



CUPID LIMITED

Manufacturers and Suppliers of Male & Female Condoms

Date: 26th August 2015

To,
Department of Corporate Services,
BSE Limited
Mumbai – 400 001

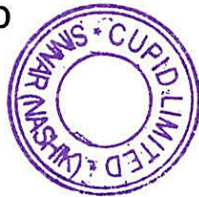
NAME OF THE COMPANY: CUPID LIMITED

ISIN NO: INE509F01011

BSE SECURITY CODE	TYPE OF SECURITY	BOOK CLOSURE FROM TO	RECORD DATE	PURPOSE
530843	EQUITY	21-09-2015 To 28-09-2015	-----	For 22 nd ANNUAL GENERAL MEETING TO BE HELD ON 28 th Sep 2015.

For CUPID LIMITED

Omprakash Garg



Omprakash Garg,
Chairman and Managing Director

CIN No : L25193MH1993PLC070846

Factory & Registered Office:

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

Tel: +91 2551 230280 / 230772 / +91 7722009580 Email: info@cupidlimited.com, Website: www.cupidlimited.com



NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Shareholders of CUPID LIMITED will be held on Monday 28th September 2015, at A – 68, M. I. D. C., (Malegaon), Sinnar, Nashik, Maharashtra - 422113 at 10.00 a. m. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 and the Report of the Directors and the Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Shri Omprakash Chhangamal Garg (DIN: 00140756), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

5. To appoint Smt. Veena Garg (DIN No – 03456648), as Director liable to retire by rotation and to pass the following resolution as an Ordinary Resolution :

“ RESOLVED THAT pursuant to the provisions of Sections 152 and 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Smt. Veena Garg (DIN No – 03456648) who has been appointed as Additional Director by the Board of Directors at their meeting held on 28th October, 2014 and further as required by Section 149 and Clause 49 of Listing Agreement as Woman Director and who holds office upto the date of Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director liable to retire by rotation.

6. To appoint Shri Jandhyala Lakshminarayana Sarma (DIN No – 00004627), as an Director not liable to retire by rotation and to pass the following resolution as an Ordinary Resolution :

“ RESOLVED THAT pursuant to the provisions of Sections 152 and 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Jandhyala Lakshminarayana Sarma (DIN No – 00004627), who has been appointed as Additional Director by the Board of Directors at their meeting held on 28th October, 2014 and who holds office upto the date of Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director not liable to retire by rotation.

7. To appoint Shri Jandhyala Lakshminarayana Sarma (DIN No – 00004627), as an Independent Director and in this regard, to pass the following resolution as an Ordinary Resolution :

“ RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“ the Act ”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Jandhyala Lakshminarayana (DIN No – 00004627), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 27th October, 2019.”



8. To pass, the following resolution as a Special Resolution :

“ RESOLVED THAT registers required to be kept and maintained by a Company under section 88 and copies of Annual Returns prepared by the Company under section 92 of Companies Act, 2013 the Company hereby accords its approval under section 94 of the Companies Act, 2013 that the Register of Members and copies of Annual Returns prepared under Section 88 and 92 together with the copies of certificates and documents required to be annexed thereto or any one or more of them, be kept at the office of Company's Registrars and Share Transfer Agent, viz., M/s. Bigshare Services Pvt Ltd, E – 2/3, Ansa Industrial Estate, Saki Naka, Andheri (East), Mumbai – 400072 instead of being kept at the Registered Office of the Company”.

9. To pass, the following resolution as a Special Resolution :

“ RESOLVED THAT pursuant to sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the Centre Government approval of the Company be and is hereby accorded for continuation and payment of remuneration to Shri Omprakash Garg, whole time director of the Company from 1st April 2015 to 19th July 2016 being the remaining period of the term of his appointment to Act as Whole - time Director as approved by Centre government vide their Letter ref no : - SRN No. B22338693 / 4 / 2011 – CL. VII dated 9th February, 2012 and further approved by Nomination and Remuneration Committees as per the following details : -

SALARY :

Consolidated month Salary of INR. 3,00,000.

PERQUISITES :

Perquisites should be allowed in addition to the salary but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

a) Housing :

House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above.

b) Medical Reimbursement :

Expenses incurred for the appointee and his family subject upto to a ceiling of three month's salary in a year or fifteen month's salary over a period of five years.

c) Leave Travel Assistance :

First Class Air Fare for self and family once in a year to any destination. Family defined as spouse and two dependent children.

d) Club Fees :

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

e) Personal accident insurance :

As per rules of the Company

f) Car / Telephone :

Car with driver for use on Company's business and telephone facilities at residence will be provided to the appointee Personal. Long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee. The aforesaid remuneration will be subject to the limit of 5% of the net profits as laid down under section 197 of the Companies Act, 2013.



