

CUPID BREWERIES AND DISTILLERIES LIMITED
(Formerly known as Cupid Trades and Finance Limited)
(CIN: L11010MH1985PLC0366665)

Registered Office: Ground Floor, Block No.2, Parekh Nagar, Near BMC Hospital, S.V. Road, Kandivali west, Mumbai 400067 Email: infosec@cupidalcobev.com Website: www.cupidalcobev.com Phone: +91 8097894999

EGM NOTICE

Dear Members,

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the members of Cupid Breweries and Distilleries Limited *(Formerly known as Cupid Trades and Finance Limited)* will be held on Tuesday, March 4, 2025 at 12:00 noon at Kilachand, Conference Room, 2nd Floor, Indian Merchant Chambers Building, Opposite Church gate Railway Station, Mumbai-400020 to transact the business mentioned below:

SPECIAL BUSINESS:

- 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 1, 00, 00,000 (Rupees One Crore Only) TO RS. 63,00,00,000/- (Rupees Sixty Three Crores Only)**

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

“RESOLVED THAT pursuant to section 13, section 61 read with section 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company be and are hereby accorded for increase of the authorized share capital of the Company from Rs. 1,00,00,000 divided into 10,00,000 equity shares of face value of Rs. 10/- each to Rs. 63,00,00,000 divided into 6,30,00,000 Equity shares of face value of Rs. 10/- each. Accordingly Clause V, the share capital clause of the Memorandum of Association of the Company be deleted and the following be substituted thereof:

The Authorized Share Capital of the Company is Rs. 63,00,00,000 (Rupees Sixty Three Crores Only) divided into 6,30,00,000 (Six Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only)

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or Company Secretary & Compliance officer, be and are hereby severally authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

2. INVESTMENT IN INDIA AND OUTSIDE INDIA:

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

“RESOLVED THAT pursuant to section 179, 186, 2(76), 188 and other relevant provisions of the Companies Act, 2013 and Regulation 2(zb), 2 (zc) & 23 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 and/or other relevant provisions of the FEMA (Overseas Investment) Rules, 2022, Foreign Exchange Management (Overseas Investment) Regulations, 2022 (“FEMA Regulations”), the consent of the members of the Company be and are hereby accorded for investment in various companies in India or outside India, LLP, LLC, or such body corporates as per the specified rules and regulations mentioned therein in the form of loan or equity investment or issuance of any securities or guarantee or any such arrangement as may be, which may exceed sixty percent of the paid up share capital and free reserves and securities premium or one hundred per cent of its free reserves and securities premium, whichever is more, but not exceeding of Rs. 567,00,00,000 (Rupees five hundred and sixty seven crores Only) whenever required in one or more tranches.

RESOLVED FURTHER THAT any of the director and/or Company Secretary of the Company be and are severally authorized to make relevant disclosure under regulation 30, to file Form MGT-14 and to do all such acts and deeds as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Erramilli Venkatachalam Prasad, Chairman cum Managing Director of the Company be and is hereby authorized to negotiate, execute necessary documents and to do all such acts, deeds and things as may be required”

3. **TO CONSIDER AND APPROVE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO ERRAMILI VENKATACHALAM PRASAD, RODRIGUES BHAGVANDAS LILY AND SAMAVEDAM SRI VENKATA RAJESWARA RAO PURSUANT TO CONVERSION OF UNSECURED LOAN:**

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI (ICDR) Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing**

Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), BSE Limited (**“BSE”**) stock exchange where the shares of the Company are listed (**“Stock Exchange”**), or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), approval of the shareholders of the Company be and is hereby accorded, for conversion of Unsecured Loan into equity shares pursuant to the loan agreement and approval of the shareholders’ is obtained in Annual general meeting held on 09.02.2024 for any amount borrowed from Mr. Erramilli Venkatachalam Prasad, Dr. Rodrigues Bhagvandas Lily and Mr. Samavedam Sri Venkata Rajeswara Rao will be converted into equity shares, therefore, approval of the members is required to convert unsecured loan provided by Mr. Erramilli Venkatachalam Prasad, Dr. Rodrigues Bhagvandas Lily and Mr. Samavedam Sri Venkata Rajeswara Rao to the extent of Rs. 6,06,35,460/- and to issue and allot 10,10,591 fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each (**“Equity Shares”**), to Mr. Erramilli Venkatachalam Prasad, Dr. Rodrigues Bhagvandas Lily and Mr. Samavedam Sri Venkata Rajeswara Rao (**“Proposed Allottees”**) at an issue price of Rs. 60/- (Rupees Sixty only) per equity share (including a premium of Rs. 50/- (Rupees Fifty only) per equity share aggregating up to Rs. 6,06,35,460/- (Rupees Six Crore Six Lakh Thirty Five Thousand Four Hundred Sixty only), being the price determined in accordance with Chapter V of SEBI (ICDR) Regulations and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions as are stipulated in the explanatory statement hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable law;

Details of the Proposed Allottees

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to Issue and Allot of Cupid Breweries and Distilleries Limited	Current Status / Category	Proposed Status / Category
1	Erramilli Venkatachalam Prasad	9,05,441	Public*	Promoter
2	Rodrigues Bhagvandas Lily	94,559	Public*	Promoter
3	Samavedam Sri Venkata Rajeswara Rao	10,591	Public	Public
	Total	10,10,591		

**Mr Erramilli Venkatachalam Prasad and Mrs. Rodrigues Bhagvandas Lily had already acquired the control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer since December 08, 2023 pursuant to loan agreement dated December 08, 2023 ("Loan Agreement") entered into between Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provides a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have given Open Offer to the Public Shareholders of the Company and shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, to be classified as Promoter shareholders and shall acquire shareholding in the Company.*

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the **"Relevant Date"** for the purpose of determining the floor price for the preferential issue of Equity Shares be and is hereby fixed as **Saturday, February 1, 2025** (*As relevant date falls on a Weekend i.e. Sunday, February 2, 2025, the day preceding the date is reckoned to be the relevant date. Further, Saturday, February 1, 2025 was a trading day on account of presentation of Union Budget 2025-26*), being the date 30 days prior to the date of **Extra-Ordinary General Meeting i.e. Tuesday, March 4, 2025.**

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- b. The allotment of Equity Shares pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of such approval(s);
- c. The pre-preferential shareholding of the proposed allottees under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, except to the extent and in the manner permitted thereunder;
- d. Allotment of Shares shall only be made in dematerialized form; and
- e. Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other

corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on BSE Ltd where the equity share of the Company are currently listed.

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/clarifications on the issue and allotment of Equity Shares, entering into contracts, arrangements, agreements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance, listing and trading of Equity Shares), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement as prescribed under the Companies Act, 2013 after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principal approval from the Stock Exchanges i.e. BSE Limited and on the receipt of the consideration as mentioned above within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT Mr. Erramilli Venkatachalam Prasad Chairman cum Managing Director, (DIN: 08171117), Mr. Samavedam Sri Venkata Rajeswara Rao, Director (DIN: 10347786) and/or Mr. Sachin S Singh Rawat , Company Secretary of the Company, be and are hereby severally authorized to carry out all the necessary formalities and deeds including but not limited to intimation to Stock Exchanges, Filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s).”

4. **TO CONSIDER AND APPROVE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH BY WAY OF SWAP OF EQUITY SHARES.**

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

“**RESOLVED THAT** pursuant to Sections 23, 42, 186 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“**the Act**”) and other applicable rules made under the Act and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI (ICDR) Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI (Takeover) Code**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“**GOI**”), Reserve Bank of India (“**RBI**”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “**ROC**”), Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”) and the BSE Limited where the shares of the Company are listed (“**Stock Exchange**”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred on the Board by this resolution or any person authorised by the Board or its committee for such purpose), approval of the shareholders of the Company be and is hereby accorded to offer, issue and allot up to 5,11,20,000 fully paid up Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 60/- (Rupees Sixty only) per equity share (including a premium of Rs. 50/- (Rupees Fifty only) aggregating up to Rs. 3,06,72,00,000/- (Rupees Three Hundred Six Crore Seventy Two Lakh only), to the below mentioned allottee(s) (“**Proposed Allottees**”) by way of a preferential issue on a private placement basis (“**Preferential Issue**”), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “**Floor Price**”), for consideration other than cash (i.e. swap of shares of Proposed Allottees as listed in the below table) towards payment of the total consideration payable for the acquisition upto 4,50,00,000 Equity Shares representing 100% shareholding of the Crochet Industries Private Limited (“**CIPL**”), from the existing shareholders of the

CIPL, who are not Promoters and do not belong to the Promoter Group of the Company (Cupid Breweries and Distilleries Limited), pursuant to such terms and conditions, as determined by the Board, in accordance with the SEBI (ICDR) Regulations, and other applicable laws and the aforesaid 5,11,20,000 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in CIPL.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement as prescribed under the Companies Act, 2013 after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principal approval from the Stock Exchanges i.e. BSE Limited and on the receipt of the consideration as mentioned above within the timelines prescribed under the applicable laws;

Details of the Proposed Allottees

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in CIPL	No. of Equity Shares to Issue and Allot of Cupid Breweries and Distilleries Limited against swapping	Current Status / Category	Proposed Status / Category
1	Venkatachalam Prasad Erramilli	9,385,358	10,661,767	Public	Promoter
2	Bhagvandas Lily Rodrigues	12,650,000	14,370,400	Public	Promoter
3	Siva Nageswara Rao Doradla	3,200,000	3,635,200	Public	Public
4	Subha Lalita Samavedam	2,935,980	3,335,273	Public	Public
5	Medo Capital Services Private Limited	1,671,250	1,898,540	Public	Public
6	Parag Mitra	1,433,950	1,628,967	Public	Public
7	Anilkumar .	750,000	852,000	Public	Public
8	Neha Sagar Shah	605,000	687,280	Public	Public
9	Mohan Kumar Tayel	500,000	568,000	Public	Public
10	R Lakshmi Shobha	350,000	397,600	Public	Public
11	Siddharth Dilip Mehta	310,000	3,52,160	Public	Public
12	K.Satish	250,000	284,000	Public	Public
13	Kotha Vamsi Prasad	250,000	284,000	Public	Public
14	Satyanarayana Reddy Katkoori	250,000	284,000	Public	Public
15	Durgaprasad Yakkalavenkta	225,000	255,600	Public	Public
16	Rajesh Ravi	200,000	227,200	Public	Public
17	Sandeep Jayantilal Panchal	200,000	227,200	Public	Public
18	V V S Sreekanth	200,000	227,200	Public	Public
19	Kerketta Studios Private Limited	200,000	227,200	Public	Public
20	Puvvadi Sarath Babu	192,000	218,112	Public	Public
21	Vishal Vijaykumar	396,000	449,856	Public	Public

