



CIN L51900MH1985PLC036665

Registered office: Shop No. 52, V Mall, Gayatri Nagar, Asha Nagar, Kandivali East, Mumbai-400101
Corporate office: Stride Hospitals Building 4th Floor MIG 15-218 KPHB Main Road Kukatpally Hyderabad
500072 Email Id: infosec@cupidtrades.com Website: www.cupidtrades.com M: 8008555251

To

Date: 17-04-2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001.

BSE Scrip Code: 512361

Sub: Submission of Notice calling Extra Ordinary General Meeting (“EGM”) to be held on Thursday, May 09, 2024.

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice calling the EGM to be held on Thursday May 09, 2024 at 12:00 P.M. at Kilachand, Conference Room, 2nd Floor, Indian Merchant Chambers Building, Opposite Churchgate Railway Station, Mumbai-400020.

The company shall be providing facility to its shareholders exercising their rights to vote on all businesses proposed at the EGM by electronic means, by using remote e-voting facility and voting facility at EGM. The remote e-voting shall commence from Monday, 6th May, 2024 at 9.00 A.M. (IST) and will end on Wednesday 8th May, 2024 at 5.00 P.M. (IST), and the shareholders of the Company holding shares as at the cut-off date i.e. Thursday, May 02, 2024 shall be eligible to vote using the remote e-voting facility and voting facility at EGM.

Kindly take the above information on your record and acknowledge the receipt of the same.

Thanking you,

For Cupid Trades and Finance Limited

SRI VENKATA
RAJESWARA RAO
SAMAVEDAM

Digitally signed by SRI
VENKATA RAJESWARA
RAO SAMAVEDAM
Date: 2024.04.17 18:40:12
+05'30'

Sri Venkata Rajeswara Rao Samavedam

Director

(DIN: 10347786)

Date: 17th April, 2024

Place: Mumbai

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF CUPID TRADES AND FINANCE LIMITED WILL BE HELD ON THURSDAY, 09TH MAY, 2024 AT 12.00 NOON. AT KILACHAND, CONFERENCE ROOM, 2ND FLOOR, INDIAN MERCHANT CHAMBERS BUILDING, OPPOSITE CHURCHGATE RAILWAY STATION, MUMBAI-400020 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. To increase authorized capital

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 61(1),64 and all other applicable provisions, if any, of the Companies Act,2013(including any statutory modification(s) or re-enactment thereof for the time being in force) and the relevant rules framed thereunder and in accordance with the applicable provisions of the Articles of Association of the Company and, the consent of the Member be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.1,00,00,000(Rupees One Crore Only) divided into 10,00,000 (Ten Lakh Only) equity shares of Rs.10/- each to Rs. 90,00,00,000(Rupees Ninety Crores Only) divided into 9,00,00,000 (Nine Crores shares) Equity Shares of Rs. 10/- (Rupees Ten Only) by the creation Companies Act,2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

The Authorized Share Capital of the Company is Rs. 90,00,00,000(Rupees Ninety Crores Only divided into 9,00,00,000 (Nine Crores shares) Equity Shares of Rs. 10/- (Rupees Ten Only)

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

2. Borrowing powers of the Company

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 Section 179, 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), , the consent of the Member be and is hereby accorded for borrowing any sum or sums of money from time to time from any one or more of the Company/Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or , loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose such that the total borrowing limit to be increased from Rs. 90,00,00,000/- (Rupees Ninety Crores) to Rs. 450,00,00,000 (Rupees Four Hundred Fifty Crores Only) excluding of any interest or charges but including the borrowing

already availed from bank/financial institutions/body corporate/promoters/directors of the company or any other company in form of any debt instruments/debentures/bond/loan etc as mentioned under the sections and provision of the Company and any director authorised by the board be and is hereby further authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the Board may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle an execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit.”

3. Conversion of Loan into Equity

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

"RESOLVED THAT pursuant to the provisions of Section 62(3), 179, 49 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any applicable rules and regulations made thereunder, and subject to approval required as per as per the law applicable on the company, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as per the requirement of the Company, any sum or sums of money from Directors, promoters of the Company on such terms and conditions as the Board may deem fit by way of loans convertible into equity shares at the option of Lender, up to an aggregate amount of Rs. 54,00,00,000/- (Rupees Fifty-four Crores only).