Minimum Remuneration :

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Shri Omprakash Garg, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

“ RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To pass the following resolution as an Ordinary Resolution:

“ **RESOLVED THAT** pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit & Auditors) Rules 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force) Cost Auditors 'Raghunath Vijay Gadre' having Membership No. : M-16096 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 on such remuneration as may be agreed upon by the Board of Directors and the Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board of the Directors

OMPRAKASH GARG

Chairman & Managing Director

DIN No. : 00140756

CIN No. : L25193MH1993PLC070846

Website : www.cupidltd.in

Email : corporateaccounts@cupidlimited.com

REGISTERED OFFICE

A - 68, M. I. D. C. (Malegaon), Sinnar, Nasik,
Maharashtra- 422 113.

Place : Mumbai

Date : 12th August, 2015



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE " MEETING ") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, ON POLL 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. The Register of Members and Share Transfer Register of the Company will remain closed from 21st September, 2015 to 28th September, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
3. The dividend on Equity Shares, if declared at the Meeting, will be credited on Monday 19th October, 2015 / dispatched by Monday 26th October, 2015 to those members whose names shall appear on the Company's Register of Members' on Monday 28th September, 2015; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as beneficial owners as on that date.
4. Members holding share in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.

The Company or its Shares Department (M/s. Bigshare Services Pvt Ltd – Bigshare), cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
5. 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.
6. 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 10.00 a.m. to 1.00 p.m.
7. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the answers may be made available at the meeting.
8. Members are requested to bring their copy of this Annual Report at the Meeting.
9. Members/Proxies should bring the 'Attendance Slip' duly filled in for attending the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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.
11. 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 obtained by a letter communicated to the Company / Bigshare Services Pvt Ltd.
12. Non-Resident Indian Members are requested to inform (Bigshare) immediately of
 - (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.
13. In terms of Section 152 of the Companies Act, 2013, Shri Omprakash Garg (DIN : 00140756), Director retire by rotation at the Meeting and being eligible, offer himself for reappointment. Smt. Veena Garg (DIN : 03456648) and Shri Jandhyala Lakshminarayana Sarma (DIN No – 00004627) were appointed as additional directors holding office upto the date of Annual General Meeting.

The Board of Directors of the Company commend their respective re-appointments. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

14. **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.**

15. **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 Clause 35B of the Listing Agreement, 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 AGM, 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 AGM but have not casted their votes by availing the remote e-voting facility.
- (iii) The members who have casted 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. 21st September, 2015.**
- (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. 21st September, 2015 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. 21st September, 2015 may obtain the User ID and password in the manner as mentioned at point on 16 of the Notice or write a email to helpdeskevoting@cdslindia.com
- (ix) **The remote e-voting facility will be available during the following period :**

The voting period begins on 24th September, 2015 at 9.00 a.m. and ends on 27th September, 2015 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.com" 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 Meeting, i.e. 28th September, 2015.
16. The instructions for shareholders voting electronically are as under:
- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on "SHAREHOLDERS" TAB.
 - (iii) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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.
 - (vi) 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 NO UPDATED THEIR PAN :- <ul style="list-style-type: none">a 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 demat account/folio number in the PAN field.b In case the folio 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. Eg. If your name is Ramesh Kumar with folio number R000141 then enter RA0R000141 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">a Please enter the DOB or Dividend Bank Details in order to login.b If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.



- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xi) 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.
 - (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiii) 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.
 - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvi) 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.
 - (xvii) **NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**
 - (a) 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.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) 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.
 - (d) 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.
 - (e) 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.
 - (xviii) 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.
17. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement sets out material facts relating to the business under items No. 5 to 10 accompany Notice.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act") :

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice :

Item No. 5 :

The Board of Directors' had appointed Smt. Veena Garg (DIN No. – 03456648), as additional Director of the Company at their meeting held on 28th October, 2014. Further Smt. Veena Garg was appointed as required by Section 149 and Clause 49 of Listing Agreement as Woman Director. Smt. Veena Garg holds office of the Director of the Company as per provision of section 161 (1) of the Companies Act, 2013 upto the date of ensuing Annual General Meeting.

A notice under section 160 (1) of the Act has been received from the member of the Company alongwith the deposit of requisite amount proposing the candidature of Smt. Veena Garg as Directors of the Company liable to retire by rotation.