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	Rathi				
22	Venkata Shyama Krishna Kanth Vinnakota	175,000	198,800	Public	Public
23	Sunanda Rajendra Deo	160,000	181,760	Public	Public
24	Yechuri Koteswara Rao	150,000	170,400	Public	Public
25	Naga Venkata Saranya Jalluri	150,000	170,400	Public	Public
26	Venkateswarlu Goondla Huf	150,000	170,400	Public	Public
27	Jnv Suresh Kumar	150,000	170,400	Public	Public
28	Doradla Radha Krishna	130,000	147,680	Public	Public
29	Sowrabh Tiwari	125,000	142,000	Public	Public
30	Indira Devi Krapa	125,000	142,000	Public	Public
31	Duvva Pavan Kumar	125,000	142,000	Public	Public
32	Suhasini Eravathri	122,222	138,844	Public	Public
33	K Bharath Kumar	115,000	130,640	Public	Public
34	Sanku Durga Bhavani	110,000	124,960	Public	Public
35	Shailaja Polineni	108,000	122,688	Public	Public
36	Venkateswar Rao Ravella	100,000	113,600	Public	Public
37	Chetna Sanjaykumar Minda	100,000	113,600	Public	Public
38	Tara Chand Kothari	100,000	113,600	Public	Public
39	Mathew Vachaparambil	100,000	113,600	Public	Public
40	Sethu Parvathy	100,000	113,600	Public	Public
41	Chandra Sekhara Reddy Geddam	100,000	113,600	Public	Public
42	Satyavani Meduri	100,000	113,600	Public	Public
43	Eravathri Anil Kumar	100,000	113,600	Public	Public
44	Ramakrishna Mandava	100,000	113,600	Public	Public
45	Kopuri Vijayakumar Gupta	100,000	113,600	Public	Public
46	P S Menon .	100,000	113,600	Public	Public
47	Priyanka Agrawal	100,000	113,600	Public	Public
48	Venkata Kasi Anuradha Yakkala	100,000	113,600	Public	Public
49	Parasuram Gopinath	100,000	113,600	Public	Public
50	Sreekumar Sankaranarayana Pillai	100,000	113,600	Public	Public
51	Upendra Reddy Desireddy	100,000	113,600	Public	Public
52	Mallikarjun Gada	100,000	113,600	Public	Public
53	Sridhar Reddy Yella	100,000	113,600	Public	Public
54	Chereddi Ramachandra Naidu	100,000	113,600	Public	Public
55	Rayanki Chandrasekhara Naidu	100,000	113,600	Public	Public
56	Tirumala Tirupati	99,990	113,589	Public	Public

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in CIPL	No. of Equity Shares to Issue and Allot of Cupid Breweries and Distilleries Limited against swapping	Current Status / Category	Proposed Status / Category
	Devasthanams				
57	Sumalatha Tatikonda .	90,000	102,240	Public	Public
58	Chukka Padma	85,000	96,560	Public	Public
59	Puvvadi Uma Devi .	85,000	96,560	Public	Public
60	Veena Lakshmi Kuchimanchi	85,000	96,560	Public	Public
61	Subhasri Venkata Kalyani	75,000	85,200	Public	Public
62	Balaiah Dornadula	75,000	85,200	Public	Public
63	Thota Rajyalakshmi	72,000	81,792	Public	Public
64	Gokulsing Vijaysing Morkar	65,000	73,840	Public	Public
65	Shashi M Jain	62,500	71,000	Public	Public
66	Nukala Vera Venkata Satya Durga Phani Ba	62,500	71,000	Public	Public
67	Rajendra Pandurang Deo	62,500	71,000	Public	Public
68	Priyanka Siddharth Tambe	62,500	71,000	Public	Public
69	Kalpana Cherukuri	62,500	71,000	Public	Public
70	Raja Kalyan Vadlamudi	60,500	68,728	Public	Public
71	Vijay Kumar Mittapally .	60,000	68,160	Public	Public
72	Siddharth Dilipkumar Mehta	55,000	62,480	Public	Public
73	Kavitha Amith	50,000	56,800	Public	Public
74	Venkata Rama Madhusudhana Rao Mithinti	50,000	56,800	Public	Public
75	Manoj Ruwali	50,000	56,800	Public	Public
76	Vittal Babu Adusumilli	50,000	56,800	Public	Public
77	V Sreenivasa Setty	50,000	56,800	Public	Public
78	Sannareddy Suresh Babu	50,000	56,800	Public	Public
79	Vase K B Christ	50,000	56,800	Public	Public
80	Giridhar Gupta Somisetty	50,000	56,800	Public	Public
81	Mohan Reddy Padakanti	50,000	56,800	Public	Public
82	Vikram Srinivas Reddy Vemareddy	50,000	56,800	Public	Public
83	Ravindra Babu Miriyala	50,000	56,800	Public	Public
84	Venkata Ramana Kunthuru .	50,000	56,800	Public	Public
85	Nithin Kumar C T .	50,000	56,800	Public	Public
86	Kantheti Satya Suresh	50,000	56,800	Public	Public
87	Shashikala Ambarkar	50,000	56,800	Public	Public
88	Riya H Goklani	50,000	56,800	Public	Public
89	Adityareddy Magunta	50,000	56,800	Public	Public
90	Nandimandalam Babu	50,000	56,800	Public	Public

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91	Godavarthy Venkata Bharath Kumar	50,000	56,800	Public	Public
92	T Balakrishna	50,000	56,800	Public	Public
93	Mohana Vijaya Lakshmi Chakka	50,000	56,800	Public	Public
94	Pakanati Pruthvi Raj	50,000	56,800	Public	Public
95	Sagar Praful Shah	50,000	56,800	Public	Public
96	Satya Akash Sure	50,000	56,800	Public	Public
97	Gali Samrajyam	50,000	56,800	Public	Public
98	Katta Vinod Kumar	50,000	56,800	Public	Public
99	Mandavalli Smitha	50,000	56,800	Public	Public
100	Ravi Mansaka	50,000	56,800	Public	Public
101	Bakkannagari Gajender Reddy	50,000	56,800	Public	Public
102	Nambula Narendra Ram	50,000	56,800	Public	Public
103	Indira Rameshchandra Parikh	50,000	56,800	Public	Public
104	Rama Devi Desireddy	50,000	56,800	Public	Public
105	Rama Krishna Reddy Alavala	50,000	56,800	Public	Public
106	Sharadanandu Konuthula	50,000	56,800	Public	Public
107	Sai Balaji Koushik Tankala .	45,000	51,120	Public	Public
108	Goripally Mamatha	45,000	51,120	Public	Public
109	Sangle Sanjay Nivrutti Huf .	42,500	48,280	Public	Public
110	Shyam Sunder Rangu	40,000	45,440	Public	Public
111	Ravella Prathima Choudary	40,000	45,440	Public	Public
112	Venkayamma Paladugu	40,000	45,440	Public	Public
113	Anita Verghese	40,000	45,440	Public	Public
114	Karampudi Gopinath (Huf)	40,000	45,440	Public	Public
115	Lakshmi Nagamalleswari Doradla	40,000	45,440	Public	Public
116	Bharathi Rao Patwari	37,500	42,600	Public	Public
117	Raja Sekhar Gajulapalle	37,500	42,600	Public	Public
118	Qrops Advisory Services Private Limited	37,500	42,600	Public	Public
119	Nagabhushanam Cherukuri	35,000	39,760	Public	Public
120	Sana Rambabu .	35,000	39,760	Public	Public
121	Mohanmurari Ramswaroop Kumawat	31,250	35,500	Public	Public
122	Swaraj Rajendra Deo	31,250	35,500	Public	Public
123	Arvind Kashiram Patil	31,250	35,500	Public	Public
124	Sayali Rajendra Deo	31,250	35,500	Public	Public

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in CIPL	No. of Equity Shares to Issue and Allot of Cupid Breweries and Distilleries Limited against swapping	Current Status / Category	Proposed Status / Category
125	Bhongir Jyothi	30,000	34,080	Public	Public
126	Latha Kumar	30,000	34,080	Public	Public
127	Hari Prasad Gandra	25,000	28,400	Public	Public
128	Bhumika Jignesh Shah	25,000	28,400	Public	Public
129	Srikanth Sangai	25,000	28,400	Public	Public
130	Shubham Jain	25,000	28,400	Public	Public
131	Prakash M Gandhi	25,000	28,400	Public	Public
132	Right Management Consultants Pvt Ltd	25,000	28,400	Public	Public
133	Vedaprakash Maduri	25,000	28,400	Public	Public
134	Rahul Bajaj	25,000	28,400	Public	Public
135	Sonali Jain	25,000	28,400	Public	Public
136	Dornadula Nandini	25,000	28,400	Public	Public
137	Prem Kumar Bajaj	25,000	28,400	Public	Public
138	Radhika Bajaj	25,000	28,400	Public	Public
139	Madhulata Khandelwal	25,000	28,400	Public	Public
140	Rohit Bajaj	25,000	28,400	Public	Public
141	Preeti Bajaj	25,000	28,400	Public	Public
142	Ankita Bajaj	25,000	28,400	Public	Public
143	Prahalad Khandelwal	25,000	28,400	Public	Public
144	Chandra Naga Sekhar Karri	25,000	28,400	Public	Public
145	Deepak Vithaldas Chandak	25,000	28,400	Public	Public
146	Kalyani Innamuri	25,000	28,400	Public	Public
147	Vishnu Nukasani	25,000	28,400	Public	Public
148	Srinivas Yerram	25,000	28,400	Public	Public
149	Rajiv Laxminarayan Jaju	25,000	28,400	Public	Public
150	Godha Sandeep Yadav	25,000	28,400	Public	Public
151	D Naveen Reddy	25,000	28,400	Public	Public
152	Sri Hari Kasha	25,000	28,400	Public	Public
153	Sushila Bagri	25,000	28,400	Public	Public
154	Gajendra Naidu Jonna	24,000	27,264	Public	Public
155	Ranganath Samavedam	20,000	22,720	Public	Public
156	Sreechandran Namineni	20,000	22,720	Public	Public
157	Chandra Mouli Namineni	20,000	22,720	Public	Public
158	Sanjay Nivrutti Sangale	20,000	22,720	Public	Public
159	Sharath Chandra Kumar Samavedam	20,000	22,720	Public	Public
160	Chandra Shekhar Boddapati	20,000	22,720	Public	Public
161	Padmavathi Noothalapati	15,000	17,040	Public	Public
162	Chitra Daga	15,000	17,040	Public	Public
163	Santosh Kumar Choraria	15,000	17,040	Public	Public