RESOLVED FURTHER THAT specific Loan Agreements with the terms of conversion of Loans into equity shares shall be executed between the lenders (Directors/Promoters) and the Company governing the terms of conversion.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

4. Appointment of Statutory Auditor to fill Casual Vacancy on Resignation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 09th April,2024, the consent of the member is hereby accorded for the appointment of M/s Shah Teelani & Associate , Chartered Accountants,

(Firm Registration No. 0133549W Mem No. 172439) as statutory auditor of the company for the financial year ending March 31, 2024, to fill casual vacancy caused by resignation of Mrs. Sonal Parekh, M/s. H M SHAH & Co. and Associates, Chartered Accountants, (FRN: 109585W, Mem No. 107499) due to non – receipt of peer review number. .

RESOLVED FURTHER THAT M/s Shah Teelani & Associate , Chartered Accountants, (Firm Registration No. 0133549W Mem No. 172439), be and is hereby appointed as statutory auditor of the company for the financial year ending March 31, 2024, from the conclusion of this Extraordinary General Meeting till the upcoming Annual General Meeting of the company and that he shall be eligible for re-appointment in the next Annual General Meeting of the company to be held in this year , subject to the members approval and that they shall conduct the statutory audit for the period ended 31st March, 2024, statutory audit report and limited review report on such remuneration as may be fixed by the Board of Director in consultation with them.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign, execute all such documents and do all such acts, deeds and things which may be necessary to bring into effect the above resolution.”

5. **Approval of Name Change of Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13(2), Section 14 and other applicable provisions, if any, of the Companies act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to approval of Central Government (Registrar of Companies) the approval of the Shareholders by way of Special Resolution in general meeting be and is hereby accorded to the board of director of the company to change the name of the Company from **Cupid Trades and Finance Limited to Cupid Breweries And Distilleries Limited**” as name approved by the MCA , CRC vide letter dated March 27, 2024.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

The Name of the Company proposed is “**Cupid Breweries and Distilleries Limited**”

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Memorandum of Association and Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company, subject to approval of BSE Ltd and subject to approval required as per as per the law applicable on the company.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to make application to the Central Government (Registrar of Companies) for obtaining approval for change in name of the Company and to sign and file forms and other documents with the Central Government (Registrar of Companies) and do all other acts, deeds ,things and matters as

are necessary to give effect to the above said resolution and to agree to such modifications, terms & conditions as may be directed by the Registrar of Companies and to modify the same accordingly as are necessary or expedient in this regard.”

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to issue a certified copy of resolution to the concerned parties including the Central Government (Registrar of Companies).”

6. To make addition in Object Clause and to change the ancillary clause accordingly of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution is hereby accorded to alter the main object clause by adding the following main object to the existing main object clause, re-numbering the clauses and thereby amending the ancillary object of the Company, subject to such modifications/alteration as approved by the Board, members and Ministry of Corporate Affairs.

(Sl. No) (Clause No.) MAIN OBJECT clause

- 1. The Company shall carry on the business to make, manufacture, produce, sale and distribute within India, export and import wine, liquors, spirits, brewery and brewery products, aerated water, distilled water, saline water, injection water, mineralized water, soda water, and other distilled products components used as prerequisite in the production of all types of alcoholic as well as non - alcoholic products required in the consumption of any of the above product for industrial and commercial purposes and to engage in the production, manufacturing, aging, utilizing Central Blending Units (CBU) for manufacturing processing all type of spirits, including but not limited to, matured spirits, malt spirits, high percentage alcohol spirits, gin spirits, rum spirits, high bouquet spirits, and any other variety of spirits, and to establish and maintain warehouses for above mentioned product(s) and to set up the plants, factories, laboratories, units, warehouses, godowns, shops and establishments for the sale and marketability of the above products through agents, distributors, franchise, wholesaler, retailers, stockist, within India and outside India.*
- 2. To carry on the business by installing machineries for packaging of the products in pouches, bottles, cans, tetra packs, tins, poly packs, jars and other portable and durable mode of packaging of various products and to assign trademarks by creating brands and designs, technical know-how, consultancy for setting up industrial unit and to make product saleable for industrial and commercial purpose and to set up the manufacturing units and facilities for the process of fermentation in the production of breweries,*

distilleries, alcohols, spirits used for consumption in industrial, commercial and pharmaceutical purpose within India and internationally.