Smt. Veena Garg aged of 63 years, is wife of Shri Omprakash Garg and closely associated with the business of Shri Omprakash Garg. She supports him in decision making and add support and confidence in the business doing to Shri Omprakash Garg.

Brief details of Smt. Veena Garg are as below :-

Age : 63 years

Qualifications : B.A.

Experience : 20 years experience in management and administration.

Date of first appointment on Board : 28th October, 2014.

Shareholding in the Company : 777,500 equity share of Company.

Relationship with other Directors : Wife of whole time director Shri Omprakash Garg.

Other Directorships : NIL

Other Memberships of Committees of Other Boards : NIL

Other Chairmanships of Other Boards : NIL

No of Board meetings attended during the year : 3 board meeting

Last Drawn remuneration from Company : NIL

Except Smt. Veena Garg and Shri Omprakash Garg being her relative non of the other Directors / Key Managerial Personnel (KMP) / their relatives are in any way concerned or inserted financially or otherwise in the resolution set-out at ITEM No. 5 of the notice of the meeting.

The Board recommends the ordinary resolution set out at ITEM No. 5 of the notice for approval by the Members'.

Item No. 6 :

The Board of Directors' had appointed Shri Jandhyala Lakshminarya Sarma (Din No. – 00004627), as additional Director of the Company at their meeting held on 28th October, 2014.

Shri Jandhyala Lakshminarya Sarma (Din No. – 00004627), as additional Director holds office of the Director of the Company as per provision of section 161 (1) of the Companies Act, 2013 upto the date of ensuing Annual General Meeting.

A notice under section 160 (1) of the Act has been received from the member of the Company alongwith the deposit of requisite amount proposing the candidature of Shri Jandhyala Lakshminarya Sarma as Directors of the Company not liable to retire by rotation.

Brief profile of Shri Jandhyala Lakshminarya Sarma,

Shri Jandhyala L. Sarma is aged of 76 years has experience in various business industries and provide valuable guidance to the Company from time to time. He is associated with company as Independent Director.



Brief details of Shri Jandhyala Lakshminarya Sarma are as below :-

Age : 76 years

Qualifications : Ph.D.

Experience : 30 years experience in merchant banking activities and various business industries.

Date of first appointment on Board : 28th October 2014.

Shareholding in the Company : Nil

Relationship with other Directors : Independent Director

Other Directorships : NIL

Other Memberships of Committees of Other Boards : NIL

Other Chairmanships of Other Boards : NIL

No of Board meetings attended during the year : 3 Board meeting

Last Drawn remuneration from Company : NIL

None of the other Directors / Key Managerial Personnel (KMP) / their relatives are in any way concerned or inserted financially or otherwise in the resolution set-out at ITEM No. 6 of the notice of the meeting.

The Board recommends the ordinary resolution set out at ITEM No. 6 of the notice for approval by the Members'.

Item No. 7 :

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Shri Jandhyala Lakshminarya Sarma (Din No. – 00004627) be appointed as an Independent Director of the Company. The appointment of Shri Jandhyala Lakshminarya Sarma shall be effective upon approval by the members' in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 (1) of the Act proposing the candidature of Shri Jandhyala Lakshminarya Sarma for the office of Director (Independent) of the Company.

Shri Jandhyala Lakshminarya Sarma in not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri Jandhyala Lakshminarya Sarma that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Shri Jandhyala Lakshminarya Sarma fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement Shri Jandhyala Lakshminarya Sarma is independent of the management and possesses appropriate skills, experience and knowledge.

Shri Jandhyala Lakshminarya Sarma, does not hold any shares of the Company in his name.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Jandhyala Lakshminarya Sarma, is appointed as an independent Director of the Company.

Copy of the draft letter for appointment of Shri Jandhyala Lakshminarya Sarma, as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Shri Jandhyala Lakshminarya Sarma, and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel (KMP) / their relatives are in any way concerned or interested financially or otherwise in the resolution set-out at ITEM No. 7 of the notice of the meeting.

The Board recommends the ordinary resolution set out at ITEM No. 7 of the notice for approval by the Members'.



Item No. 8 :

The Company has appointed M/s. Bigshare Services Private Limited, E – 2/3, Ansa Industrial Estate, Saki Naka, Andheri (East), Mumbai – 400072 as its Share Transfer Agents. The Registered office of the company is situated at Nashik District.

