



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 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 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, May 22, 2026 (“**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 Ms. Neha Poddar (Membership No: 28326, COP No: 26322) Practicing Company Secretary, as the scrutinizer for conducting the Postal Ballot through e-Voting process in a fair and transparent manner. The voting will commence on Saturday, May 30, 2026 at 9:00 a.m. (IST) and will end on Sunday, June 28, 2026 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. APPROVAL FOR STRATEGIC ACQUISITION OF MANUFACTURING UNIT FROM UNITED SPIRITS LIMITED

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

“RESOLVED THAT pursuant to the provisions of Sections 110, 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Company to acquire, purchase and take over the land, buildings, plant and machinery, fixtures, equipment situated at District Ganjam, Odisha (**“Subject Property”**) along with licenses with premium from United Spirits Limited (**“USL”**), on an ‘as-is-where-is’ and ‘as-is-what-it-is’ basis, for a total consideration of INR 22,50,00,000 (Rupees Twenty Two Crores Fifty Lakhs only), on the terms and conditions contained in the Agreement to Sale.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any Committee thereof) be and is hereby authorised to give effect to the aforesaid resolution and to finalize, execute and register the Deed of Conveyance/Sale Deed and all such deeds, documents, writings and instruments as may be required for completion of the transaction, and to take all such actions and steps as may be necessary or expedient in relation to the acquisition, purchase and take over of the Subject Property along with licenses with premium and consummation of the transaction, including compliance with applicable laws and regulations and fulfilling all obligations arising out of the Agreement for Sale.

RESOLVED FURTHER THAT the Board be and is hereby authorised to arrange, secure and mobilise the funds required for the aforesaid acquisition, purchase and take over including by way of internal accruals, borrowings, loans, issue of securities or through any other permissible mode under applicable laws, and to create such charges, securities or encumbrances as may be required in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director(s), Key Managerial Personnel or any Committee thereof, as it may deem fit.

RESOLVED FURTHER THAT all acts, deeds, matters and things done by the Board in connection with the aforesaid transaction prior to the passing of this resolution be and are hereby ratified and confirmed.”

2. APPOINTMENT OF MR. ROHIT SHETTY (DIN: 07224494) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rohit Shetty (DIN: 07224494), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from April 07, 2026 and who has submitted a declaration confirming that he meets the criteria of independence



under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term commencing from April 07, 2026 up to September 30, 2026.”

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things 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)

Sd/-
Sachin Rawat
CFO & Company Secretary

Place: Mumbai
Date: May 18, 2026

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, May 22, 2026 (“**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, May 22, 2026.
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 Ms. Neha Poddar (Membership No: 28326, COP No: 26322) Practicing Company Secretary 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 Saturday, May 30, 2026 at 9:00 a.m. (IST) (start date) and ends on Sunday, June 28, 2026 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 Saturday, May 30, 2026
End of e-Voting	Upto Sunday, June 28, 2026

The e-Voting module shall be disabled by NSDL for voting at 5:00 P.M. (IST) on Sunday, June 28, 2026. 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.nsd.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.nsd.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 style="text-align: center;">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> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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 use 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

APPROVAL FOR STRATEGIC ACQUISITION OF MANUFACTURING UNIT FROM UNITED SPIRITS LIMITED

The Members are informed that the Company is in the process of entering into an Agreement to Sale with United Spirits Limited (“USL”), a Diageo Group Company, for acquisition of an operational distillery unit situated in District Ganjam, Odisha, comprising land admeasuring approximately 6.801 acres together with buildings, structures, plant and machinery, fixtures and equipment, along with the associated licenses with premium, on an ‘as-is-where-is’ and ‘as-is-what-it-is’ basis, for a total consideration of INR 22.50 Crores.

The said unit represents a large, established manufacturing facility with significant bottling capacity and infrastructure, and the proposed acquisition presents a strategic opportunity for the Company to expand its manufacturing footprint and scale of operations in the alcoholic beverages segment. The acquisition of an already developed and operational unit is expected to enable the Company to accelerate its growth plans, strengthen its market presence and achieve operational efficiencies as compared to setting up a greenfield facility.

The Company and United Spirits Limited (“USL”) are in advanced stages of finalising the Agreement to Sale setting out the detailed terms and conditions for the proposed acquisition. The completion of the transaction shall be subject to execution and registration of the Sale Deed and fulfilment of conditions as may be agreed between the parties, including regulatory compliances and approvals, as may be required

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the acquisition of such undertaking / substantial assets requires approval of the Members of the Company by way of a Special Resolution. Accordingly, the approval of the Members is being sought through Postal Ballot.

The Board is also seeking authorisation from the Members to arrange the necessary funds required for the acquisition through permissible modes under applicable laws, including borrowings or issuance of securities, as may be considered appropriate, in order to ensure timely completion of the transaction.

The Board of Directors is of the opinion that the proposed acquisition is in the best interest of the Company and its stakeholders and recommends the resolution for approval of the Members.

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.

