



CUPID LIMITED

Manufacturer & Exporter of Male Condoms, Female Condoms,
Water based Lubricants & In Vitro Diagnostics (IVD) Kits

Date: - 10/02/2025

To,

Department of Corporate Services,

BSE LIMITED,

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

SCRIP CODE: 530843

The National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor, Bandra-Kurla

Complex, Bandra (East),

Mumbai - 400051

Fax No. – 6641 8125 / 26

SCRIP CODE: CUPID

**Subject: -Notice of Postal Ballot – Disclosure under Regulation 30 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice approved by the Board of Directors through circular resolution dated February 3, 2025 together with the Explanatory Statement thereto, seeking approval of the shareholders of the Company on the following items, by means of electronic voting (remote e-voting) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities & Exchange Board of India:

1. Appointment of Mr. Santosh Desai (DIN No – 01237902) as an Independent Director of the Company.
2. Appointment of Mr. Akshay Kumar (DIN No – 09191862) as an Independent Director of the Company.
3. Appointment of Ms. Smeeta Bhatkal (DIN No – 07363916) as an Independent Director of the Company.

Factory & Registered Office:

CIN No.: L25193MH1993PLC070846



A-68, M.I.D.C. (Malegaon), Sinnar,
Nashik - 422113, Maharashtra, India



+91 2551 230280 / 230772
+91 7722009580



www.cupidlimited.com
info@cupidlimited.com

We Help The World Play Safe



CUPID LIMITED

Manufacturer & Exporter of Male Condoms, Female Condoms,
Water based Lubricants & In Vitro Diagnostics (IVD) Kits

4. Appointment of Ms. Shaina Narendrasingh Chudasama (DIN No – 02933918) as a Non-Executive Director (Non-Independent) of the Company.
5. Payment of Commission to Non-Executive Directors based on Net Profits of the Company.

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants / the Company's Registrar and Transfer Agent and whose names are recorded in the Register of Members / List of Beneficial Owners as on Friday, 7th February, 2025.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to its members.

Kindly take the same on your records and acknowledge the receipt.

By the order of the Board of Directors

For Cupid Limited

Saurabh V. Karmase

Company Secretary and Compliance Officer

Factory & Registered Office:

CIN No.: L25193MH1993PLC070846



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CUPID LIMITED

CIN NO.: L25193MH1993PLC070846

Regd. Office: A-68, M.I.D.C. (Malegaon), Sinnar, Nashik - 422113, Maharashtra, India

Email Id.: cs@cupidlimited.com, Website: www.cupidlimited.com, Tel.: 02551-230280, 230772

POSTAL BALLOT NOTICE (“PBN”)

Notice is hereby given pursuant to the provisions of Section 108 and 110 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, (“MCA Circulars”) issued by the Ministry of Corporate Affairs (the “MCA Circulars”) and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (the “SEBI Circular”) that the Resolutions appended below are proposed to be passed by the Shareholders of Cupid Limited (the “Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”).

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company / Depositories. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The

communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system.

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is appended to this Notice.

The Board of Directors of your Company has appointed Mr. Shailesh Kachalia (Membership No. FCS 1391, CP No. 3888), Practicing Company Secretaries, Mumbai, as the Scrutiniser to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, 11th February, 2025 and ends at 5.00 p.m. (IST) on Wednesday, 12th March, 2025. The Scrutiniser will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

The results of the Postal Ballot will be announced within two working days from the conclusion of remote e-voting by the Chairman or any other person authorised by him at the Registered Office of the Company and also by placing the same on the Company's website: www.cupidlimited.com and the results will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

1. Appointment of Mr. Santosh Desai (DIN No – 01237902) 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 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force} and Regulation 25 of the Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Santosh Desai (DIN No – 01237902), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 and to hold office for first term of 5 consecutive years commencing from 19th December, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Santosh Desai be paid such

fees and / or profit- related commission as the Board may approve from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT Mr. Aditya Halwasiya, Managing Director and Mr. Saurabh V. Karmase, Company Secretary and Compliance officer of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution.”