As per section 88, of the Companies Act, 2013 (ACT) Register of Members', Debenture Holders and related documents and copies of annual return under section 92 of the Act should be kept at registered office. However with the approval of the shareholders by way of passing special resolution the same can be maintained at a place other than registered offices of the Company as provided under section 94 of the ACT.

The Board of Directors recommend to the Members' to give their permission by passing special resolution.

None of the Directors / Key Managerial Personnel (KMP) / their relatives are in any way concerned or interested financially or otherwise in the resolution set-out at ITEM No. 8 of the notice of the meeting.

Item No. 9 :

The Board of Directors of the Company at their meeting held on 14th March 2015 approved the payment of Remuneration to Shri Omprakash Garg (DIN : 00140756) on the remaining period of his appointment based on the recommendation of the Nomination and Remuneration Committee as per the details mentioned in the notice.

However, your approval by way of Special Resolution is required and also the Approval of the Central Government under section 196 and Schedule V of the Companies Act, 2013.

Keeping in view that Shri Omprakash Garg, has rich and varied experience in the industry and has been involved in the operations of the Company, It would be in the interest of the Company to continue the employment of Shri Omprakash Garg as Chairman and Managing Director.

Accordingly, approval of the members is sought for passing the Special Resolution as set out at item No 9 of the Notice.

Brief profile of Shri Omprakash Garg,

Shri Omprakash Garg is aged 71 years is promoter of the Company and is associated with the Company since inception of the Company. He has wide experience in the field of Metal business and healthcare products.

Brief details of Shri Omprakash Garg are as below :-

Age : 71 years

Qualifications : M. Sc.

Experience : 45 years in Metal business and healthcare products.

Date of first appointment on Board : 16th Aug 1994

Shareholding in the Company : 1593900 equity shares

Relationship with other Directors : Husband of Smt. Veena Garg.

Other Directorships : NIL

Other Memberships of Committees of Other Boards : NIL

Other Chairmanships of Other Boards : NIL

No of Board meetings attended during the year : 7 Board Meetings

Last Drawn remuneration from Company : NIL

Shri Omprakash Garg and Smt. Veena Garg being his relative is interested in the resolution set out at item no. 9 of the Notice. The relatives of Shri Omprakash Garg may be deemed to be interested in the resolution set out at item no. 9 of the notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel (KMP) / their relatives are in any way concerned or interested financially or otherwise in the resolution set-out at ITEM No. 9 of the notice of the meeting.

The Board of Directors recommend to the Members' to give their permission by passing special resolution.



Item No. 10 :

The Board of Directors' on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at the Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors' for the financial year ending 31st March, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice of Annual General Meeting.

The Board of Directors commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

For and on behalf of the Board of the Directors

OMPRAKASH GARG

Chairman & Managing Director

DIN No. : 00140756

CIN No. : L25193MH1993PLC070846

Website : www.cupidltd.in

Email : corporateaccounts@cupidlimited.com

REGISTERED OFFICE

A - 68, M. I. D. C. (Malegaon), Sinnar, Nasik,
Maharashtra- 422 113.

Place : Mumbai

Date : 12th August, 2015



CUPID LIMITED

CIN NO.: L25193MH1993PLC070846

Regd. Office : A-68, M. I. D. C., (Malegaon), Sinnar, Nashik - 422113, Maharashtra, (India)
Email Id.: corporateaccounts@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 22nd ANNUAL GENERAL MEETING of the Company held on Monday, 28th September, 2015 at 10.00 a.m. at Regd.Office : A-68, M. I. D. C. (Malegaon), Sinnar, Nasik - 422 113, Maharastra at 10.00 a.m.

*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.: corporateaccounts@cupidlimited.com • Website: www.cupidltd.in • Tel. 02551- 230280, 230772

PROXY FORM

[Pursuant to section 105(6) of the Companies Ac, 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 **22nd Annual General Meeting** of the Company, to be held on Monday, 28th September, 2015 at 10.00 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.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2.	Declaration of the Dividend on Equity Shares		
3.	Reappointment of Shri Omprakash Garg as Director of the Company liable to retire by rotation.		
4.	Appointment of Auditors and fixing their remuneration		
5.	Ratification of appointment of Smt. Veena Garg as Director		
6.	Ratification of appointment of Shri J. L. Sarma as Director.		
7.	Appointment of Shri J. L. Sarma as Independent Director.		
8.	Keeping of Register of Members other than at Registered office address		
9.	Payment of Remuneration to Whole time Director Shri Omprakash Garg		
10.	Appointment and payment of remuneration to Cost Auditors		

*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 _____ 2015

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.