



CUPID LIMITED

Manufacturers and Suppliers of Male & Female Condoms

January 6, 2017

**The Manager
BSE Limited**

Department of Corporate Services
Floor 25, P.J. Towers, Dalal Street
Mumbai – 400 001
Fax No. 022-2272-3121/1278/1557/3354

Scrip Code: 530843

The Manager

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051
Fax No. 022-2659-8237/8238/8347/8348

Symbol - CUPID

Sub: Compliance with Regulation 30(4) of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is to inform you that an Extraordinary General Meeting (EGM) of the shareholders of the Company will be held on Tuesday, 31st January, 2017 at registered office of the company at A-68, M.I.D.C. (Malegaon), Sinnar, Nashik - 422113 at 10.30 A.M.

In this connection, please find enclosed, notice of the EGM for your information and dissemination.

Kindly take the above on your record.

Thanking you,

Yours faithfully,
For Cupid Limited

Saurabh V. Karmase
Company Secretary & Compliance Officer





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.cupidltd.in, Tel. 02551 – 230280, 230772

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of CUPID LIMITED will be held on Tuesday, 31st January, 2017 at 10.30 A.M. at its Registered Office at A-68, MIDC (Malegaon), Sinnar, Nashik-422113, to transact the following business:-

SPECIAL BUSINESS

I) TO INCREASE THE AUTHORISED SHARE CAPITAL

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty lacs) Equity Shares of face value of Rs. 10/- each to Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of face value of Rs. 10/- each by creation of additional 40,00,000 (Forty Lacs) Equity Shares of face value of Rs. 10/-each ranking *pari passu* in all respect with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT, Mr. Omprakash Garg - Managing Director, Mrs. Veena Garg - Non-executive director, Mr. Pradeep Kumar Jain - Independent Director, Mr. J. L. Sarma - Independent Director and Mr. Saurabh V. Karmase - Company Secretary and compliance officer be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution."

II) TO AMEND THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

V. The Authorized Share Capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen Crore) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten) each, with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or condition in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

"RESOLVED FURTHER THAT, Mr. Omprakash Garg - Managing Director, Mrs. Veena Garg - Non-executive director, Mr. Pradeep Kumar Jain - Independent Director, Mr. J. L. Sarma - Independent Director and Mr. Saurabh V. Karmase - Company Secretary and compliance officer be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution."

III) ISSUE THE SECURITIES UNDER THE PROVISIONS OF SECTIONS 23, 42 AND 62 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**") and the Rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act) and in accordance with the provisions of the Memorandum of Association and Articles of Association of Cupid Limited (the "**Company**") and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, listing agreement entered into with the stock exchanges where the equity shares of the Company are listed ("**Stock Exchanges**"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("**SEBI ICDR Regulations**") (including any amendment thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended ("**SEBI Listing Regulations**"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Depository Receipt Scheme 2014, the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Foreign Investment Promotion Board (the "FIPB") and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("**Governmental Authorities**"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the Board be and is hereby authorized, on behalf of the Company, to create, offer, issue and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10 (Rupees Ten) each ("**Equity Shares**") and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant

holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts (“GDRs”) and/or American Depository Receipts (“ADRs”) and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds (“FCCBs”) and/or Foreign Currency Exchangeable Bonds (“FCEBs”) and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutions Placement (“Qualified Institutional Placement” or “QIP”) and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers (“QIBs”) in accordance with Chapter VIII of the SEBI ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals and whether they be holders of the Equity Shares of the Company or not (collectively called the “Investors”) as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations in consultation with the lead managers, advisors or other intermediaries, for an aggregate amount not exceed **Rs. 60 crores** (Rupees **Sixty Crores** or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of SEBI ICDR Regulations) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the “Issue”).

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / FCEBs / other securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank *pari passu* with the existing equity shares of the Company in all respects including entitlement to dividend, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI (ICDR) Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI (ICDR) Regulations The Company may, in accordance with applicable law, also offer a discount of not more than 5 % or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the SEBI ICDR Regulations, the “**relevant date**” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed Issue and in the event the eligible convertible securities (as defined under the SEBI (ICDR) Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities and for the purpose of pricing of the Securities by way of GDRs/ADRs/FCCBs/FCEBs or by way of any other issue(s), shall be either the date of the meeting in which the Board of the Company (including a committee of the Board) decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible securities become entitled to apply for the Equity Shares or the date as specified under the applicable law or regulation..