2. Appointment of Mr. Akshay Kumar (DIN No – 09191862) 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 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force} and Regulation 25 of the Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Akshay Kumar (DIN No – 09191862), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 and to hold office for first term of 5 consecutive years commencing from 19th December, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Akshay Kumar be paid such fees and / or profit- related commission as the Board may approve from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT Mr. Aditya Halwasiya, Managing Director and Mr. Saurabh V. Karmase, Company Secretary and Compliance officer of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution.”

3. Appointment of Ms. Smeeta Bhatkal (DIN No – 07363916) 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 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and

Qualification of Directors), Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force} and Regulation 25 of the Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Smeeta Bhatkal (DIN No – 07363916), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for first term of 5 consecutive years commencing from 19th December, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Smeeta Bhatkal be paid such fees and / or profit- related commission as the Board may approve from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT Mr. Aditya Halwasiya, Managing Director and Mr. Saurabh V. Karmase, Company Secretary and Compliance officer of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution.”

4. Appointment of Ms. Shaina Narendrasingh Chudasama (DIN No – 02933918) as a Non-Executive Director (Non-Independent) of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force} and Regulation 17(1C) of the Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Shaina Narendrasingh Chudasama (DIN No – 02933918) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director (Non-Independent) of the Company liable to retire by rotation with effect from 19th December, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Shaina Narendrasingh Chudasama be paid such fees and / or profit- related commission as the Board may approve from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT Mr. Aditya Halwasiya, Managing Director and Mr. Saurabh V. Karmase, Company Secretary and Compliance officer of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution.”

5. Payment of Commission to Non-Executive Directors based on Net Profits 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 Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) thereto for the time being in force) and Section 197 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members of the company be and is hereby accorded to the payment of commission of a sum not exceeding 1% of the annual net profits of the Company computed in accordance with the provisions of Section 197 read with Section 198 of the Act, to Non-Executive Directors of the Company (other than Executive Directors) in equal proportion for each financial year commencing with the financial year 2024 - 2025 unless resolved otherwise.

RESOLVED FURTHER THAT the above commission shall be in addition to the sitting fees payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT Mr. Aditya Kumar Halwasiya, Managing Director and Mr. Saurabh V. Karmase, Company Secretary and Compliance Officer of the Company be and are hereby severally or jointly authorized to do all acts, deeds, things on behalf of the company to give effect to this resolution.”

By Order of the Board

For Cupid Limited

SD/-

Saurabh V. Karmase

Company Secretary and Compliance Officer

Place: Mumbai

Date: 3rd February, 2025

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out all material facts and reasons for the proposed Resolutions is annexed hereto and forms part of this notice.
2. In compliance with the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members / Record of Depositories as on 7th February, 2025 (“cut-off date”) and whose email addresses are registered with the Company / Depositories on the said date.
3. The Notice and Explanatory Statement with requisite enclosures, if any, have also been made available on the website of the Company i.e. www.cupidlimited.com, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this Notice for information purpose only.
4. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-voting facility to all its shareholders, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited for this purpose.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Shareholders on 7th February, 2025 (“Cut-off date”). Only those Shareholders whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes through e-voting. A person who is not a shareholder as on the cut-off date should treat this notice for information purposes only.
7. A shareholder cannot exercise his / her vote through proxy on Postal Ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives and are requested to provide a proof of authorisation (board resolution / authority letter / power attorney, etc.) in favour of their authorised representatives to the Scrutiniser by an email to shaileshmay@gmail.com with a copy to cs@cupidlimited.com. They may also upload the same in the e-voting module in their login.

8. The remote e-voting period commences on 9.00 a.m. (IST) on Tuesday, 11th February, 2025 and ends at 5.00 p.m. (IST) on Wednesday, 12th March, 2025. During this period, shareholders of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e. 7th February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

9. The Resolutions if approved by requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. 12th March, 2025.

10. Members who have not registered / updated their email IDs so far are requested to register / update the same to get all notices, communiqués, etc. from the Company, electronically, as per the following procedure:

Type of holder	Process to be followed
Physical Holding	Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to Bigshare Services Private Limited at: investor@bigshareonline.com or to the Company at : cs@cupidlimited.com along with the copy of the signed request letter mentioning the name, folio no and address of the Member, Form ISR 1, self-attested copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) as proof of address of the Member.
Demat Holding	Contact respective Depository Participant.

