Shareholders-31032023.pdf
Vayhan_MGT-8_22-23_Signed.pdf
Membership Number.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

VAYHAN COFFEE LIMITED
CIN: U15492AP2005PLC048531

Address: Sy. No. 141 & 142, Garlamadugu Village, Pedavegi Mandal - 534450, Andhra Pradesh, India

List of Shareholders as on 31.03.2023

Folio No.	Name of Shareholders	Total	% of shareholding
VCL000001	DRSP Raju	1054200	3.714
VCL000002	D Shakuntala	399300	1.407
VCL000003	D Rama Raju	1101550	3.881
VCL000004	D Radhamani	420150	1.480
VCL000006	P Sundar Rama Raju	449700	1.584
VCL000007	KVK Raju	3160970	11.137
VCL000010	Kanhan Packages Pvt. Ltd.	1355000	4.774
VCL000017	DVR Raju (HUF)	115800	0.408
VCL000018	K Lalitha	1100000	3.876
VCL000020	DVR Raju	310700	1.095
VCL000024	P Venkateswar Raju	153520	0.541
VCL000025	Penmatsa Suresh	202500	0.713
VCL000029	DSL Finance Pvt. Ltd.	150000	0.528
VCL000040	D V Prudhvi Raju	653300	2.302
VCL000060	P Padmavathi	74600	0.263
VCL000070	D Sudha Anveshini	1004880	3.540
VCL000109	Rapaka Rajeswari	54200	0.191
VCL000120	Penmatsa Pratap Varma	20000	0.070
VCL000121	Penmetsa Radhika	20000	0.070
VCL000177	DVR Raju-HUF	14000	0.049
VCL000180	Megna Pack	12500	0.044
VCL000212	P Pratap Varma	10000	0.035
VCL001231	P R Kabra	100	0.000
VCL001232	Veena Kabra	100	0.000
VCL001236	DRSP Raju & D Rama Raju	1280000	4.510
VCL001237	Deccan Chemplast Ltd.	180000	0.634
VCL001238	Undavalli Indra Rao	3733000	13.152
VCL001239	Gadhiraju Sridevi	694900	2.448
VCL001240	Gadhiraju Venkata Suryanarayana Raju	648000	2.283
VCL001243	Raju S Kuchampudi	200000	0.705
VCL001244	Appala Raju Jampana	200000	0.705
VCL001245	Raju VRM Penematcha	551700	1.944
VCL001247	Gadhiraju Aashritha	570400	2.010
VCL001249	D. Sravani jointly with D. Rama Raju	1006850	3.547
VCL001250	Srujana	1019000	3.590
VCL001251	KVSRK Raju	550000	1.938

VAYHAN COFFEE LIMITED
CIN: U15492AP2005PLC048531

**Address: Sy. No. 141 & 142, Garlamadugu Village, Pedavegi Mandal - 534450, Andhra Pradesh,
India**

VCL001252	D. Subhadramma jointly with DRSP Raju & D. Rama Raju	580550	2.045
VCL001253	DRSP Raju jointly with D V Prudhvi Raju	1237000	4.358
VCL001254	D. Radhamani jointly with D. Rama Raju	329700	1.162
VCL001255	D. Shakuntala jointly with DV Prudhvi Raju	1004600	3.539
VCL001256	DV Prudhvi Raju jointly with D. Gayathri Devi	1224740	4.315
VCL001257	D. Rama Raju jointly with D. Radhamani	597400	2.105
VCL001258	P Hema Harshita	216750	0.764
VCL001259	P. Rama Padmaja	235900	0.831
VCL001260	Rapaka Ramesh Babu	24900	0.088
VCL001261	Rapaka Rithwik	14940	0.053
VCL001262	Rapaka Nishadhi	9960	0.035
VCL001263	D. Narasimhulu Naidu	19540	0.069
VCL001264	Rapaka Rama Devi	313760	1.105
VCL001266	E V Jyoti	9400	0.033
VCL001267	CH Venkata Rama Raju	9000	0.032
VCL001268	T Ajaya Kumar	9960	0.035
VCL001269	Hema Gopal	9880	0.035
VCL001270	M V Peddi Raju	9800	0.035
VCL001271	R Vikram	9800	0.035
VCL001273	A Vani Jayaram	9800	0.035
VCL001274	G Lalitha Devi	9800	0.035
VCL001276	B Raj Kumar	4900	0.017
VCL001277	K. Radhika	20000	0.070
TOTAL		28383000	100.000