3. *To carry on all or any of the business of buyers, sellers, suppliers, traders, merchants, importers, exporters, hire purchase dealers, indentors, brokers, agents, stockists, distributors, and dealers of Tea, Coffee, Tobacco, minerals, metals, chemicals, industrial and other wastes, and bye-products Industrial and other gases, fire, wood, coal and coke, oils and lubricants, fuels, Alcohol, wines and Beverages, edible and non edible oils and fats, sugar and molasses, consumer goods, household goods, hardware and stores, Plant and Machinery, Generating sets, Earth moving equipments, stores, spare parts and accessories, Commercial, natural and man made fibres, textiles of all kinds, all types of paper and its products, iron and steel and their products, chemicals, drugs, building materials, wire and wire products, all types of cables and insulating materials, all types of electrical goods, vehicles parts, automobile parts, machine parts, industrial components, plastics and electronic parts & devices, bullions, precious stones work of art, antique, curios, jewellery and ornaments and in all kinds of machinery accessories and other things required in connection therewith.*

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid amendment of Clauses of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed clauses as may be directed by the Registrar of Companies and to modify the same accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Ministry of Corporate Affairs

7. Adopt New Set of Articles of Association as per Companies Act,2013

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

“RESOLVED THAT pursuant to the provisions of Section 14, or any other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the members of the Company hereby grant consent for replacing the current Articles of Association with a new set, incorporating Table F with permissible alterations or additions as allowed under the regulations of the Companies Act, 2013 with retrospective effect..

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Ministry of Corporate Affairs.”

8. Fund raising by issue of securities

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

“RESOLVED THAT pursuant to the provisions of Section 42,44,55,62,63 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the relevant provisions of the Memorandum and Articles of Association of the Company the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, (“SEBI Takeover Regulations”) and in accordance with listing agreements entered into by the company with the Stock Exchanges where the shares of the Company are listed or proposed to be listed and any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (“SEBI”), and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities, other applicable laws, applicable rules and regulations framed by Reserve Bank of India under the Foreign Exchange Management Act, 1999, (including any statutory modification or enactment thereof, for the time being in force), the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to create, issuances of any type of securities including equity shares on preferential/right/private placement basis, issuance of convertible warrants, preference shares, debentures, commercial coupons, redeemable or non-redeemable securities, compulsory convertible debentures or partly convertible debentures or optionally convertible debentures or any other securities as may be permitted by the governing provisions of the Companies Act & Rules, SEBI Regulations or Stock Exchange approvals upto Rs. 306,00,00,000 (Rupees Three Hundred Six Crores Only) .

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Securities shall be subject to following terms:

- I. In accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of securities which is the date falling 30 (Thirty) days prior to the date the date of determination of such events or such other date as may be prescribed in accordance with the SEBI ICDR Regulations.

- II. The Securities allotted will be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to Preferential Issues.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchanges as per the terms and conditions of SEBI LODR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are and are hereby approved, ratified and confirmed in all respects.

**For and on Behalf of the Board
For CUPID TRADES AND FINANCE LIMITED**

Sd/
**ERRAMILLI PRASAD VENKATACHALAM
Director (DIN: 08171117)**

**Place: Mumbai
Date: 17.04.2024**

Cupid Trades and Finance Limited
CIN L51900MH1985PLC036665

Registered office: Shop No. 52, V Mall, Gayatri Nagar, Asha Nagar,
Kandivali East, Mumbai-400101

Corporate office: Stride Hospitals Building 4th Floor MIG 15-218
KPHB Main Road Kukatpally Hyderabad 500072

Email Id: infosec@cupidtrades.com

Website: www.cupidtrades.com

NOTES:

1. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013, in respect of the Special Businesses as set out under Item No. 1 to 8 of the above notice is annexed hereto.
2. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at www.cupidtrades.com
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER.**
The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (EGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the EGM to the registered email at infosec@cupidtrades.com with a copy service@satellitecorporate.com.
5. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com together with a valid proof of address.
6. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are Requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting Proxy / Representative of shareholder should mark on the attendance slip as "Proxy" or "Representative" as the case may be shareholders are also requested not to bring with them any Person who is not a shareholder.

7. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, for assistance in this regard.
9. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
11. The Company has designated an exclusive e-mail id viz. infosec@cupidtrades.com to enable Investors to register their complaints, if any.
12. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended, from time to time) and Regulation 44 of LODR (as amended, from time to time), and MCA circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Securities Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EGM will be provided by CDSL.
14. Process for those shareholders whose email ids are not registered with the Depositories for procuring user id:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the RTA at service@satellitecorporate.com with a copy marked to the Company at infosec@cupidtrades.com
 - ii. in case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the RTA at service@satellitecorporate.com with a copy marked to the Company at infosec@cupidtrade.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) below i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 - iii. Alternatively, shareholder/members may send a request to evoting@cdsl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
15. The Company has appointed Mrs. Bhumika Shah, Practicing Company Secretary, to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
 16. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the EGM shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.
 17. The Scrutinizer, after scrutinizing the votes cast at the meeting through e-voting and through remote e-voting will, not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.cupidtrades.com and the results shall simultaneously be communicated to the Bombay Stock Exchange
 18. The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.cupidtrades.com and on the website of CDSL at www.evotingcdslindia.com and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorized by him in writing and will be communicated to the Stock Exchanges.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

1. 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 EGM. For this purpose, the Company has entered into an agreement with Central Depository Services

(India) Limited (CDSL) 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 EGM will be provided by CDSL.

2. In terms of Section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of EGM by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA circulars dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and 13 May 2022 the Notice of EGM and the Annual Report for the Financial Year 2022-2023 is being sent only through electronic mode to all the Shareholders. The Notice of EGM will be displayed on Company's website www.cupidtrades.com and on the website of Bombay Stock Exchange (BSE) www.bseindia.com. As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:

- i. The voting period begins on 6 May, 2024 AT 09.00 A.M. and ends on 8 May, 2024 AT 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 2nd May, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting 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.
- iv. 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.

- v. 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.
- vi. to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL 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 The URL login to Easi /<https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on authentication. for users to Easiest are 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 Le. CDSL/NSDL/KARVY/LINKINTIME, 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 e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> 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 e-voting 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.nsd.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 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.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a 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.

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

i. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” 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) Next enter the Image Verification as displayed and Click on Login.

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 of 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. <ul style="list-style-type: none"> 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.

ii. After entering these details appropriately, click on “SUBMIT” tab.

- iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the EVSN for the relevant (Company) on which you choose to vote.
- vi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xii. Additional Facility for Non — Individual Shareholders and Custodians —For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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; infosec@cupidstrade.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

Item No.1

The Current Authorized Capital of the Company is Rs.1,00,00,000/- (Rupees One Crore only). The Company had taken approval of the members in the AGM dated 09th February for increase of authorized capital to Rs.45,00,00,000/- but due to restructuring and expansion of the business the company is in need of more funds and therefore, now the Company proposes to increase its authorized share capital to Rs.90,00,00,000/- (Rupees Ninety Crores only) divided into 9,00,00,000 (Nine Crores Only) equity shares of Rs. 10/-each. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company. The Board recommends the resolution for the approval of shareholders.

None of the Directors, promoters and KMP of the Company is concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the passing of the resolution set out in Item No.1 for the approval of the members of the Company by a Special Resolution.

Item No.2

The Company is going for restructuring of its business and expansion and so will need to infuse more funds by way of borrowings from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 179, 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution was proposed to increase the limits of borrowing to Rs. 90, 00,00,000 (Rupees Ninety Crores Only) in the AGM held on 09th February,2024 but due to restructuring the Company it is proposing to increase the limit to Rs.450,00,00,000(Rupees Four Hundred Fifty Crores Only) where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business. It is recommended that the resolution be passed as special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except those directors who are providing loan to the company, is in any way, concerned or interested, financially or otherwise, in the Resolution set out.

The Board recommends the passing of the resolution set out in Item No.2 for the approval of the members of the Company by a Special Resolution.