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in CIPL	No. of Equity Shares to Issue and Allot of Cupid Breweries and Distilleries Limited against swapping	Current Status / Category	Proposed Status / Category
164	Amarajyothi Kolla	15,000	17,040	Public	Public
165	Naga Venkata Parvathi Prem Kumar Kurmala	15,000	17,040	Public	Public
166	Rayanki Sai Neeraja	15,000	17,040	Public	Public
167	Puvvadi Sarath Babu .	15,000	17,040	Public	Public
168	Vijay Pokharana	12,500	14,200	Public	Public
169	Vedant Rajiv Bihani	12,500	14,200	Public	Public
170	Mounika Samparaboyena	12,500	14,200	Public	Public
171	Jeetendra Malani	12,500	14,200	Public	Public
172	Nirupama Cherukuri	12,500	14,200	Public	Public
173	Ankit Agrawal	12,500	14,200	Public	Public
174	Yashesh Natwarlal Worah .	11,250	12,780	Public	Public
175	Sri Parasara Rekha Bhattar	10,000	11,360	Public	Public
176	Savithri Gaddam	10,000	11,360	Public	Public
177	Iv Prema Kumari	10,000	11,360	Public	Public
178	Santosh Reddy Chintapalli	10,000	11,360	Public	Public
179	Vijayalakshmi Davuluri	10,000	11,360	Public	Public
180	Sumitrarani Namineni	10,000	11,360	Public	Public
181	R S D Prasad	10,000	11,360	Public	Public
182	Vundamati Naga Sai Nandan	10,000	11,360	Public	Public
183	Kasha Aditya	10,000	11,360	Public	Public
184	Pratik Kumar Mangalam	10,000	11,360	Public	Public
185	Aditya Khemka	10,000	11,360	Public	Public
186	Lavanya Garapati	10,000	11,360	Public	Public
187	Samavedam Sirisha	10,000	11,360	Public	Public
188	Vinet Kumar Anchalia	50,000	56,800	Public	Public
189	Jagruiti Tushar Patel	40,000	45,440	Public	Public
190	Mahesh Kumar Jalan	30,000	34,080	Public	Public
191	Vishal Kumar Anchalia	30,000	34,080	Public	Public
		45,000,000	51,120,000		

**Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer since December 08, 2023 pursuant to loan agreement dated December 08, 2023 ("Loan Agreement") entered into between Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provides a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have given Open Offer to the Public Shareholders of the Company and shall, upon the*

successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.

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

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “**Relevant Date**” for the purpose of determining the floor price for the preferential issue of Equity Shares be and is hereby fixed as **Saturday, February 1, 2025** (*As relevant date falls on a Weekend i.e. Sunday, February 2, 2025, the day preceding the date is reckoned to be the relevant date. Further, Saturday, February 1, 2025 was a trading day on account of presentation of Union Budget 2025-26*), being the date 30 days prior to the date of **Extra-Ordinary General Meeting i.e. Tuesday, March 4, 2025.**

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Equity Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- 2) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- 3) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Applicable Regulatory Authority (including, but not limited to BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals, in accordance with Regulation 170 of the SEBI (ICDR) Regulations.
- 4) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- 5) The Equity Shares to be allotted to the Proposed Allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- 6) The Equity Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of the shares held by the Proposed Allottees in CIPL and will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.

- 7) The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principal approval from the Stock Exchanges i.e. BSE Limited within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on BSE where the equity share of the Company are currently listed.

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/clarifications on the issue and allotment of Equity Shares, entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance, listing and trading of Equity Shares), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

RESOLVED FURTHER THAT Erramilli Venkatachalam Prasad, Chairman cum Managing Director (DIN: 08171117), Samavedam Sri Venkata Rajeswara Rao, Director (DIN: 10347786) and/or Sachin S Singh Rawat, Company Secretary of the Company, be and are hereby severally authorized to carry out all the necessary formalities and deeds including but not limited to intimation to Stock Exchanges, Filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s).”

5. TO CONSIDER AND APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO ERRAMILI VENKATACHALAM PRASAD, RODRIGUES BHAGVANDAS LILY, SAMAVEDAM SRI VENKATA RAJESWARA RAO AND DORADLA RADHA KRISHNA FOR CASH:

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

“RESOLVED THAT pursuant to Sections 23, 42, 62 and 179 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred on the Board by this resolution or any person authorised by the Board or its committee for such purpose), approval of the shareholders of the Company be and is hereby accorded to offer, issue and allot from time to time, in one or more tranches, up to 48,00,000 warrants (“Warrants”) each convertible into or exchangeable for 1 (One) fully paid up Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”) within a period of 18 (Eighteen) months from the date of allotment of the Warrants as per SEBI (ICDR) Regulations, to the below mentioned investor(s) (“Proposed Allottees”) for cash at an issue price of Rs. 60/- (Rupees Sixty only) (including a premium of Rs. 50/- (Rupees Fifty only) per Warrant (“Warrant Issue Price”) aggregating up to Rs. 28,80,00,000/- (Rupees Twenty Eight Crore Eighty Lakh only), being the price determined in accordance with Chapter V of SEBI (ICDR) Regulations and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions as are stipulated in the explanatory statement hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable law:

Sr. No.	Name of the Proposed Allottees	No. of Warrants up to	Investment amount up to (Rs.)	Current Status / Category	Proposed Status / Category
1	Erramilli Venkatachalam Prasad	35,00,000	21,00,00,000	Public*	Promoter
2	Rodrigues Bhagvandas Lily	1,00,000	60,00,000	Public*	Promoter
3	Samavedam Sri Venkata Rajeswara Rao	6,00,000	3,60,00,000	Public	Public
4	Doradla Radha Krishna	6,00,000	3,60,00,000	Public	Public
	Total	48,00,000	28,80,00,000		

**Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer since December 08, 2023 pursuant to loan agreement dated December 08, 2023 ("Loan Agreement") entered into between Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provides a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have given Open Offer to the Public Shareholders of the Company and shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.*

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the **"Relevant Date"** for the purpose of determining the floor price for the preferential issue of Equity Shares be and is hereby fixed as **Saturday, February 1, 2025** (As relevant date falls on a Weekend i.e. Sunday, February 2, 2025, the day preceding the date is reckoned to be the relevant date. Further, Saturday, February 1, 2025 was a trading day on account of presentation of Union Budget 2025-26), being the date 30 days prior to the date of **Extra-Ordinary General Meeting i.e. Tuesday, March 4, 2025.**

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Warrant holders;
- In accordance with Chapter V of SEBI (ICDR) Regulation, an amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);

- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.
- d. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;
- e. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f. Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- g. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations;
- h. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company;
- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees;
- k. The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time;
- l. The pre-preferential shareholding of the proposed allottees under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, except to the extent and in the manner permitted thereunder;

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on BSE where the equity share of the Company are currently listed.

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above

resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/clarifications on the issue and allotment of Equity Shares, entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance, listing and trading of Equity Shares), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement as prescribed under the Companies Act, 2013 after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principal approval from the Stock Exchanges i.e. BSE Limited and on the receipt of the consideration as mentioned above within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT Erramilli Venkatachalam Prasad, Chairman cum Managing Director (DIN: 08171117), Samavedam Sri Venkata Rajeswara Rao, Director (DIN: 10347786) and/or Sachin S Singh Rawat, Company Secretary of the Company, be and are hereby severally authorized to carry out all the necessary formalities and deeds including but not limited to intimation to Stock Exchanges, Filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s).”

6. 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 reenactment thereof for the time being in force) the approval of the members of the Company be and is hereby obtained for borrowing any sum or sums of money from time to time from any one or more of the Company’s Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of issuance of any securities, cash credit, advance or deposits, 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 and free reserves and security premium of the Company, such that the total borrowing shall not exceed Rs. 540,00,00,000/- (Rupees Five Hundred and Forty Crores Only) excluding of any interest or charges but including the borrowing already availed and the Directors are hereby further authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the Directors may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the director and/or Company Secretary 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."

7. TO AUTHORIZE BOARD OF DIRECTORS TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS UPTO RS. 540 CRORE

"RESOLVED THAT pursuant to section 2(76), 188 of the Companies Act, 2013 and Regulation 2(zb), 2(zc) and 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

RESOLVED FURTHER THAT the Company is in early stage of growing its business and may or may not have adequate turnover during the year and it has become increasingly difficult to seek individual approval from the shareholders for each material related party transaction, which could lead to delays in decision-making and disrupt the Company's operations.

RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded for authorizing the Board of Directors of the Company to enter into any related party transactions including, but are not limited to, transactions concerning the purchase, sale, transfer, or lease of goods, services, property, or assets, loans, borrowings, guarantees, or any other transaction in the interest of the Company upto Rs. 540,00,00,000 (Rupees Five Hundred and Forty Crores Only) without obtaining the shareholders' approval in the ordinary course of business and on arm's length basis.

RESOLVED FURTHER THAT any of the directors of the Company or Company Secretary be and is hereby severally authorized to file necessary forms with ROC and to do all such acts deeds and things as may be necessary to give effect to the above resolution.”