Members are requested that for permanent registration of their e-mail address, they are required to register their e-mail address, in respect of electronic holdings, with their concerned Depository Participants and in respect of physical holdings, with Bigshare Services Private Limited.

Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

The Members may download all the Forms from website of the RTA i.e. www.bigshareonline.com.

11. Requisite related filings made with the Stock Exchange(s), are available on the website of the Company and can be accessed by the Shareholders on the website of the Company at www.cupidlimited.com and websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

12. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the shareholders from the date of dispatch of this notice up to 12th March, 2025. Shareholders willing to inspect such documents can send an e-mail to cs@cupidlimited.com.

13. A shareholder need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

14. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

15. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.

16. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular dated 9th December, 2020 on e-voting facility provided by listed entities, the Company is pleased to offer e-voting facility for its Shareholders, to enable them to cast their votes electronically on the resolutions set forth in this notice. For this purpose, necessary arrangements have been made with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting. The business set out in the Notice can be transacted through such voting.

The instructions for remotng e-voting are as under:

(i) The voting period begins on 11th February, 2025 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on 12th March, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 7th February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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.

(iii) 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 above said 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 Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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 with NSDL</p>	<ol style="list-style-type: none"> 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.
<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. 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.</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. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for 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	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company / Depository Participant are requested to contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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.

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) 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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(ix) 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.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) 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.

(xv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutiniser and to the Company at the email address viz; to shaileshmay@gmail.com with a copy to cs@cupidlimited.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company / RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting 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 022- 23058738 and 022-23058542/43.

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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as 'the Act'), the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standards on General Meetings (SS-2)

ITEM No. 1:

Appointment of Mr. Santosh Desai (DIN No – 01237902) as an Independent Director of the Company.

The Board at its Meeting held on 19th December, 2024, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Santosh Desai (DIN No – 01237902) as an Additional Director in the Capacity of Independent Director of the Company as per the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 19th December, 2024 for the first term of 5 consecutive years, subject to the approval of the shareholders.

However, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

Mr. Santosh Desai has given his consent to act as a Director of the Company pursuant to Section 152 of the Act. The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Director of the Company. Mr. Santosh Desai has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

Brief profile of Mr. Santosh Desai is as under: -

Mr. Santosh Desai is a columnist, media critic and best-selling author. He is the Managing Director and CEO of Future Brands Ltd. and the Founder of Think9 Consumer Technologies Pvt. Ltd. Prior to joining Future Brands, Mr. Santosh Desai served as the President of McCann-Erickson, one of India's premier advertising agencies. A post-graduate from IIM Ahmedabad, he spent 21 years in advertising, and has been strategically involved in building key brands for a range of local and multinational clients.

The Board of Directors recommends the resolution no. 1 of this Notice, for appointment of Mr. Santosh Desai as an Independent Director of the Company not liable to retire by rotation, for the approval of the Members.

Except Mr. Santosh Desai and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

ITEM No. 2:

Appointment of Mr. Akshay Kumar (DIN No – 09191862) as an Independent Director of the Company.

The Board at its Meeting held on 19th December, 2024, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Akshay Kumar (DIN No – 09191862) as an Additional Director in the Capacity of Independent Director of the Company as per the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 19th December, 2024 for the first term of 5 consecutive years, subject to the approval of the shareholders.

However, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

Mr. Akshay Kumar has given his consent to act as a Director of the Company pursuant to Section 152 of the Act. The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Director of the Company. Mr. Akshay Kumar has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

Brief profile of Mr. Akshay Kumar is as under: -

Mr. Akshay Kumar is B.Tech (Hons), Mech. from Indian Institute of Technology, Kharagpur and PGDM (MBA) from Indian Institute of Management, Ahmedabad. He had a very successful career across multiple industries – both products and Services. In FMCG, Telecom, Retail Banking as well as Transportation. He Worked at global companies like Unilever, Citibank, Standard Chartered, Bharti Airtel, Millicom. Last Telecom assignment was with Reliance Communications in India. He has enjoyed and succeeded in working across multiple cultures and countries such as Nigeria, Singapore, Hong Kong, Mauritius, and all parts of India.

The Board of Directors recommends the resolution no. 2 of this Notice, for appointment of Mr. Akshay Kumar as an Independent Director of the Company not liable to retire by rotation, for the approval of the Members.

Except Mr. Akshay Kumar and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

ITEM No. 3:

Appointment of Ms. Smeeta Bhatkal (DIN No – 07363916) as an Independent Director of the Company.

The Board at its Meeting held on 19th December, 2024, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Smeeta Bhatkal (DIN No – 07363916) as an Additional Director in the Capacity of Independent Director of the Company as per the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 19th December, 2024 for the first term of 5 consecutive years, subject to the approval of the shareholders.

However, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

Ms. Smeeta Bhatkal has given her consent to act as a Director of the Company pursuant to Section 152 of the Act. The Company has received a Notice under Section 160 of the Act from a Member signifying her candidature as a Director of the Company. Ms. Smeeta Bhatkal has further confirmed that she is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

Brief profile of Ms. Smeeta Bhatkal is as under: -

Ms. Smeeta Bhatkal is acting as Dean of Welingkar Institute of Management Development & Research, Mumbai. She is also serving as an Independent Director on the Board of Prime Securities Ltd. and she was an Independent Director on the Board of SBI General Insurance Co. Ltd. and SBI DFHI Ltd. She is currently pursuing Ph. D. at Mumbai University. She has attended the Global Colloquium on Participant Centered Learning Program (GCPCL) at Harvard Business School, Boston in 2010 and in Sao Paulo in 2011.

The Board of Directors recommends the resolution no. 3 of this Notice, for appointment of Ms. Smeeta Bhatkal as an Independent Director of the Company not liable to retire by rotation, for the approval of the Members.

Except Ms. Smeeta Bhatkal and her relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

ITEM No. 4:

Appointment of Ms. Shaina Narendrasingh Chudasama (DIN No – 02933918) as a Non-Executive Director (Non-Independent) of the Company.

The Board at its Meeting held on 19th December, 2024, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Shaina Narendrasingh Chudasama (DIN No – 02933918) as an Additional Director in the Capacity of Non-Executive Director (Non-Independent) of the Company as per the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 19th December, 2024, subject to the approval of the shareholders.

However, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

Ms. Shaina Narendrasingh Chudasama has given her consent to act as a Director of the Company pursuant to Section 152 of the Act. The Company has received a Notice under Section 160 of the Act from a Member signifying her candidature as a Director of the Company. Ms. Shaina Narendrasingh Chudasama has further confirmed that she is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

Brief profile of Ms. Shaina Narendrasingh Chudasama is as under: -

Ms. Shaina Narendrasingh Chudasama is a leading fashion designer popularly known as Shaina NC. She graduated in Political Science with distinction from St Xavier's College Mumbai, she then went to the Fashion Institute of Technology, (FIT) New York where she completed her associates degree in Fashion Design. She has worked with several NGO's and has been actively patronizing Cancer Patients Aid Association for the past fifteen years. She is closely associated with NGOs like Spastics Society and Dignity Foundation to name a few. She has received many awards for her contribution as the most outstanding young entrepreneur of the city by Jaycees International, Indo American Society, Lions and Rotary. She joined the BJP in 2004 along with her group of 250 young professional from different walks of life. She was elected Secretary of the BJP, Mumbai and the youngest member and the only woman in the team. She has been the Spokesperson of BJP Maharashtra, and National Executive member of the BJP. She is the National Spokesperson from Mumbai. She was appointed Treasurer of BJP Maharashtra, the first time in history a lady has been appointed to this post. She has been appointed as Treasurer this year too. She is now appointed as Director of prestigious PRASAR BHARTI BOARD to makeover for the public broadcaster like Doordarshan.