Item No.3

The Company requires financial assistance to set up new plant of liquor, diversify the business, procure licenses and give a fresh start to the Company and meeting other purposes related to the Business. Since taking loan from banks and other financial institutions on interest puts extra burden on the Company, it was considered that unsecured loan from directors and promoter companies be taken upon such terms and conditions as may be stipulated in the financing documents and approved by the Board upto an extent of Rs. 54,00,00,000/- (Rupees Fifty-four Crores Only) The Loan Agreements executed with the lenders having one of the condition that during the period till the Loan is outstanding and/or extended period as defined in the Loan Agreement, the lender shall have right (but not obligation) to convert whole or part of the loan facility into fully paid up Equity Shares of the Company which shall rank pari-passu in all respects with the then Equity Shares of the Company, by issuing advance written notice of 30 days to the Company. On notice of Conversion, whole or part of the Loan Facility amount shall be converted into equity shares of the Company subject to the Applicable Laws in relation thereto. Provided further, if at any time of conversion, the authorised share capital of the Company is not sufficient to accommodate the allotment of equity shares to the Lender, then the Company and the Promoters with the approval of the Board shall take all the necessary steps to increase the authorised share capital of the Company, thereby ensuring the effective conversion of the relevant Loan Facility amount in accordance with the terms of the Loan Agreement. Pursuant to provisions of Section 62(3)

read with other relevant sections and rules framed thereunder, this resolution requires approval of the members by way of passing of a Special Resolution and grant power to the Board to give effect to the aforesaid conversion of loan into equity, subject to various approvals and sanctions. Hence, the Board recommends the said enabling resolution for the approval of the members as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives, except those directors who are providing loan.

The Board recommends the passing of the resolution set out in Item No.3 for the approval of the members of the Company by a Special Resolution.

Item No.4

The member of the Company at its Annual General Meeting held on 09th February, 2024 had approved the appointment of M/s. H M SHAH & Co., Chartered Accountants (FRN: 109585W, Mem No. 107499), as the auditor of the company for a term of 5 years. M/s. H M SHAH & Co. has since tendered their resignation as the auditor of the Company, expressing their inability to continue as the Auditor of the Company, due to non receipt of the peer review certificate from ICAI with the time purview, resulting in casual vacancy in the office of the Auditors of the Company, with effect from April 09, 2024 as per section 139(8) of the Companies Act, 2013 ('the Act').

In accordance with the aforesaid provision of the Act, the casual Vacancy caused by the resignation of Auditor shall be filled by the Board within a period of thirty days and such appointment shall be approved by the member within 3 months of the recommendation of the audit committee and the Board. Accordingly, based on the recommendation of the Audit Committee and approval of the Board and on the receipt of the confirmation received from M/s Shah Teelani & Associate, Chartered Accountants, (Firm No. 0133549W Mem No. 172439) on their eligibility, the Board recommends to the member their appointment, as the Auditor of the Company:

- A. To fill the casual vacancy by the resignation of M/s. H M SHAH & Co., Chartered Accountants (FRN: 109585W, Mem No. 107499) and to hold the office up to conclusion of AGM.

Brief Profile of M/s Shah Teelani & Associate, Chartered Accountants, (Firm No. 0133549W Mem No. 172439)

M/s Shah Teelani & Associate, Chartered Accountants, (Firm No. 0133549W Mem No. 172439), (the Audit Firm) is the firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI). The Audit Firm has a valid Peer Review Certificate. The Firm primarily render audit and assurance service to their client. Its presence span across various cities of India.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Resolutions.

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

Item No.5

The Board of Directors of the Company at its meeting held on 09th April, 2024, has, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company from **Cupid Trades and Finance Limited** to **Cupid Breweries and Distilleries Limited** along with the consequent amendment to the Memorandum of Association and Articles of Association of the Company. The Company had made application for reservation of name to Central Registration Centre, Registrar of Companies and Central Registration Centre, Registrar of Companies vide its approval letter dated 27th March, 2024 has confirmed that new name i.e. **Cupid Breweries and Distilleries Limited** is available for registration. The proposed change in name would be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013, BSE LTD and other relevant provisions of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 . Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no.5 for your approval.

None of the Directors or their relatives are deemed to be concerned or interested in any way in this resolution.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors

Cupid Trades and Finance Limited

Shop No 52, V Mall, Gayatri Nagar,
Asha Nagar, Kandivali East
Mumbai-400101.

Auditor's Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. This certificate is issued in accordance with the terms of our engagement dated 8th April, 2024.