For and on behalf of the Board
Cupid Breweries and Distilleries Limited
(Formerly known as Cupid Trades and Finance Ltd)

Sd/-
Sachin Rawat
Company Secretary & Compliance Officer
M No. A74233

Date: February 07, 2025

Place: Mumbai

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 7 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.cupidalcobev.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@cupidalcobev.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 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@cupidalcobev.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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI 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. The Company has appointed M/s. Bhumika & Co; Practicing Company Secretary, to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
15. The Scrutinizer will submit her 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 her immediately after the results are declared.
16. 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.cupidalcobev.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 on the website of CDSL at www.evotingcdslindia.com and the results shall simultaneously be communicated to the Bombay Stock Exchange.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, **01st March, 2025 at 09.00 A.M. IST and ends on Monday, 3rd March, 2025 at 5.00 P.M. IST**. 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) i.e. **Tuesday, 25th February, 2025** 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.

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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual	1) Users who have opted for CDSL Easi / Easiest facility, can login through their

Shareholders holding securities in Demat mode with CDSL Depository	existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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 e-voting 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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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@cupidalcobev.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

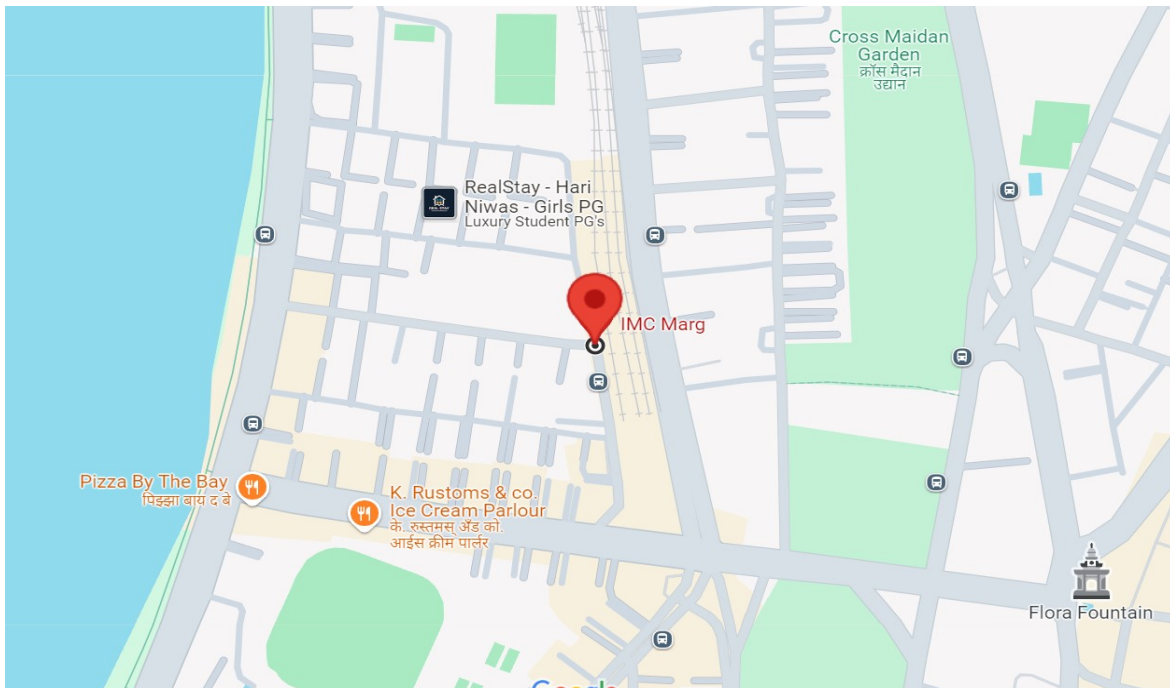
PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 at toll free no. 1800 21 09911

Road Map of the EGM



Landmark : Opposite to Churchgate Station

EXPLANTORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

Item No.1

The Current Authorized Capital of the Company is Rs.1, 00,00,000/- (Rupees One Crore only) divided into 10,00,000 (ten Lakh) equity shares of face value of Rs. 10/- (Rupees Ten Only) With the growing expansion of the Company's business and swap of shares, it is desirable to bring the Authorized Share Capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking.

It is therefore considered advisable to increase the Authorized Share Capital to Rs. 63,00,00,000 (Rupees Sixty Three Crore Only) divided into 6,30,00,000 (Six Crore Thirty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

Thus, the Authorized Share Capital of the Company would be Rs. 63,00,00,000 (Rupees Sixty Three Crore Only) divided into 6,30,00,000 (Six Crore Thirty Lakh) Equity Shares of Rs.10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The proposed increased Authorized Share Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company. The Board recommends the resolution for the approval of shareholders.

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

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

ITEM NO. 2

The Members are requested to approve the proposal for making an investment of up to Rs. 567,00,00,000 (Rupees Five Hundred and Sixty Seven Crores Only) in one or more tranches various body corporates, Companies, LLC, LLP in Indian or outside India. Under Section 179(3)(d) and 186(1), 188 of the Companies Act, 2013, a company is restricted from making an investment in the securities of any other body corporate, directly or indirectly, unless the shareholders approve the proposal by way of a special resolution if the aggregate amount of investment exceeds 60% of paid up share capital, free reserves and security premium or 100% of free reserves and security premium. Therefore, in accordance with the provisions of this section, it is necessary for the Members to approve the investment in various body corporates, Companies, LLC, LLP in Indian or outside India.

The investment may take the form of equity or other financial instruments as deemed appropriate by the Board of Directors, and will be executed in one or more tranches, subject to market conditions and the requirements of the Company.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

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 has availed financial assistance on various dates, considering the financial position of the Company prevailing during the previous years from Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily and Samavedam Sri Venkata Rajeswara Rao as an Unsecured Loan to meet the day to day expenses, statutory/regulatory fees etc. Such loan was provided to the Company from the directors, when there was no revenue or business in the Company, which was supposed to be converted into equity shares at par, but in line with the present preferential offer, the unsecured loan given to the Company is being converted at Rs. 60/- (including premium of Rs.50/-) per equity shares.

The Board of Directors of the Company had entered into loan agreement on **08.12.2023** with Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily and Samavedam Sri Venkata Rajeswara Rao and recommended the same for shareholders' approval. Further, the shareholders at the Annual General Meeting held on 09.02.2024 have approved the loan agreement and further, such loan provided by Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily and Samavedam Sri Venkata Rajeswara Rao, directors will be converted into equity shares at its discretion.

Pursuant to terms and conditions of the loan agreement, and in order to reduce the overall debt burden of the Company and to improve the financial health of the Company, the board has resolved to settle the unsecured loan to the extent of Rs. 6,06,35,460/- (Rupees Six Crore Six Lakh Thirty Five Thousand Four Hundred and Sixty only) be converted into equity shares of the Company by way of issuance of 10,10,591 fully paid up equity shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each to Mr. Erramilli Venkatachalam Prasad, Dr. Rodrigues Bhagvandas Lily and Mr. Samavedam Sri Venkata Rajeswara Rao at an issue price of Rs. 60/- (Rupees Sixty only) per equity share (including a premium of Rs. 50/- (Rupees Fifty only) per equity share aggregating up to Rs. 6,06,35,460/- (Rupees Six Crore Six Lakh Thirty Five Thousand Four Hundred Sixty only), subject to the approval of the shareholders.

The details of unsecured loan proposed to be converted into Equity Shares of the Company are as under:

Name of the Investors	Amount of Unsecured Loan (in Rs) as on January 31, 2025	Amount of Unsecured Loan converted into equity	Category before allotment of Equity	Category after allotment of Equity
Erramilli Venkatachalam Prasad	5,43,26,480	9,05,441	Public*	Promoter

Rodrigues Bhagvandas Lily	56,73,520	94,559	Public*	Promoter
Samavedam Sri Venkata Rajeswara Rao	6,35,460	10,591	Public	Public
Total	6,06,35,460	10,10,591		

**Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer on December 08, 2023 pursuant to loan agreement dated December 08, 2023 ("Loan Agreement") entered into between Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provided a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have now given Open Offer to the Public Shareholders of the Company and shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.*

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Friday, February 7, 2025.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

The information pertaining to the proposed allotment of equity share is stated below:

1. Objects of the Preferential Issue:

1. To increase the net worth of the Company and enhance the capital adequacy and reduce the debt of the Company, it is proposed to convert the outstanding unsecured loan of the lenders into fully paid up Equity Shares of the Company.
2. To improve the net worth and enable leveraging on the debt- equity ratio, which will eventually increase the stakeholders value.
3. To improve the financial health and assist in the future growth and strategic initiative of the company.

2. Monitoring of Utilization of Funds

Since present preferential issue is pursuant to conversion of loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding loans which is proposed to be converted into equity shares shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals. Since there is no funds infusion, hence appointment of monitoring agency is not required.

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

The resolution set out in the accompanying notice authorises the Board to offer, issue, and allot from time to time, in one or more tranches up to 10,10,591 Equity Shares of Rs. 10/- (Rupees Ten only) each at a price of Rs. 60/- (Rupees Sixty only) per Equity Share including premium of Rs. 50/- (Rupees Fifty only) on a preferential basis.

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

The Equity Shares of the Company are listed only on BSE Limited. In terms of Regulation 165 of the SEBI ICDR Regulations, 2018, the shares of the Company are infrequently traded on stock exchange i.e. BSE Limited, where the shares of the company are listed. Therefore, the aforesaid Equity Share(s) shall be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are infrequently traded, the price is needed to be determined by Independent Registered Valuer taking into account including book value, comparable trading multiple and such other parameters and a report from Independent Registered Valuer has been obtained and the issue price has been determined as Rs. 60/- (Rupees Sixty only) per Equity Share.

“Frequently traded shares” means the Shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer. The shares of the company are not frequently traded in terms of Regulation 164(5) of SEBI (ICDR) Regulations, 2018. Equity Shares of the Company are listed only on BSE Limited and are infrequently traded at BSE Limited. Accordingly, the minimum issue price has been calculated on the basis valuation report taken from Independent Registered Valuer in compliance with Regulation 165 of SEBI ICDR Regulations, 2018.

Therefore, in terms of Regulation 165 of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 60/- (Rupees Sixty only) per equity share. A Certificate has been taken from Independent Registered Valuer confirming the minimum price for the preferential issue as per Preferential Issue Regulations under Chapter V of SEBI (ICDR) Regulations, 2018 along with the calculation thereof has been obtained and the same shall be made

available for inspection at the Registered Office of the Company and shall also be placed on the website of the Company at www.cupidalcobev.com.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Saturday, February 1, 2025.

