



CUPID BREWERIES AND DISTILLERIES LIMITED
(formerly known as Cupid Trades and Finance Limited)

CIN: L11010MH1985PLC036665

Registered Office: Block No 2, Parekh Nagar, Opp. Shatabdi Hospital, S V Road, Kandivali West, Mumbai 400067

Phone No.: +91 8097894999; **Website:** www.cupidalcobev.com; **Email ID:** infosec@cupidalcobev.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.

Dear Member(s)

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 respectively, (collectively termed as “**MCA Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Cupid Breweries and Distilleries Limited (the “**Company**”), to consider and if thought fit to pass the resolutions set out herein below by way of Postal Ballot through Electronic Voting process (“**e-Voting**”).

The proposed resolutions along with the explanatory statements, pursuant to Section 102 of the Act and other applicable laws, pertaining to the said resolutions setting out the material facts and the reasons thereof, are also appended. Only members of the Company as on Friday, June 13, 2025 (“**cut-off date**”) are entitled to vote and any other person who is not a member of the Company shall treat this Notice for information purpose only.

Pursuant to the provision of Section 110 of the Act read with Rule 22 of the Management Rules, the Board of Directors of the Company (the “**Board**”) appointed Mrs. Bhumika Shah (Membership No: ACS 37321, CP No: 19635) of M/s Bhumika & Co., Practicing Company Secretaries, as the scrutinizer for conducting the Postal Ballot through e-Voting process in a fair and transparent manner. The voting will commence on Friday, June 20, 2025 at 9:00 a.m. (IST) and will end on Saturday, July 19, 2025 at 5:00 p.m. (IST).

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide e-Voting facility.

SPECIAL BUSINESS:

1. Appointment of Mr. Sajid Bijnori (DIN: 02666906) as an Independent Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “**Board**”), Mr. Sajid Bijnori (DIN: 02666906), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from June 18, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years commencing from June 18, 2025 to June 17, 2030.”

“**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary be and are hereby severally authorised to do all acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Ajay Gandeja (DIN:08663702) as an Independent Director of the Company

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “**Board**”), Mr. Ajay Gandeja (DIN: 08663702), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from June 18, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years commencing from June 18, 2025 to June 17, 2030.”

“**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary be and are hereby severally authorised to do all acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For Cupid Breweries and Distilleries Limited
(formerly known as Cupid Trades and Finance Limited)

Place: Mumbai
Date: June 18, 2025

Sd/-
Sachin Rawat
Company Secretary & Compliance Officer
(Membership no.: A74233)

Registered Office: Block No 2, Parekh Nagar,
Opp. Shatabdi Hospital, S V Road, Kandivali West, Mumbai 400067
E-mail ID: infosec@cupidalcobev.com
Website: www.cupidalcobev.com
Phone No.: +91 8097894999
CIN: L11010MH1985PLC036665



NOTES AND INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Act read together with Rule 22 of the Management Rules and other applicable provisions, setting out material facts and reasons in relation to the proposed special business is annexed hereto.
2. The Notice is being sent to all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Friday, June 13, 2025 (“**Cut-off Date**”), which will be considered for the purposes of e-Voting. A person who is not a member of the Company as on the aforesaid date should treat this Notice for information purpose only.
3. As permitted under the MCA Circulars, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company’s Registrar and Share Transfer Agent i.e., Satellite Corporate Services Private Limited (“**Satellite**”) and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to Satellite at service@satellitecorporate.com. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
4. The Notice has also been placed on Company’s website: www.cupidalcobev.com and NSDL’s website: <https://www.evoting.nsdl.com> and will also be available on the website of Stock Exchange i.e., www.bseindia.com.
5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Cut-off Date i.e. Friday, June 13, 2025.
6. Any member who did not receive the Notice may either send an email to infosec@cupidalcobev.com or write to NSDL at evoting@nsdl.co.in.
7. Voting by e-Voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A member cannot exercise his/her vote by proxy on postal ballot.
8. The Board of Directors of the Company has appointed Mrs. Bhumika Shah (Membership No: ACS 37321, CP No: 19635) of M/s Bhumika & Co., Practicing Company Secretaries as the scrutinizer to conduct the process of the postal ballot/e-voting in a fair and transparent manner (“**Scrutinizer**”).
9. Voting period commences on Friday, June 20, 2025 at 9:00 a.m. (IST) (start date) and ends on Saturday, July 19, 2025 at 5:00 p.m. (IST) (end date).
10. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
11. **Voting through electronic means**

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended e-Voting facility to enable the members to cast their votes electronically through the e-Voting services provided by NSDL.

The e-Voting facility will be available during the following period:



Commencement of e-Voting	From Friday, June 20, 2025
End of e-Voting	Upto Saturday, July 19, 2025

The e-Voting module shall be disabled by NSDL for voting at 5:00 P.M. (IST) on Saturday, July 19, 2025. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

The procedure and instructions for e-Voting are as follows:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> 3. If you are 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 4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the



	<p>e-Voting service provider for casting your vote during the remote e-Voting period. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?



- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Bhumika.sidhpura@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@cupidalcobev.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@cupidalcobev.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**



3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

Appointment of Mr. Sajid Bijnori (DIN: 02666906) as an Independent Director of the Company

Mr. Sajid Bijnori (DIN: 02666906) (**“Mr. Sajid”**) was appointed as an additional Independent Director in the Board Meeting of the Company held on March 07, 2025 subject to the approval of shareholders within 3 months from the date of his appointment and his 1 term has been expired therefore his office stands vacate w.e.f. June 06, 2025

Further the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Sajid, as an Additional Non-Executive Independent Director of the Company for a term of 5 (five) years with effect from June 18, 2025 under Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the **“Act”**) and the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**), effective from January 1, 2022, a listed entity shall ensure that the approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Sajid is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Sajid that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mr. Sajid for the office of an Independent Director of the Company.