2. a) Background

Cupid Trades and Finance Limited, a Company incorporated under the Companies Act, 1956 [CIN: L51900MH1985PLC036665] incorporated on 27th June, 1985, having its registered office at North Sh 52, Veena Mall, Sweet Land Layout, Off W. E. Highway, Near Saibaba Mandir, Kandivali East Mumbai – 400101, and corporate office at Stride Hospitals Building 4th Floor MIG 15-218 KPHB Main Road Kukatpally Hyderabad 500090, (hereinafter referred to as the “Company”) is primarily engaged in the business as an trading company and to carry on the businnes of buyers, sellers, suppliers, traders, merchants, exporters, importers, and dealers of Tea, coffee, tobacco, minerals etc & other gases fire, wood, coke and coal and other edible and non-edible oils, Plant and Machinery, spare parts & accessories, commercial, man-made & natural fibers, textiles of all kinds, all types of paper & its products, iron, steel & their products and all kinds of machinery accessories & other things required in connection herewith. The Company is proposing to change

its main business activity to Breweries and Distilleries activities. The company is listed on BSE Limited.

b) Transaction

An application was made by the Company to the Ministry of Corporate Affairs seeking availability of name for proposed change of name of the Company vide SRN AA7146053 dated 21st March, 2024 and the Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated 27th March, 2024 has intimated their no objection in the availability of the changed name Cupid Breweries And Distilleries Limited from the existing name of the Company Cupid Trades & Finance Limited.

c) Purpose of Issue of the Certificate

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter called 'the Listing Regulations) as amended upto date requires the Company to include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of the Listing Regulations in the explanatory statement to the notice seeking shareholders' approval for change in name.

Management Responsibility

3. Ensuring the compliance of conditions of Listing Regulations is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation, presentation and compliance of conditions of the Listing Regulations.
4. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

5. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Regulation 45(1) of the Listing Regulations in the matter of proposed change of name of the Company.
6. We conducted our examination of compliance of Regulation 45(1) of the Listing Regulations in accordance with the Guidance Notes on Reports or Certificates for Special Purposes issued by the Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have also complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinions

8. Based on the procedures of certification performed by us and according to the information and explanations given to us, we are of the opinion that company is striving towards compliance with Regulation 45(1)(c) of SEBI (LODR) 2015, necessitating permissions from various governmental, local, corporate, and statutory bodies. However, the process is ongoing, and Company has committed to

complete the requisite formalities within the specified timeframe for the purpose of compliance of Regulation 45(1) of the SEBI Listing Regulations.

Restrictions on use

9. This Certificate has been issued at the specific request of the Company - which has appointed us for issuance of this report and exclusively pertains to the proposed Change of Name of the Company in so far as compliance of Regulation 45 of the Listing Regulations is concerned. This report is accordingly solely for the use by the said Company for including in the explanatory statement to the notice seeking shareholders' approval for change in name. Our report should not be used for any other purpose or by any person other than the addressees of this report. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For M/s H M Shah & Co
Chartered Accountant
FRN: 109585W

CA Sonal Parikh
Partner
Mem No: 107499

Item No.6

As the Company is planning to undergo restructuring of its business for which it is diversifying its business into brewery and brewery products for which it has to change the main object of the Company. The Board of Directors of the Company at its meeting held on held on 09th April, 2024, has, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in the Object clause of the Company. The proposed change in the object clause of the Company is in pursuant to provisions of Section 13 of the Companies Act,203.Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 6 for your approval.

None of the Directors or their relatives are deemed to be concerned or interested in any way in this resolution.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members

Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**The Board of Directors
Cupid Trades and Finance Limited**

Shop No 52, V Mall, Gayatri Nagar,
Asha Nagar, Kandivali East
Mumbai-400101.

Auditor's Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

3. This certificate is issued in accordance with the terms of our engagement dated 8th April, 2024.

4. a) Background

Cupid Trades and Finance Limited, a Company incorporated under the Companies Act, 1956 [CIN: L51900MH1985PLC036665] incorporated on 27th June, 1985, having its registered office at North Sh 52, Veena Mall, Sweet Land Layout, Off W. E. Highway, Near Saibaba Mandir, Kandivali East Mumbai – 400101, and corporate office at Stride Hospitals Building 4th Floor MIG 15-218 KPHB Main Road Kukatpally Hyderabad 500090, (hereinafter referred to as the “Company”) is primarily engaged in the business as an trading company and to carry on the businnes of buyers, sellers, suppliers, traders, merchants, exporters, importers, and dealers of Tea, coffee, tobacco, minerals etc & other gases fire, wood, coke and coal and other edible and non-edible oils, Plant and Machinery, spare parts & accessories, commercial, man-made & natural fibers, textiles of all kinds, all types of paper & its products, iron, steel & their products and all kinds of machinery accessories & other things required in connection herewith. The Company is proposing to change its main business activity to Breweries and Distilleries activities. The company is listed on BSE Limited.