Accordingly, the minimum issue price for preferential basis shall be at a price of Rs. 60/- each, as per the valuation report obtained from the valuer as above.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case of preferential issue.

5. Name and Address of Valuer who performed Valuation:

Kalyanam Bhaskar, Registered Valuer IBBI Reg. No.: IBBI/RV/06/2020/12959 Address: 201, Rangaprasad Enclave, Vinayak Nagar, Gachibowli, Hyderabad, India - 500032 Email: bhaskarkalyanam@gmail.com Mobile 9989 800180.

6. Amount which the Company intends to raise by way of issue of Equity Shares:

Not Applicable as the Company is converting the unsecured loan in to equity.

7. Principal terms of Assets charged as securities:

Not Applicable.

8. Intention/ Contribution of promoters / directors / key managerial personnel or senior management to subscribe to the offer:

Except as follows, none of the other promoters, directors, key managerial personnel or senior management of the issuer intent to subscribe to the Offer.

Sr. No	Name of the Proposed Allottees	Category	Type of Security	No. of Security
1	Erramilli Venkatachalam Prasad	Director	Equity shares	9,05,441
2	Rodrigues Bhagvandas Lily	Director	Equity shares	94,559
3	Samavedam Sri Venkata Rajeswara Rao	Director	Equity shares	10,591

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an **Annexure A** forming part of this Notice.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

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

There shall be no change in management or control of the Company pursuant to this issue and allotment of equity shares. However, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the management control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer since December 08, 2023 pursuant to loan agreement dated December 08, 2023 ("Loan Agreement") entered into between Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provides a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, pursuant to this issue and allotment of equity shares, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily shall collectively hold 2,96,32,167 equity shares representing 51.19% of the post issue paid up capital, which shall exceed the threshold under Regulation 3(1) of the Regulations. Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have made the open offer process pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

The above stated acquirers shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

13. Valuation for consideration other than cash:

This allotment is proposed to be made to proposed allottees, as aforesaid in lieu of conversion of their existing unsecured loan. Hence, it is not an allotment being made for consideration other than cash.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

15. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

16. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.cupidalcobev.com.

18. Undertakings:

The Company hereby undertakes that:

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- ii. None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable;
- iii. None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations;
- iv. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation

of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable;

v. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them;

vi. All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only;

vii. The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
1	Erramilli Venkatachalam Prasad	Public*	Not Applicable	0	0.00	9,05,441	9,05,441	1.56	Promoter
2	Rodrigues Bhagvandas Lily	Public*	Not Applicable	0	0.00	94,559	94,559	0.16	Promoter
3	Samavedam Sri Venkata Rajeswara Rao	Public	Not Applicable	0	0.00	10,591	10,591	0.02	Public
Total				0	0.00	10,10,591	10,10,591	1.75	

**Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer on December 08, 2023 pursuant to loan agreement dated December 08, 2023 ("Loan Agreement") entered into between Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provided a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have now given Open Offer to the Public Shareholders of the Company and shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in said item of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

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

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 3 in the accompanying notice for approval by the Members.

ITEM NO. 4:

The Members are hereby informed that the Board in its meeting held on Friday, February 7, 2025, has approved the acquisition upto 100% shareholding of Crochet Industries Private Limited ("CIPL") to enter into the manufacturing business of IMFL, spirits and brewery. For the said acquisition it is decided to acquire upto 4,50,00,000 Equity Shares constituting 100% stake of the CIPL from the Equity shareholders of the CIPL. As purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the CIPL being the full payment towards the swap shares.

The consideration for the acquisition of the equity shares of CIPL, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash. Accordingly, the Board pursuant to its resolution dated February 7, 2025, has approved the issue of up to 5,11,20,000 Equity Shares of Rs. 10/- (Rupees Ten only) each at a price of Rs. 60/- (Rupees Sixty only) per share including premium of Rs. 50/- (Rupees Fifty only) on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") on a preferential basis.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations”) are as follows:

1. Objects of the Preferential Issue:

The object of the issue is to discharge the Purchase Consideration payable for the acquisition of the CIPL by acquiring upto 4,50,00,000 Equity Shares constituting upto 100% stake of the CIPL from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 4 in this notice and explanatory statement, subject to SEBI (ICDR) Regulations and requisite approvals from stock exchange.

2. Monitoring of Utilization of Funds

Since present preferential issue is pursuant to allot shares of the company against swap of shares from shareholders of CIPL, there is no cash outflow. More so, the company shall allot the shares to the shareholders of CIPL immediately on the approval of the Board of Directors of the Company subject to grant of shareholder’s approval along with regulatory approvals. Since there is no funds infusion, hence appointment of monitoring agency is not required.

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

The resolution set out in the accompanying notice authorises the Board to offer, issue, and allot upto 5,11,20,000 Equity Shares of Rs. 10/- (Rupees Ten only) each at a price of Rs. 60/- (Rupees Sixty only) per Equity Share including premium of Rs. 50/- (Rupees Fifty only) on a preferential basis other than cash.

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

The Equity Shares of the Company are listed only on BSE Limited. In terms of Regulation 165 of the SEBI ICDR Regulations, 2018, the shares of the Company are infrequently traded on stock exchange i.e. BSE Limited, where the shares of the company are listed. Therefore, the aforesaid Equity Share(s) shall be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are infrequently traded, the price is needed to be determined by Independent Registered Valuer taking into account including book value, comparable trading multiple and such other parameters and a report from Independent Registered Valuer has been obtained and the issue price has been determined as Rs. 60/- (Rupees Sixty only) per Equity Share.

“Frequently traded shares” means the Shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer. The shares of the company are not frequently traded in terms of Regulation 164(5) of SEBI (ICDR) Regulations, 2018. Equity Shares of the Company are listed only on BSE Limited and are infrequently traded at BSE Limited. Accordingly, the minimum issue price has been calculated on the basis valuation report taken from Independent Registered Valuer in compliance with Regulation 165 and Regulation 166A of SEBI (ICDR) Regulations, 2018.

Therefore, in terms of Regulation 165 of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 60/- (Rupees Sixty only) per equity share. A Certificate has been taken from Independent Registered Valuer confirming the minimum price for the preferential issue as per Preferential Issue Regulations under Chapter V of SEBI (ICDR) Regulations, 2018 along with the calculation thereof has been obtained and the same shall be made available for inspection at the Registered Office of the Company and shall also be placed on the website of the Company at www.cupidalcobev.com

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Saturday, February 1, 2025.

Accordingly, the minimum issue price for preferential allotment shall be at a price of Rs. 60/- each, as per the valuation report obtained from the valuer as above.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case of preferential issue.

5. Name and Address of Valuer who performed Valuation:

Kalyanam Bhaskar, Registered Valuer IBBI Reg. No.: IBBI/RV/06/2020/12959 Address: 201, Rangaprasad Enclave, Vinayak Nagar, Gachibowli, Hyderabad, India - 500032 Email: bhaskarkalyanam@gmail.com Mobile 9989 800180.

As the proposed allotment is of more than five per cent of the post issue fully diluted share capital of the Company to a few of the proposed allottees, a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.cupidalcobev.com

6. Amount which the Company intends to raise by way of issue of Equity Shares:

Not Applicable as the shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

7. Principal terms of Assets charged as securities:

Not Applicable

8. Intention/ Contribution of promoters / directors / key managerial personnel or senior management to subscribe to the offer:

Except as follows, none of the other promoters, directors, key managerial personnel or senior management of the issuer intent to subscribe to the Offer.

Sr. No	Name of the Proposed Allottees	Category	Type of Security	No. of Security
1	Erramilli Venkatachalam Prasad	Director	Equity shares	1,06,61,767
2	Rodrigues Bhagvandas Lily	Director	Equity shares	1,43,70,400

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an **Annexure A** forming part of this Notice.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

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

There shall be no change in management or control of the Company pursuant to this issue and allotment of equity shares. However, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the management control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer since December 08, 2023 pursuant to loan agreement dated December 08, 2023

("Loan Agreement") entered into between Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provides a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, pursuant to this issue and allotment of equity shares, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily shall collectively hold 2,96,32,167 equity shares representing 51.19% of the post issue paid up capital, which shall exceed the threshold under Regulation 3(1) of the Regulations. Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have made the open offer process pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

The above stated acquirers shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

13. Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report, received from Kalyanam Bhaskar, Registered Valuer IBBI Reg. No.: IBBI/RV/06/2020/12959 Address: 201, Rangaprasad Enclave, Vinayak Nagar, Gachibowli, Hyderabad, India - 500032, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the CIPL by acquiring upto 4,50,00,000 Shares constituting 100% stake of the CIPL from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 4 in this notice and explanatory statement, subject to SEBI (ICDR) Regulations and requisite approvals from stock exchange.

15. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

16. Listing:

The Company will make an application to the Stock Exchange at which the existing equity shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.cupidalcobev.com.