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue and all such Equity Shares shall rank *pari passu* inter-se and with the then existing Equity Shares of the Company in all respects, including entitlement to dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to engage, appoint lead manager(s), underwriter(s), guarantor(s), depositories, custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, arrangement(s), placement agreement(s)/ underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement/ payment and conversion agency agreement/ any other agreements or documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s)/ International Stock Exchanges and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the merchant bankers and/or other advisors as mentioned above, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue,

including the selection of qualified institutional buyers and/or to such Investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities), the execution of various transaction documents, creation of mortgage/ charge in accordance with the provisions of the Companies Act and any other applicable laws or regulations in respect of any Securities, either on a pari passu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT for the purpose aforesaid, , Mr. Omprakash Garg - Managing Director, Mrs. Veena Garg - Non-executive director, Mr. Pradeep Kumar Jain - Independent Director, Mr. J. L. Sarma - Independent Director and Mr. Saurabh V. Karmase - Company Secretary and compliance officer be and are hereby severally authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary

For and on behalf of the Board of Directors

Saurabh V. Karmase

Company Secretary and Compliance Officer

CIN No. : L25193MH1993PLC070846

Website: www.cupidltd.in

Email: cs@cupidltd.in

REGISTERED OFFICE

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

Place: Mumbai

Date: January 5, 2017

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

Item No. 1 & 2

The Company proposes to raise funds up to Rs. 60 Crores by issuing further equity shares/preference shares/warrants/debentures and any other securities in any combination thereof with or without premium. The existing Authorised Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) comprising of 1,20,00,000 Equity Shares of face value of Rs. 10/- each which is not sufficient to cover the proposed amount of issue.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “**Companies Act**”) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 4 of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorized Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

In view of this, the Company proposes to increase the existing authorised equity capital from Rs. Rs. 12,00,00,000/- (Rupees Twelve Crores Only) comprising of 1,20,00,000 Equity Shares of face value of Rs. 10/- each to Rs. 16,00,00,000 (Rupees Sixteen Crores Only) comprising of 1,60,00,000 Equity Shares of face value of Rs. 10/- each.

The proposed increase in Authorised Capital will consequently require alteration in Capital clause V of Memorandum of Association.

The Ordinary resolution is therefore proposed at item no. 1of the notice to increase the Authorised Share Capital of the Company and Special resolution is proposed at item no 2 of the notice for making necessary alterations in Capital clause V of Memorandum of Association.

The Directors recommend these Resolutions at Item No.1 & 2 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item No. 3

The Company requires adequate capital for expansion/ diversification of business. The Company is in requirement of fund to meet capital expenditure, R&D expenditures, cost of overseas registration, brand promotion, working capital requirements and other general corporate purposes as permitted under applicable laws.

While it is expected that the internal generation of funds would partially finance the need for capital, it is thought prudent, it is thought prudent to have enabling approvals to raise further funds for the said purposes as well as for such other corporate purposes as may be permitted as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution.

Section 62(1)(c) of the Companies Act, 2013 ("Act") provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting. The Listing Agreement executed by the Company with the Stock Exchanges also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. Accordingly, Shareholders' approval is sought for issuing any such instrument as the Company may deem appropriate to parties other than the existing shareholders. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The additional capital may be raised through issuance of further equity shares on preferential basis/Qualified Institutional Placement (QIP)/GDRs/ADRs/FCCBs/FCEBs and any other securities in one and any combination thereof. Members' approval is therefore sought for issuing any such instrument as the Company may deem appropriate. Whilst no specific instrument has been identified at this stage, in the event, the issue will be structured in such a manner that the amount of the same would not exceed Rs. 60 crores.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities the detailed terms and conditions for the issue will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements. The proposal therefore seeks to confer upon the Board the absolute discretion to determine the terms of issue.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

Therefore, an enabling resolution is being proposed to give Board an adequate flexibility and absolute discretion to determine the terms of issue in consultation with the lead managers and others.

The special resolution also seeks to empower the board of directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to undertake QIP as defined by SEBI ICDR Regulations. The Board may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines /regulations /consents as may be applicable or required. The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations. As per Chapter VIII of the SEBI ICDR Regulations, an issue of Securities through QIP shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date". The Board may, at its absolute discretion, issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI (ICDR) Regulations, 2009, subject to Section 53 of the Companies Act, 2013.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer capital that may be held by them and shareholding pattern of the company are not provided. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

In case of issue of convertible bonds and/or equity shares through depository receipts the price will be determined on the basis of the current market price and other relevant guidelines.

The "relevant date" for the above purpose, shall be -

- i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue
- ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

The Stock Exchange for the same purpose is the BSE Limited and National Stock Exchange of India Limited.

This special resolution has a validity period of 12 months before which allotments under the authority of said resolution should be completed.

The change in control of the company would not occur consequent to the issue and allotment of Securities under the said resolution.