b) Transaction

An application was made by the Company to the Ministry of Corporate Affairs seeking availability of name for proposed change of name of the Company vide SRN AA7146053 dated 21st March, 2024 and the Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated 27th March, 2024 has intimated their no objection in the availability of the changed name Cupid Breweries And Distilleries Limited from the existing name of the Company Cupid Trades & Finance Limited.

c) Purpose of Issue of the Certificate

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter called ‘the Listing Regulations) as amended upto date requires the Company to include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of the Listing Regulations in the explanatory statement to the notice seeking shareholders’ approval for change in name.

Management Responsibility

3. Ensuring the compliance of conditions of Listing Regulations is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation, presentation and compliance of conditions of the Listing Regulations.

4. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

5. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Regulation 45(1) of the Listing Regulations in the matter of proposed change of name of the Company.
6. We conducted our examination of compliance of Regulation 45(1) of the Listing Regulations in accordance with the Guidance Notes on Reports or Certificates for Special Purposes issued by the Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have also complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinions

8. Based on the procedures of certification performed by us and according to the information and explanations given to us, we are of the opinion that company is striving towards compliance with Regulation 45(1)(c) of SEBI (LODR) 2015, necessitating permissions from various governmental, local, corporate, and statutory bodies. However, the process is ongoing, and Company has committed to complete the requisite formalities within the specified timeframe for the purpose of compliance of Regulation 45(1) of the SEBI Listing Regulations.

Restrictions on use

10. This Certificate has been issued at the specific request of the Company - which has appointed us for issuance of this report and exclusively pertains to the proposed Change of Name of the Company in so far as compliance of Regulation 45 of the Listing Regulations is concerned. This report is accordingly solely for the use by the said Company for including in the explanatory statement to the notice seeking shareholders' approval for change in name. Our report should not be used for any other purpose or by any person other than the addressees of this report. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For M/s H M Shah & Co
Chartered Accountant
FRN: 109585W

CA Sonal Parikh
Partner
Mem No: 107499

Item No.7

The existing Article of Association(AoA) are based on the Companies Act,1956 and several regulations in the existing AoA contained references to specific sections of the erstwhile Act and some regulations in the existing AoA are no longer in conformity with the Companies Act,2013.

With the coming into force of the new act, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed for replacing the current Articles of Association with a new set, incorporating Table F with permissible alterations or additions as allowed under the regulations of the Companies Act, 2013 and same shall have retrospective effect from 2014..

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the registered office of the Company during the business hours on any working day between 10:00 a.m. to 5:00 p.m. upto the date of the Extra Ordinary General Meeting.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise in the foregoing resolution.

The Board recommends the passing of the resolution set out in Item No.7 for the approval of the members of the Company by a Special Resolution.

Item No.8

Company intends to expand the business and wants to start new verticals, therefore the Company is in need to raise fund by way of increase in share capital of the Company and intends to issue such number of securities to the existing and/or certain group of people as it deems fit on preferential basis/private placement/right issue/convertible instruments/warrants/preference shares or any such fund raising instruments as the Board may think for issuance upto Rs. 306,00,00,000/- (Three Hundred Six Crores Only).

None of the Directors, promoters and KMP of the Company is concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the passing of the resolution set out in Item No.8 for the approval of the members of the Company by a Special Resolution.

**For and on Behalf of the Board
For CUPID TRADES AND FINANCE LIMITED**

Sd/
**ERRAMILI PRASAD VENKATACHALAM
Director (DIN: 08171117)**

**Place: Mumbai
Date: 17.04.2024
Cupid Trades and Finance Limited
CIN L51900MH1985PLC036665
Registered office: Shop No. 52, V Mall, Gayatri Nagar, Asha Nagar,
Kandivali East, Mumbai-400101**

Corporate office: Stride Hospitals Building 4th Floor MIG 15-218
KPHB Main Road Kukatpally Hyderabad 500072
Email Id: infosec@cupidtrades.com
Website: www.cupidtrades.com