For and on behalf of
Vayhan Coffee Limited



S. Rama Raju Datla
Rama Raju Datla
Managing Director
DIN: 00280156

Barbie Singh and Associates

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Vayhan Coffee Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on **31st March, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- a. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
 1. We have not verified the correctness, appropriateness and accuracy of financial records and the books of accounts of the Company. For the financial data in this annual return, we have relied on the relevant audited financial statements of the Company, adopted by the members in the Annual General Meeting.
 2. In respect of Serial No. XII of the MGT - 7 pertaining to 'Penalty and Punishment - Details thereof', we have relied on the records of the Company and representations given by the Company and its officers.
- b. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made hereunder in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time except in few instances the forms/returns were filed with slight delays. However, there were no instances for filing of forms with Regional Director, Central Government, the Tribunal, Court or other authorities;
 4. Calling /convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, paper notices were given and the proceedings including the circular resolutions have been recorded in the Minute Book/registers maintained for the purpose and the same have been signed. However, there were no resolutions passed by postal ballot during the financial year under review;
 5. Closure of Register of Members / Security holders, as the case may be - **Not applicable as the Company has not closed the Register of Members during the year under review;**
 6. Advances / loans to its directors and/or persons or firms or companies referred in section 185 of the Act- **Not applicable as there were no such instances during the year under review;**
 7. Contracts / arrangements with related parties as specified in section 188 of the Act;

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Add:- B-506, Indraprasth, New Golden Nest, Bhayander East Thane-401105 Maharashtra
Email id- csbarbiesingh@gmail.com Mobile no- 9702517325

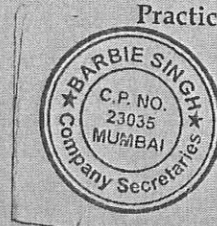


Barbie Singh and Associates

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances - Not applicable as there were no such instances during the year under review;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act - Not applicable as there were no such instances during the year under review;
10. Declaration / payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act - Not applicable as there were no such instances during the year under review;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Appointment/ re-appointments/ retirements/ filling up casual vacancies/disclosures of Directors and Key Managerial Personnel and remuneration paid to them are as per provisions of the Act. However, there were no instances for constitution of the Directors and Key Managerial Personnel during the year under review;
13. Appointment of auditors as per the provisions of Section 139 of the Act. However there were no instances for re-appointment/filling up casual vacancies of auditors during the year under review;
14. Approvals required to be taken from Central Government, Regional Director, Tribunal, Registrar, Court or such other authorities under the various provisions of the Act - Not applicable as there were no such instances during the year under review;
15. Acceptance/ renewal/ repayment of deposits - Not applicable as there were no such instances during the year under review;
16. Borrowings from banks and modification / satisfaction of charges in that respect. However, there were no instances for borrowings from directors, members, public financial institutions and creation of charges in that respect;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act - Not applicable as there were no such instances during the year under review;
18. Alterations of provisions of the memorandum and/or articles of association of the Company - Not applicable as there were no such instances during the year under review;

Place: Thane
Date: November 01, 2023

For Barbie Singh and Associate
Practicing Company Secretary



Barbie Singh
Proprietor

Membership No: A46549

C.P. No.: 23035

UDIN: A046549E001720540

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Add:- B-506, Indraprasth, New Golden Nest, Bhayander East Thane-401105 Maharashtra
Email id- esbarbiesingh@gmail.com Mobile no- 9702517325