Disclosure of nature of concern or interest, financial or otherwise u/s 102 of Companies Act, 2013:

The Board believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommend this Resolution at Item No.3 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

For and on behalf of the Board of Directors

Saurabh V. Karmase
Company Secretary and Compliance Officer
CIN No. : L25193MH1993PLC070846
Website: www.cupidltd.in
Email : cs@cupidltd.com

REGISTERED OFFICE

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

Place: Mumbai

Date: January 5, 2017

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENREAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
The instrument appointing the Proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
2. Members holding shares in ‘Electronic form’ are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
Members holding shares in ‘Physical form’ are requested to advise any change in their address or bank mandates immediately to the Company or M/s Bigshare Services Pvt Ltd (Bigshare) , E – 2/3, Ansa Industrial Estate, Saki Naka, Andheri (East), Mumbai – 400072 (RTA) by a request letter quoting the Folio no of the Member.
3. Documents referred to in any of the items in the Notice are available for inspection at the Registered Office of the Company on any working day during Business Hours of the Company between 10.30 a.m. to 5.00 p.m.
4. Members / Proxies should bring the ‘Attendance Slip’ duly filled in for attending the Meeting.
5. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.**
Members holding shares in electronic form are, therefore, requested to submit their Pan to their Depository Participants with whom they are maintaining their demat accounts.
Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Pvt Ltd.
6. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be by a letter communicated to the Company / Bigshare Services Pvt Ltd.
7. Non-Resident Indian Members are requested to inform RTA immediately of (in case of shares held in physical form)
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
8. Members who have not registered their email address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, and other from the Company electronically.
9. **Information and other instructions relating to e-voting are as under: -**
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (‘remote e-voting’).
 - (ii) The Chairman shall, at the venue of Extra Ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the venue but have not cast their votes by availing the remote e-voting facility.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the services of M/s. Central Depository Services Limited as the Agency to provide e-voting facility.
 - (v) The Board of Directors of the Company has appointed Shri Shailesh Kachalia, a Practicing Company Secretary, Mumbai as Scrutinizer to scrutinise the Ballot Paper Voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - (vi) **Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 24th January, 2017.**
 - (vii) **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 24th January, 2017 only shall be entitled to avail the facility of remote e-voting / Ballot Paper Voting.**
 - (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 24th January 2017 may obtain the User ID and password in the manner as mentioned at point no 14 of the Notice or write an email to helpdesk.evoting@cdslindia.com :-
 - (ix) **The remote e-voting facility will be available during the following period:**
The voting period begins on 28th January 2017 at 9.00 a.m. and ends on 30th January 2017 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (x) The Scrutinizer, after scrutinising the votes cast at the meeting through Ballot Paper Voting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company “www.cupidltd.in” and on the website of M/s. Central Depository Services Limited “www.evotingindia.com”. The results shall simultaneously be communicated to the Stock Exchanges.
 - (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Extraordinary General Meeting, i.e. 31st January, 2017.

10. The instructions for shareholders voting electronically are as under : -

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

Click on "SHAREHOLDERS" TAB.

Now Enter your User ID.

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.

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

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

For Members holding shares in ' Demat Form ' and ' Physical Form '	
PAN *	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) SHAREHOLDERS WHO HAVE NOT UPDATED THEIR PAN :- ❖ Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number (refer serial no. printed on the name and address sticker) in the PAN field. ❖ In case In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR DOB	❖ Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company Records in order to login. ❖ If both the above details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- After entering these details appropriately, click on "SUBMIT" tab.

- Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

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

- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL's mobile app " m-Voting ". The m-Voting app can be downloaded from Google Play Store for android based mobile. Apple and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xii) **NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

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 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

11. Pursuant to Section 102 of the Companies Act, 2013, the Statement of Material facts relating to the business under item No. 1, item No. 2 and item 3 accompany Notice.



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.cupidltd.in, Tel. 02551 – 230280, 230772

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER: _____

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company held on Tuesday, 31st January, 2017 at 10.30 a.m. at Regd. Office: A – 68, M. I. D. C. (Malegaon), Sinnar, Nashik, Maharashtra – 422113.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy



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.cupidltd.in, Tel. 02551 – 230280, 230772

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013

and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		e-mail Id:	
Registered address:		Folio No / * Client Id:	
		* DP Id:	

I/We being the member(s) of _____ shares of Cupid Limited, hereby appoint:

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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra-Ordinary General Meeting** of the Company, to be held on Tuesday, 31st January, 2017 at 10.30 a.m. at Regd. Office : A – 68, M. I. D. C., (Malegaon), Sinnar, Nashik – 422113, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolutions	For	Against
1. To Increase The Authorised Share Capital		
2. To Amend Memorandum of Association		
3. Issue the Securities under the provisions of Sections 23, 42 And 62 of The Companies Act, 2013		

* Applicable for investors holding shares in electronic form.

Affix a
15 paise
Revenue
Stamp

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

Signature of Shareholder

Signed this _____ day of _____ 2017

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

*Applicable for investors holding shares in electronic form.

COURIER

To

If undelivered, please return to:

CUPID LIMITED

CIN NO.: L25193MH1993PLC070846

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

Email Id.: cs@cupidltd.com Website: www.cupidltd.in, Tel. 02551 – 230280, 230772

VENUE MAP OF EXTRAORDINARY GENERAL MEETING

AT REGISTERED OFFICE:

A – 68, M. I. D. C., (Malegaon), Sinnar, Nashik – 422113, Maharashtra, India Tel. 02551 – 230280, 230772

NEAR BY : SINNAR BUS STOP