18. Undertakings:

The Company hereby undertakes that:

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- ii. None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable;
- iii. None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations;
- iv. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable;
- v. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them;
- vi. All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only;
- vii. The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure

Requirements) Regulations, 2018. Further, none of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
1	Venkatachalam Prasad Erramilli	Public*	Not Applicable	0	0.00	1,06,61,767	1,06,61,767	18.42	Promoter
2	Bhagvandas Lily Rodrigues	Public*	Not Applicable	0	0.00	1,43,70,400	1,43,70,400	24.82	Promoter
3	Siva Nageswara Rao Doradla	Public	Not Applicable	0	0.00	36,35,200	36,35,200	6.28	Public
4	Subha Lalita Samavedam	Public	Not Applicable	0	0.00	33,35,273	33,35,273	5.76	Public
5	Medo Capital Services Private Limited	Public	Satyavani Meduri	0	0.00	18,98,540	18,98,540	3.28	Public
6	Parag Mitra	Public	Not Applicable	0	0.00	16,28,967	16,28,967	2.81	Public
7	Anil kumar	Public	Not Applicable	0	0.00	8,52,000	8,52,000	1.47	Public
8	Neha Sagar Shah	Public	Not Applicable	0	0.00	6,87,280	6,87,280	1.19	Public
9	Mohan Kumar Tayel	Public	Not Applicable	0	0.00	5,68,000	5,68,000	0.98	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
10	R Lakshmi Shobha	Public	Not Applicable	0	0.00	3,97,600	3,97,600	0.69	Public
11	Siddharth Dilip Mehta	Public	Not Applicable	0	0.00	3,52,160	3,52,160	0.49	Public
12	K. Satish	Public	Not Applicable	0	0.00	2,84,000	2,84,000	0.49	Public
13	Kotha Vamsi Prasad	Public	Not Applicable	0	0.00	2,84,000	2,84,000	0.49	Public
14	Satyanarayana Reddy Katkoori	Public	Not Applicable	0	0.00	2,84,000	2,84,000	0.49	Public
15	Durgaprasad Yakkalavenkta	Public	Not Applicable	0	0.00	2,55,600	2,55,600	0.44	Public
16	Rajesh Ravi	Public	Not Applicable	0	0.00	2,27,200	2,27,200	0.39	Public
17	Sandeep Jayantilal Panchal	Public	Not Applicable	0	0.00	2,27,200	2,27,200	0.51	Public
18	V V S Sreekanth	Public	Not Applicable	0	0.00	2,27,200	2,27,200	0.39	Public
19	Kerketta Studios Private Limited	Public	Cherreddi Ramachandra Naidu	0	0.00	2,27,200	2,27,200	0.39	Public
20	Puvvadi Sarath Babu	Public	Not Applicable	0	0.00	2,18,112	2,18,112	0.38	Public
21	Vishal Vijaykumar Rathi	Public	Not Applicable	0	0.00	4,49,856	4,49,856	0.78	Public
22	Venkata Shyama Krishna Kanth	Public	Not Applicable	0	0.00	1,98,800	1,98,800	0.34	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
	Vinnakota								
23	Sunanda Rajendra Deo	Public	Not Applicable	0	0.00	1,81,760	1,81,760	0.31	Public
24	Yechuri Koteswara Rao	Public	Not Applicable	0	0.00	1,70,400	1,70,400	0.29	Public
25	Naga Venkata Saranya Jalluri	Public	Not Applicable	0	0.00	1,70,400	1,70,400	0.29	Public
26	Venkateswarlu Goondla HUF	Public	Venkateswarlu Goondla	0	0.00	1,70,400	1,70,400	0.29	Public
27	JNV Suresh Kumar	Public	Not Applicable	0	0.00	1,70,400	1,70,400	0.29	Public
28	Doradla Radha Krishna	Public	Not Applicable	0	0.00	1,47,680	1,47,680	0.26	Public
29	Sowrabh Tiwari	Public	Not Applicable	0	0.00	1,42,000	1,42,000	0.25	Public
30	Indira Devi Krapa	Public	Not Applicable	0	0.00	1,42,000	1,42,000	0.25	Public
31	Duvva Pavan Kumar	Public	Not Applicable	0	0.00	1,42,000	1,42,000	0.25	Public
32	Suhasini Eravathri	Public	Not Applicable	0	0.00	1,38,844	1,38,844	0.24	Public
33	K Bharath Kumar	Public	Not Applicable	0	0.00	1,30,640	1,30,640	0.23	Public
34	Sanku Durga Bhavani	Public	Not Applicable	0	0.00	1,24,960	1,24,960	0.22	Public
35	Shailaja Polineni	Public	Not Applicable	0	0.00	1,22,688	1,22,688	0.21	Public
36	Venkateswar Rao Ravella	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
37	Chetna Sanjaykumar Minda	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
38	Tara Chand Kothari	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
39	Mathew Vachaparambil	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
40	Sethu Parvathy	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
41	Chandra Sekhara Reddy Geddam	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
42	Satyavani Meduri	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
43	Eravathri Anil Kumar	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
44	Ramakrishna Mandava	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
45	Kopuri Vijayakumar Gupta	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
46	P S Menon	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
47	Priyanka Agrawal	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
48	Venkata Kasi Anuradha Yakkala	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
49	Parasuram Gopinath	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
50	Sreekumar	Public	Not	0	0.00	1,13,600	1,13,600	0.20	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
	Sankaranarayana Pillai		Applicable						
51	Upendra Reddy Desireddy	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
52	Mallikarjun Gada	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
53	Sridhar Reddy Yella	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
54	Chereddi Ramachandra Naidu	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
55	Rayanki Chandrasekhara Naidu	Public	Not Applicable	0	0.00	1,13,600	1,13,600	0.20	Public
56	#Tirumala Tirupati Devasthanams	Public	Lord Venkatesh wara	0	0.00	1,13,589	1,13,589	0.20	Public
57	Sumalatha Tatikonda	Public	Not Applicable	0	0.00	1,02,240	1,02,240	0.18	Public
58	Chukka Padma	Public	Not Applicable	0	0.00	96,560	96,560	0.17	Public
59	Puvvadi Uma Devi	Public	Not Applicable	0	0.00	96,560	96,560	0.17	Public
60	Veena Lakshmi Kuchimanchi	Public	Not Applicable	0	0.00	96,560	96,560	0.17	Public
61	Subhasri Venkata Kalyani	Public	Not Applicable	0	0.00	85,200	85,200	0.15	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
62	Balaiah Dornadula	Public	Not Applicable	0	0.00	85,200	85,200	0.15	Public
63	Thota Rajyalakshmi	Public	Not Applicable	0	0.00	81,792	81,792	0.14	Public
64	Gokulsing Vijaysing Morkar	Public	Not Applicable	0	0.00	73,840	73,840	0.13	Public
65	Shashi M Jain	Public	Not Applicable	0	0.00	71,000	71,000	0.12	Public
66	Nukala Vera Venkata Satya Durga Phani Ba	Public	Not Applicable	0	0.00	71,000	71,000	0.12	Public
67	Rajendra Pandurang Deo	Public	Not Applicable	0	0.00	71,000	71,000	0.12	Public
68	Priyanka Siddharth Tambe	Public	Not Applicable	0	0.00	71,000	71,000	0.12	Public
69	Kalpana Cherukuri	Public	Not Applicable	0	0.00	71,000	71,000	0.12	Public
70	Raja Kalyan Vadlamudi	Public	Not Applicable	0	0.00	68,728	68,728	0.12	Public
71	Vijay Kumar Mittapally	Public	Not Applicable	0	0.00	68,160	68,160	0.12	Public
72	Siddharth Dilipkumar Mehta	Public	Not Applicable	0	0.00	62,480	62,480	0.11	Public
73	Kavitha Amith	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
74	Venkata Rama Madhusudhana Rao Mithinti	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
75	Manoj Ruwali	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
76	Vittal Babu Adusumilli	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
77	V Sreenivasa Setty	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
78	Sannareddy Suresh Babu	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
79	Vase K B Christ	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
80	Giridhar Gupta Somisetty	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
81	Mohan Reddy Padakanti	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
82	Vikram Srinivas Reddy Vemareddy	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
83	Ravindra Babu Miriyala	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
84	Venkata Ramana Kunthuru	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
85	Nithin Kumar C T	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
86	Kantheti Satya Suresh	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
87	Shashikala Ambarkar	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
88	Riya H Goklani	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
89	Adityareddy Magunta	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
90	Nandimandalam Babu	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
91	Godavarthy Venkata Bharath Kumar	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
92	T Balakrishna	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
93	Mohana Vijaya Lakshmi Chakka	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
94	Pakanati Pruthvi Raj	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
95	Sagar Praful Shah	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
96	Satya Akash Sure	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
97	Gali Samrajyam	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
98	Katta Vinod Kumar	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
99	Mandavalli Smitha	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
100	Ravi Mansaka	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
101	Bakkannagari Gajender Reddy	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
102	Nambula Narendra Ram	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
103	Indira Rameshchandra Parikh	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
104	Rama Devi Desireddy	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
105	Rama Krishna Reddy Alavala	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
106	Sharadanandu Konuthula	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
107	Sai Balaji Koushik Tankala	Public	Not Applicable	0	0.00	51,120	51,120	0.09	Public
108	Goripally Mamatha	Public	Not Applicable	0	0.00	51,120	51,120	0.09	Public
109	Sangle Sanjay Nivrutti HUF	Public	Sangle Sanjay Nivrutti	0	0.00	48,280	48,280	0.08	Public
110	Shyam Sunder Rangu	Public	Not Applicable	0	0.00	45,440	45,440	0.08	Public
111	Ravella Prathima Choudary	Public	Not Applicable	0	0.00	45,440	45,440	0.08	Public
112	Venkayamma Paladugu	Public	Not Applicable	0	0.00	45,440	45,440	0.08	Public
113	Anita Verghese	Public	Not Applicable	0	0.00	45,440	45,440	0.08	Public
114	Karampudi Gopinath (HUF)	Public	Karampudi Gopinath	0	0.00	45,440	45,440	0.08	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
115	Lakshmi Nagamalleswari Doradla	Public	Not Applicable	0	0.00	45,440	45,440	0.08	Public
116	Bharathi Rao Patwari	Public	Not Applicable	0	0.00	42,600	42,600	0.07	Public
117	Raja Sekhar Gajulapalle	Public	Not Applicable	0	0.00	42,600	42,600	0.07	Public
118	Qrops Advisory Services Private Limited	Public	Vase K B Christ	0	0.00	42,600	42,600	0.07	Public
119	Nagabhushanam Cherukuri	Public	Not Applicable	0	0.00	39,760	39,760	0.07	Public
120	Sana Rambabu	Public	Not Applicable	0	0.00	39,760	39,760	0.07	Public
121	Mohanmurari Ramswaroop Kumawat	Public	Not Applicable	0	0.00	35,500	35,500	0.06	Public
122	Swaraj Rajendra Deo	Public	Not Applicable	0	0.00	35,500	35,500	0.06	Public
123	Arvind Kashiram Patil	Public	Not Applicable	0	0.00	35,500	35,500	0.06	Public
124	Sayali Rajendra Deo	Public	Not Applicable	0	0.00	35,500	35,500	0.06	Public
125	Bhongir Jyothi	Public	Not Applicable	0	0.00	34,080	34,080	0.06	Public
126	Latha Kumar	Public	Not Applicable	0	0.00	34,080	34,080	0.06	Public
127	Hari Prasad Gandra	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
128	Bhumika Jignesh Shah	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
129	Srikanth Sangai	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
130	Prakash M Gandhi	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
131	Right Management Consultants Pvt Ltd	Public	Surisetty Saritha	0	0.00	28,400	28,400	0.05	Public
132	Vedaprakash Maduri	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
133	Rahul Bajaj	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
134	Sonali Jain	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
135	Dornadula Nandini	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
136	Prem Kumar Bajaj	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
137	Radhika Bajaj	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
138	Madhulata Khandelwal	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
139	Rohit Bajaj	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
140	Preeti Bajaj	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
141	Ankita Bajaj	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
142	Prahalad	Public	Not	0	0.00	28,400	28,400	0.05	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
	Khandelwal		Applicable						
143	Chandra Naga Sekhar Karri	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
144	Deepak Vithaldas Chandak	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
145	Kalyani Innamuri	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
146	Vishnu Nukasani	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
147	Srinivas Yerram	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
148	Rajiv Laxminarayan Jaju	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
149	Godha Sandeep Yadav	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
150	Prakash M Gandhi	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
151	D Naveen Reddy	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
152	Sri Hari Kasha	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
153	Sushila Bagri	Public	Not Applicable	0	0.00	28,400	28,400	0.05	Public
154	Gajendra Naidu Jonna	Public	Not Applicable	0	0.00	27,264	27,264	0.05	Public
155	Ranganath Samavedam	Public	Not Applicable	0	0.00	22,720	22,720	0.04	Public
156	Sreechandan	Public	Not	0	0.00	22,720	22,720	0.04	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
	Namineni		Applicable						
157	Chandra Mouli Namineni	Public	Not Applicable	0	0.00	22,720	22,720	0.04	Public
158	Sanjay Nivrutti Sangale	Public	Not Applicable	0	0.00	22,720	22,720	0.04	Public
159	Sharath Chandra Kumar Samavedam	Public	Not Applicable	0	0.00	22,720	22,720	0.04	Public
160	Chandra Shekhar Boddapati	Public	Not Applicable	0	0.00	22,720	22,720	0.04	Public
161	Padmavathi Noothalapati	Public	Not Applicable	0	0.00	17,040	17,040	0.03	Public
162	Chitra Daga	Public	Not Applicable	0	0.00	17,040	17,040	0.03	Public
163	Santosh Kumar Choraria	Public	Not Applicable	0	0.00	17,040	17,040	0.03	Public
164	Amarajyothi Kolla	Public	Not Applicable	0	0.00	17,040	17,040	0.03	Public
165	Naga Venkata Parvathi Prem Kumar Kurmala	Public	Not Applicable	0	0.00	17,040	17,040	0.03	Public
166	Rayanki Sai Neeraja	Public	Not Applicable	0	0.00	17,040	17,040	0.03	Public
167	Puvvadi Sarath Babu	Public	Not Applicable	0	0.00	17,040	17,040	0.03	Public
168	Vijay Pokharana	Public	Not Applicable	0	0.00	14,200	14,200	0.02	Public
169	Vedant Rajiv	Public	Not	0	0.00	14,200	14,200	0.02	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
	Bihani		Applicable						
170	Mounika Samparaboyena	Public	Not Applicable	0	0.00	14,200	14,200	0.02	Public
171	Jeetendra Malani	Public	Not Applicable	0	0.00	14,200	14,200	0.02	Public
172	Nirupama Cherukuri	Public	Not Applicable	0	0.00	14,200	14,200	0.02	Public
173	Ankit Agrawal	Public	Not Applicable	0	0.00	14,200	14,200	0.02	Public
174	Yashesh Natwarlal Worah	Public	Not Applicable	0	0.00	12,780	12,780	0.02	Public
175	Sri Parasara Rekha Bhattar	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
176	Savithri Gaddam	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
177	IV Prema Kumari	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
178	Santosh Reddy Chintapalli	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
179	Vijayalakshmi Davuluri	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
180	Sumitrarani Namineni	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
181	R S D Prasad	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
182	Vundamati Naga Sai Nandan	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
183	Kasha Aditya	Public	Not	0	0.00	11,360	11,360	0.02	Public