Mr. Sajid is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge, experience as well as his educational background, appointment of Mr. Sajid as an Independent Director is in the interest of the Company.

Details of Mr. Sajid are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India.

Mr. Sajid’s name is already registered in the Independent Directors data bank.

Copy of draft appointment letter of Mr. Sajid setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to infosec@cupidalcobev.com.

Save and except Mr. Sajid, being an appointee, none of the Directors or Key Managerial Personnel of the Company or relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in item no. 1 of the Notice. He does not hold any share in the Company.

The Board recommends the special resolution set out in item no. 1 of the Notice for approval by the members.



Item No. 2

Appointment of Mr. Ajay Gandeja (DIN:08663702) as an Independent Director of the Company

Mr. Ajay Gandeja (DIN:08663702) (“**Mr. Ajay**”) was appointed as an additional Independent Director in the Board Meeting of the Company held on March 07, 2025 subject to the approval of shareholders within 3 months from the date of his appointment and his 1 term has been expired therefore his office stands vacate w.e.f. June 06, 2025

Further the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Ajay, as an Additional Non-Executive Independent Director of the Company for a term of 5 (five) years with effect from June 18, 2025 under Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), effective from January 1, 2022, a listed entity shall ensure that the approval of members for appointment of a person on the Board of Directors is taken at the upcoming Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Ajay is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Ajay that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mr. Ajay for the office of an Independent Director of the Company.

Mr. Ajay is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge, experience as well as his educational background, appointment of Mr. Ajay as an Independent Director is in the interest of the Company.

Details of Mr. Ajay are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India.

Mr. Ajay’s name is already registered in the Independent Directors data bank.

Copy of draft appointment letter of Mr. Ajay setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to infosec@cupidalcobev.com.

Save and except Mr. Ajay, being an appointee, none of the Directors or Key Managerial Personnel of the Company or relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in item no. 2 of the Notice. He does not hold any share in the Company.

The Board recommends the special resolution set out in item no. 2 of the Notice for approval by the members.

By order of the Board of Directors
For Cupid Breweries and Distilleries Limited
(formerly known as Cupid Trades and Finance Limited)

Sd/-

Place: Mumbai

Date: June 18, 2025

Registered Office: Block No 2, Parekh Nagar,

Opp. Shatabdi Hospital, S V Road, Kandivali West, Mumbai 400067

E-mail ID: infosec@cupidalcobev.com

Website: www.cupidalcobev.com

Phone No: +91 8097894999

CIN: L11010MH1985PLC036665

Sachin Rawat
Company Secretary & Compliance Officer
(Membership no.: A74233)



ANNEXURE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE AS UNDER

1	Name of the Director	Mr. Sajid Bijnori (DIN: 02666906)	Mr. Ajay Gandeja (DIN:08663702)
2	Age	51 years	52 years
3	Qualification	Commerce Graduation from Mumbai University	Chartered Accountant and Diploma in Information Systems Audit from ICAI
4	Brief resume including profile, experience and expertise in specific functional areas	Mr. Sajid Bijnori is a seasoned professional with over 18 years of experience in managing a diverse range of financial and regulatory functions. His expertise spans SEBI compliance, Stock Exchange guidelines, and Listing Guidelines, ensuring businesses adhere to industry standards and regulations. He is highly proficient in roles such as Portfolio Manager, Investment Advisor, and Research Analyst. In addition, Mr. Bijnori has significant experience in tax-related functions, including Tax, TDS, and Professional Tax, coupled with a strong background in maintaining books of accounts. His extensive experience also covers the overall administration of office operations, ensuring smooth and efficient management.	Mr. Ajay Gandeja is a seasoned professional with extensive experience in optimizing business operations and ensuring compliance. He specializes in the evaluation and improvisation of internal process controls, enhancing operational efficiency and mitigating risks across organizations. His expertise includes the standardization and review of budgeting, MIS, and business analytics, ensuring accurate financial management and data-driven decision-making. Mr. Gandeja also excels in business strategy, contributing to the development of growth plans and long-term organizational success. With a strong background in statutory compliance health checks, he provides expert advisory services and manages tax related litigations effectively. Additionally, he plays a crucial role in due diligence for acquisitions, helping businesses navigate mergers and acquisitions with precision. A key advocate for digital transformation, Mr. Gandeja has led successful ERP implementation projects, optimizing business processes and enhancing organizational efficiency.
5	Shareholding in the Company as on June 18, 2025	Nil	Nil



6	Date of first appointment	March 07, 2025	March 07, 2025
7	Directorship held in other companies (including the Company and listed entities from which the person has resigned in the past three years)	Listed - Cupid Breweries and Distilleries Limited Unlisted - Deep Jyoti Consultancy Private Limited - Sharppoint Motors And Automobiles Private Limited - Sanei Lift Private Limited	Listed - Cupid Breweries and Distilleries Limited - Jet Freight Logistics Limited
8	No. of Committees in which Director is member*	-	-
9	No. of Committees in which Director is Chairman*	-	1
10	Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid and remuneration last drawn	As per the terms and conditions of appointment of Independent Director.	As per the terms and conditions of appointment of Independent Director.
11	No. of Meetings of the Board attended during the year	1	-

12	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>A. Leadership</p> <p>B. Financial Planning</p> <p>C. Expertise in taxation and Compliance</p> <p>Please refer point 3 and 4 mentioned above for Director's qualification and profile.</p>	
13	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	Not Applicable

** Includes only Audit and Stakeholders Relationship Committees in accordance with Regulation 26 of the Listing Regulations*