Item No. 2

APPOINTMENT OF MR. ROHIT SHETTY (DIN: 07224494) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had approved the appointment of Mr. Rohit Shetty (DIN: 07224494) (“**Mr. Rohit**”) as an Additional Non-Executive Independent Director of the Company with effect from April 07, 2026, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“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 an 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 (“Listing Regulations”), approval of members for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Rohit 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 received necessary declarations and confirmations from Mr. Rohit, including declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Rohit fulfils the conditions specified under the Act and the Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

The Board considers that the appointment of Mr. Rohit as an Independent Director of the Company for a term commencing from April 07, 2026 up to September 30, 2026 would be in the interest of the Company.

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

Mr. Rohit’s name is registered in the Independent Directors’ Databank.

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

Except Mr. Rohit, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice. Mr. Rohit does not hold any shares of the Company.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the members.

ADDITIONAL ITEM FOR THE INFORMATION OF MEMBERS:

The Members are hereby informed that, in connection with the preferential issue of equity shares approved by the shareholders of the Company on January 27, 2026, the Company had obtained compliance certificates confirming adherence to the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

In this regard, a certificate from a Practising Company Secretary in terms of Regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 was duly obtained. Additionally, the Company had also obtained a compliance certificate from a Practising Chartered Accountant.

The explanatory statement forming part of the notice convening the general meeting contained reference to the availability of the compliance certificate from a Practising Chartered Accountant on the website of the Company. The Members may note that the certificate issued by the Practising Company Secretary, as required under the aforesaid regulation, was also made available on the website of the Company for inspection by the Members during the relevant period.

The Members may further note that, upon review, the certificate issued by the Practising Company Secretary has been obtained with Unique Document Identification Number (UDIN) in accordance with the guidelines of the Institute of Company Secretaries of India, and the same is available on the website of the Company.



Accordingly, a copy of the certificate issued by the Practising Company Secretary with UDIN is being placed before the Members for their information and record as “Annexure II”.

The Members are requested to take note of the above.

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

Place: Mumbai
Date: May 18, 2026

Sd/-
Sachin Rawat
CFO & Company Secretary

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



ANNEXURE I

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. Rohit Shetty (DIN: 07224494)
2	Age	53 years
3	Qualification	Qualified Chartered Accountant
4	Brief resume including profile, experience and expertise in specific functional areas	<p>Mr. Rohit Shetty is a qualified Chartered Accountant with over 15 years of experience in the areas of finance, taxation, audit and advisory services. He possesses significant experience in statutory audits, internal audits, tax planning and compliance, financial reporting and advisory services across diverse industries. Through his professional engagements, he has developed expertise in financial management, regulatory compliance, internal controls and risk assessment.</p> <p>Mr. Shetty brings to the Board valuable financial and regulatory expertise along with a sound understanding of governance and compliance frameworks, which would aid the Company in strengthening its corporate governance and decision-making processes.</p>
5	Shareholding in the Company as on May 18, 2026	Nil
6	Date of first appointment	April 07, 2026
7	Directorship held in other companies (including the Company and listed entities from which the person has resigned in the past three years)	<p>Listed</p> <ul style="list-style-type: none"> - Cupid Breweries and Distilleries Limited <p>Unlisted</p> <ul style="list-style-type: none"> - Sinwin Consultants Private Limited - OGSN Private Limited - Nonstop Net Solutions Private Limited
8	No. of Committees in which Director is member*	2 (Two)



9	No. of Committees in which Director is Chairman*	1 (One)	
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.	
11	No. of Meetings of the Board attended during the year	1 (One)	
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 B. Financial Planning 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

Neha Anup Poddar

Practicing Company Secretary

B-1401, Vaishno Heights,
Rani Sati Marg,
Malad (East),
Mumbai - 400 097.
India

Mob: +91 9920981698

Email: nehapoddarcs@gmail.com

To,
The Board of Directors
Cupid Breweries and Distilleries Limited
(Formerly known as Cupid trade and Finance Limited)
Ground Floor, Block No.2, Parekh Nagar,
Nr. BMC Hospital, S. V. Road,
Kandivali (W), Mumbai - 400067

Ref: Certification of compliance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and amendments thereto in relation to proposed preferential issue of equity shares.

Dear Sir/(‘s),

1. I, Neha Anup Poddar, Practicing Company Secretary, have been requested by **Cupid Breweries and Distilleries Limited (Formerly known as Cupid trade and Finance Limited)** (“the Company”), to certify that the proposed preferential issue of equity shares are in compliance with the requirements of “Chapter V - Preferential Issue” of Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosures Requirement) Regulations 2018 as amended from time to time (“the ICDR Regulations”).
2. Based on the procedure performed by us as stated above, and according to the information, explanations & written representation provided to us, we hereby certify that the proposed preferential issue is in accordance with the requirements of Chapter V of the ICDR Regulations.

Thanking You,
Yours Faithfully,

Neha
Anup
Poddar

Digitally signed by Neha Anup Poddar
DN: cn=PK, o=Personal,
serialNumber=C6037541264898264077
67292681,
c=IN, email=nehapoddarcs@gmail.com,
dnQualifier=PK,
ou=Personal,
serialNumber=23442411228166646162,
email=C6037541264898264077681984919,
cn=Neha Anup Poddar
Date: 2026.02.20 15:20:43 +05'30'

Neha Poddar
Practicing Company Secretary
M No: 28326
COP: 26322
UDIN: A028326G003969111

Date: February 20, 2026

Place: Mumbai