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
			Applicable						
184	Pratik Kumar Mangalam	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
185	Aditya Khemka	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
186	Lavanya Garapati	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
187	Samavedam Sirisha	Public	Not Applicable	0	0.00	11,360	11,360	0.02	Public
188	Vinet Kumar Anchalia	Public	Not Applicable	0	0.00	56,800	56,800	0.10	Public
189	Jagruti Tushar Patel	Public	Not Applicable	0	0.00	45,440	45,440	0.08	Public
190	Mahesh Kumar Jalan	Public	Not Applicable	0	0.00	34,080	34,080	0.06	Public
191	Vishal Kumar Anchalia	Public	Not Applicable	0	0.00	34,080	34,080	0.06	Public
Total				0	0.00	5,11,20,000	5,11,20,000	88.30	

**Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer on December 08, 2023 pursuant to loan agreement dated December 08, 2023 ("Loan Agreement") entered into between Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provided a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have now given Open Offer to the Public Shareholders of the Company and shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.*

the ultimate beneficiary owner of Tirumala Tirupati Devasthanams is Lord Venkateshwara – which is regulated by Government of Andhra Pradesh

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in said item of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

Except as mentioned above, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 4 in the accompanying notice for approval by the Members.

ITEM NO. 5:

The Board of Directors of the Company (“Board”) in its meeting held on Friday, February 7, 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of preferential issue of 48,00,000 convertible warrants (“warrants”) at an issue price of Rs. 60/- (Rupees Sixty only) (including premium of Rs. 50/-) per warrant aggregating up to Rs. 28,80,00,000/- (Rupees Twenty Eight Crore Eighty Lakh only) for cash with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the company (“Equity shares”) to the below mentioned investor(s) (“Proposed allottees”) in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants upto	Investment amount up to (Rs.)
1	Erramilli Venkatachalam Prasad	Public*	35,00,000	21,00,00,000
2	Rodrigues Bhagvandas Lily	Public*	1,00,000	60,00,000
3	Samavedam Sri Venkata Rajeswara Rao	Public	6,00,000	3,60,00,000
4	Doradla Radha Krishna	Public	6,00,000	3,60,00,000
Total			48,00,000	28,80,00,000

**Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 (‘the Regulations’) and had triggered the Open Offer on December 08, 2023 pursuant to loan agreement dated December 08, 2023 (“Loan Agreement”) entered into between Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provided a right to Erramilli Venkatachalam Prasad and*

Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have now given Open Offer to the Public Shareholders of the Company and shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board In their meeting held on Friday, February 7, 2025.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations “) are as follows:

1. Objects of the Preferential Issue:

The funds are required by the Company for the following objects:

1. To invest in future growth opportunities, grant loans and investment in subsidiaries, repayment of borrowings & meeting exigencies.
2. Working Capital Requirement.
3. General Corporate Purpose.

(Hereinafter collectively referred as “**Objects**”)

Utilization of Proceeds

The quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Crores)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	To invest in future growth opportunities, grant loans and investment in subsidiaries, repayment of borrowings & meeting exigencies	18.00	18 months of receipt of Funds
2.	Working Capital Requirement	3.60	18 months of receipt of Funds

3.	General Corporate Purpose	7.20	18 months of receipt of Funds
	Total	28.80	

**All decimals have been rounded off to two decimal points.*

The Main Object Clause of Memorandum of Association of the Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our Company proposes to deploy from the proceeds of the Preferential Issue, aggregating to Rs. 7,20,00,000 towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws. Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 dated December 13, 2022.

Schedule of Implementation and Deployment of Funds

The Net Issue Proceeds to be received by the Company on the allotment of Equity Shares in terms of Chapter V of the SEBI (ICDR) Regulations and as estimated by the management, the entire proceeds received from the issue would be utilized for the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, within 18 months of receipt of Funds.

Interim Use of Proceeds

The Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

2. Monitoring of Utilization of Funds

Since the issue size for the issue of Equity Shares does not exceed Rs. 100 Crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

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

The resolution set out in the accompanying notice authorises the Board to offer, issue, and allot up to 48,00,000 warrants convertible into Equity Shares of Rs. 10/- (Rupees Ten only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 60/- (Rupees Sixty only) per Equity Share including a premium of Rs. 50/- (Rupees Fifty only) ("Preferential Allotment Price"), aggregating to Rs. 28,80,00,000/- (Rupees Twenty Eight Crore Eighty Lakh only).

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

The Equity Shares of the Company are listed only on BSE Limited. In terms of Regulation 165 of the SEBI ICDR Regulations, 2018, the shares of the Company are infrequently traded on stock exchange i.e. BSE Limited, where the shares of the company are listed. Therefore, the aforesaid Equity Share(s) shall be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are infrequently traded, the price is needed to be determined by Independent Registered Valuer taking into account including book value, comparable trading multiple and such other parameters and a report from Independent Registered Valuer has been obtained and the issue price has been determined as Rs. 60/- (Rupees Sixty only) per Equity Share.

"Frequently traded shares" means the Shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer. The shares of the company are not frequently traded in terms of Regulation 164(5) of SEBI (ICDR) Regulations, 2018. Equity Shares of the Company are listed only on BSE Limited and are infrequently traded at BSE Limited. Accordingly, the minimum issue price has been calculated on the basis valuation report taken from Independent Registered Valuer in compliance with Regulation 165 of SEBI (ICDR) Regulations, 2018.

Therefore, in terms of Regulation 165 of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 60/- (Rupees Sixty only) per equity share. A Certificate has been taken from Independent Valuer confirming the minimum price for the preferential issue as per Preferential Issue Regulations under Chapter V of SEBI (ICDR) Regulations, 2018 along with the calculation thereof has been obtained and the same shall be made available for inspection at the Registered Office of the Company and shall also be placed on the website of the Company at www.cupidalcobev.com

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Saturday, February 1, 2025.

Accordingly, the minimum issue price for preferential basis shall be at a price of Rs. 60/- each, as per the valuation report obtained from the valuer as above.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case of preferential issue.