The Board of Directors recommends the resolution no. 4 of this Notice, for appointment of Ms. Shaina Narendrasingh Chudasama as a Non-Executive Director (Non-Independent) of the Company for the approval of the Members.

Except Ms. Shaina Narendrasingh Chudasama and her relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

ITEM No. 5:

Payment of Commission to Non-Executive Directors based on Net Profits of the Company.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and to acknowledge their contribution to the growth of the Company, it is proposed to pay commission to the Non-Executive Directors (NED's) based on Annual Net Profits of the Company for each financial year commencing with the financial year 2024 - 2025 unless resolved otherwise.

Such payment will be in addition to the sitting fees for attending the Board / Committee meetings or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board / Committee meetings.

All the NED's of the Company and their relatives may be deemed to be concerned or interested in the aforesaid resolution to the extent of the commission that may be received by them in the Resolution set out at Item No. 5. The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board

For Cupid Limited

SD/-

Saurabh V. Karmase

Company Secretary and Compliance Officer

Place: Mumbai

Date: 3rd February, 2025

Details of Directors Seeking Appointment Through Postal Ballot

[In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 (SS-2)]

Name of Director	Mr. Santosh Desai	Mr. Akshay Kumar	Ms. Smeeta Bhatkal	Ms. Shaina Narendrasingh Chudasama
Date of Birth	24 th January, 1963	28 th October, 1961	6 th November, 1962	1 st December, 1972
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	19 th December, 2024	19 th December, 2024	19 th December, 2024	19 th December, 2024
Qualifications	Post - Graduate from IIM Ahmedabad.	Graduate from IIT, Kharagpur and Post - Graduate from IIM Ahmedabad.	Post - Graduate from IIM Ahmedabad.	Graduate in Political Science from St Xavier's College, Mumbai, and completed associates degree in Fashion Design from the Fashion Institute of Technology, (FIT) New York.
Expertise in specific functional area	As provided in the respective Explanatory statement			
Number of shares held in the Company	Nil	Nil	Nil	Nil
Relationships between Directors inter-se	None	None	None	None
Remuneration details (Including Sitting Fees & Commission)	Sitting Fees and / or Profit Related Commission as may be decided by the Board from time to time			
Remuneration last drawn	Not applicable			
Number of meetings of the Board attended during the year 2023-2024	Not applicable			

List of the Directorships held in other companies	1. FSN Ecommerce Ventures Limited 2. D.B. Corp Limited 3. Think9 Consumer Technologies Private Limited 4. Bidada Foods Private Limited 5. Papadmalji Agro Foods Private Limited	1. Jalpak Foods India Private Limited 2. White Spread Foods Private Limited	1. Prime Securities Limited	1. Hacienda Heights Private Limited 2. Giants Welfare Foundation 3. Giants Social Service Organization
Chairman / Member in the Committees of the Boards of companies in which he is Director*	Audit Committee Chairperson: NIL Audit Committee Member: 1. FSN Ecommerce Ventures Limited 2. D.B. Corp Limited Stakeholders' Relationship Committee Chairperson: NIL Stakeholders' Relationship Committee Member: 1. D.B. Corp Limited	Audit Committee Chairperson: NIL Audit Committee Member: NIL Stakeholders' Relationship Committee Chairperson: NIL Stakeholders' Relationship Committee Member: NIL	Audit Committee Chairperson: Prime Securities Limited Audit Committee Member: NIL Stakeholders' Relationship Committee Chairperson: NIL Stakeholders' Relationship Committee Member: NIL	Audit Committee Chairperson: NIL Audit Committee Member: NIL Stakeholders' Relationship Committee Chairperson: NIL Stakeholders' Relationship Committee Member: NIL

*Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

By Order of the Board

For Cupid Limited

SD/-

Saurabh V. Karmase

Company Secretary and Compliance Officer

Place: Mumbai

Date: 3rd February, 2025