5. Name and Address of Valuer who performed Valuation:

Kalyanam Bhaskar, Registered Valuer IBBI Reg. No.: IBBI/RV/06/2020/12959 Address: 201, Rangaprasad Enclave, Vinayak Nagar, Gachibowli, Hyderabad, India - 500032 Email: bhaskarkalyanam@gmail.com Mobile 9989 800180.

As the proposed allotment is of more than five per cent of the post issue fully diluted share capital of the Company to a few of the proposed allottees, a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.cupidalcobev.com>

6. Amount which the Company intends to raise by way of such securities:

Up to Rs. 28,80,00,000/- (Rupees Twenty Eight Crore Eighty Lakh only).

7. Principal terms of Assets charged as securities:

Not Applicable

8. Intention/ Contribution of promoters / directors / key managerial personnel or senior management to subscribe to the offer:

Except as follows, none of the other promoters, directors, key managerial personnel or senior management of the issuer intent to subscribe to the Offer.

Sr. No	Name of the Proposed Allottees	Category	Type of Security	No. of Security
1	Erramilli Venkatachalam Prasad	Director	Warrants convertible into Equity shares	35,00,000
2	Rodrigues Bhagvandas Lily	Director	Warrants convertible into Equity shares	1,00,000
3	Samavedam Sri Venkata Rajeswara Rao	Director	Warrants convertible into Equity shares	6,00,000

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an **Annexure A** forming part of this Notice.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

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

There shall be no change in management or control of the Company pursuant to this issue and allotment of equity shares. However, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the management control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer since December 08, 2023 pursuant to loan agreement dated December 08, 2023 ("Loan Agreement") entered into between Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provides a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, pursuant to this issue and allotment of equity shares, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily shall collectively hold 2,96,32,167 equity shares representing 51.19% of the post issue paid up capital, which shall exceed the threshold under Regulation 3(1) of the Regulations. Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have made the open offer process pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

The above stated acquirers shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

13. Valuation for consideration other than cash:

Not applicable.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

15. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

16. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.cupidalcobev.com.

18. Undertakings:

The Company hereby undertakes that:

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- ii. None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable;
- iii. None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations;
- iv. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable;

- v. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them;
- vi. All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only;
- vii. The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr . No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Warrants to be allotted	Post issue Shareholding		Post Issue category
				No of share	%		No of share	%	
1	Erramilli Venkatachalam Prasad	Public*	Not Applicable	0	0.00	35,00,000	35,00,000	6.05	Promoter
2	Rodrigues Bhagvandas Lily	Public*	Not Applicable	0	0.00	1,00,000	1,00,000	0.17	Promoter
3	Samavedam Sri Venkata Rajeswara Rao	Public	Not Applicable	0	0.00	6,00,000	6,00,000	1.04	Public

4	Doradla Radha Krishna	Public	Not Applicable	0	0.00	6,00,000	6,00,000	1.04	Public
Total				0	0.00	48,00,000	48,00,000	8.29	

**Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily had already acquired the control of the Company under Regulation 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') and had triggered the Open Offer since December 08, 2023 pursuant to loan agreement dated December 08, 2023 ("Loan Agreement") entered into between Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and the Company. The said loan agreement provides a right to Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily to conduct the day to day operations of the Company along with controlling as well as decision making authority in the interest of the Company. Further, Erramilli Venkatachalam Prasad and Rodrigues Bhagvandas Lily have given Open Offer to the Public Shareholders of the Company and shall, upon the successful completion of the Open offer process under SEBI (SAST) Regulation, 2011, be classified as Promoter shareholders and shall acquire shareholding in the Company.*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in said item of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

Except as mentioned above, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 5 in the accompanying notice for approval by the Members.

ITEM No. 6

The Company is undergoing a restructuring of its business operations and expanding its activities. As part of this process, it will require additional funds, which will be raised through borrowings from various external agencies, such as banks, financial institutions, bodies corporate, individuals, or other lenders.

In accordance with Section 179 and Section 180(1)(c) of the Companies Act, 2013, the total amount of borrowings, including outstanding borrowings, cannot exceed the aggregate of the paid-up capital and free reserves of the Company, unless the shareholders' consent is obtained. The Company has assessed that the existing borrowing limits are insufficient for its needs and requires an enhancement. Therefore, a resolution has been proposed to increase the borrowing limit to Rs. 540,00,00,000 (Rupees Five Hundred and Forty Crores Only), which, when combined with the current borrowings, will exceed the aggregate of the Company's paid-up capital, free reserves,

and securities premium, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

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.6 for the approval of the members of the Company by a Special Resolution.

ITEM No: 7

Pursuant to Section 2(76) and Section 188 of the Companies Act, 2013, and Regulation 2(zb), 2(zc), and 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party is considered material if the value of the transaction(s), individually or in aggregate with previous transactions during a financial year, exceeds the higher of Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company, as per the latest audited financial statements of the Company.

The Company is in the early stages of growing its business, and as a result, its turnover may fluctuate significantly. It may or may not have adequate turnover during the year, and consequently, the Company may find it increasingly difficult to approach shareholders for approval of each material related party transaction. Such frequent approvals may lead to delays in decision-making, which can disrupt the Company's operations and hinder its business growth.

In light of the above, the Board of Directors has proposed that the shareholders of the Company authorize the Board to enter into related party transactions in the ordinary course of business, without the need to seek individual shareholder approval for each transaction, provided that the aggregate value of such transactions does not exceed Rs. 540 Crore (Rupees Five Hundred and Forty Crore Only) during the financial year. This authorization will cover various types of transactions with related parties, including but not limited to the purchase, sale, transfer, or lease of goods, services, property, or assets, loans, borrowings, and guarantees.

This approval is sought so that the Board can ensure smooth and timely execution of business transactions, in the best interests of the Company, without unnecessary delays that could arise from seeking separate shareholder approval each time.

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.7 for the approval of the members of the Company by a Special Resolution.

For and on behalf of the Board
Cupid Breweries and Distilleries Limited

Sd/-

Sachin Rawat
Company Secretary & Compliance Officer

Date: February 7, 2025

M No. A74233

Place: Mumbai

ANNEXURE A

Sr. No.	Category	Pre-Issue [#]		Post-Issue [#] Assuming full conversion of warrants	
		No. of shares Held	% of Shareholding	No. of shares Held	% of Shareholding
A.	Promoters Holding				
1	Indian				
	Individuals	NIL	NIL	2,96,32,167	51.19
	Body Corporate	NIL	NIL	NIL	NIL
	Sub Total	NIL	NIL	2,96,32,167	51.19
2	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	NIL	NIL	2,96,32,167	51.19
B.	Non-promoters' holding				
1	Institutional investors	NIL	NIL	NIL	NIL
2	Non-institution	NIL	NIL	NIL	NIL
	Directors and relatives	NIL	NIL	39,45,864	6.82
	Key Managerial Personnel	NIL	NIL	NIL	NIL
	Resident Individuals	8,66,302	90.24	2,16,44,413	37.39
	Non Resident Indians	1,924	0.20	1,924	0.00
	Bodies Corporate	57,003	5.94	22,53,743	3.89
	Others (including HUF, Firm, Trust etc.)	34,771	3.62	4,12,480	0.71
	Sub Total (B)	9,60,000	100	5,78,90,591	100
	Grand Total(A+B)	9,60,000	100	5,78,90,591	100

[#]All decimals have been rounded off to two decimal points.

**The Proposed allottees Erramilli Venkatachalam Prasad (Acquirer-1) and Rodrigues Bhagvandas Lily (Acquirer-2) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13(1) of the said Regulations and after completion of open offer process they will acquire shareholding in the Company.*

ANNEXURE A
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

CUPID BREWERIES AND DISTILLERIES LIMITED
(Formerly known as Cupid Trades and Finance Limited)
CIN: L11010MH1985PLC036665

Regd Office: Ground Floor, Block No.2, Parekh Nagar, Near BMC Hospital, S.V. Road, Kandivali west,
Mumbai 400067

Corporate Office : Stride Hospitals Building 4th Floor MIG 15-218 KPHB Main Road Kukatpally
Hyderabad 500090

Name of the Member(s)	
Registered Address	
Email ID	
Folio No.	

I/We, being the member(s) of CUPID BREWERIES AND DISTILLERIES LIMITED hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
2) _____ of _____ having e-mail id _____ or failing him
3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Tuesday, 04th March 2025 at 12:00 Noon at Kilachand, Conference Room, 2nd Floor, Indian Merchant Chambers Building, Opposite Churchgate Railway Station, Mumbai-400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For/ Against
ORDINARY BUSINESS		
1	Increase in Authorised Share Capital of the Company from Rs. 1,00,00,000 to Rs.63,00,00,000	
2	Investment in India and Outside India	

3	To consider and approve issuance of equity shares on Preferential Basis to Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily and Samavedam Sri Venkata Rajeswara Rao pursuant to conversion of Unsecured Loan	
4	To consider and approve issuance of equity shares on Preferential Basis for Consideration other than cash by way of swap of equity shares.	
5	To Consider and Approve issue of warrants convertible into equity shares on Preferential Basis to Erramilli Venkatachalam Prasad, Rodrigues Bhagvandas Lily, Samavedam Sri Venkata Rajeswara Rao and Doradla Radha Krishna for Cash	
6	Borrowing powers of the Company	
7	To authorize board of directors to enter into material related party transactions upto Rs. 540 crore	

Signed thisday of2025 Signature of shareholder.....

Affix
a
1 Rupee
Revenue
Stamp

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ATTENDANCE SLIP

Cupid Breweries and Distilleries Limited
(Formerly known as Cupid Trades and Finance Limited)

CIN: L11010MH1985PLC0366665

Registered Office: Ground Floor, Block No.2, Parekh Nagar, Near BMC Hospital, S.V. Road, Kandivali west,
Mumbai 400067

Corporate Office : Stride Hospitals Building 4th Floor MIG 15-218 KPHB Main Road Kukatpally Hyderabad
500090

Folio No.	
No. of Shares	

Name and Address of Registered Shareholder

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company, hereby record my presence at the Extra-ordinary General Meeting of the Company on Tuesday, 04th March,2025 at 12:00 Noon at Kilachand, Conference Room, 2nd Floor, Indian Merchant Chambers Building, Opposite Churchgate Railway Station, Mumbai-400020

Signature

Note: Please complete this and hand it over at the entrance of the hall.