



CUPID LIMITED

Manufacturers and Suppliers of Male & Female Condoms

Date: - 27/11/2020

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 27TH ANNUAL GENERAL MEETING OF THE COMPANY

Dear Sir / Madam,

With reference to captioned subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the Twenty Seventh Annual General Meeting of the company scheduled to be held on **Tuesday, 22nd December, 2020 at 12.00 noon** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

This is for your information and records.

Kindly acknowledge the receipt of the same.

Thanking you.

Yours Faithfully,

For Cupid Limited

Saurabh V. Karmase

Company Secretary and Compliance Officer

ECSIN: EA041701A000083921



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 OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Shareholders of CUPID LIMITED will be held on Tuesday, 22nd December, 2020 at 12.00 noon through two-way Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2020 together with the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Omprakash Garg (DIN: 00140756), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Reappointment of Mr. Omprakash Garg, as Chairman and Managing Director of the Company.

To pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the shareholders of the Company be and is hereby accorded for the reappointment of Mr. Omprakash Garg (DIN No – 00140756) as Chairman and Managing Director of the Company for a period of 5 years from 20th July, 2021 to 19th July, 2026 and payment of remuneration for the aforesaid period on the terms and conditions as approved by the Board of Directors in Board Meeting and Nomination and Remuneration Committee Meeting held on 26th August, 2020 as below:

I. REMUNERATION

(a) SALARY

Salary payable of INR 6,50,000 (Rupees Six lakhs Fifty thousand only) per month.

(b) COMMISSION

Commission payable shall be equivalent to 2.50% of the net profits of the Company calculated under section 198 of the Companies Act, 2013.

II. PERQUISITES

(a) REIMBURSEMENT OF MEDICAL EXPENSES

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, subject to a ceiling of one month's salary or three months' salary over a period of 5 years, as per Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

(b) CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

(c) GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As per Rules of the Company.

(d) BONUS

As per Rules of the Company.



(e) **USE OF CAR AND TELEPHONE**

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long distance calls and use of car for private purposes shall be borne by the Director.

(f) **REIMBURSEMENT OF EXPENSES**

Reimbursement of travelling and all other expenses incurred for the business of the Company.

III. 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 alter, amend or vary the terms and conditions of appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. Omprakash Garg subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013.

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

4. Appointment of Mr. Suresh Chand Garg as a Non-Executive and Non-Independent Director of the company.

To pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Mr. Suresh Chand Garg (DIN: 01437499), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from August 26, 2020 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 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 a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

5. Appointment of Ms. Nalini Madhusudan Mishra as an Independent Director of the company.

To pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and Companies (Appointment and Qualification of Directors), Rules, 2014 and any other applicable provisions, sections, rules of the Companies Act, 2013 and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Nalini Madhusudan Mishra (DIN No – 07110900) who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from August 26, 2020 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted the declaration of Independence as provided in the Act and SEBI Listing Regulations 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 to hold office for a term of 2 consecutive years with effect from August 26, 2020 to August 25, 2022 and whose office shall not



henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Omprakash Garg, Managing Director of the Company or Mr. Saurabh V. Karmase, Company Secretary and Compliance Officer of the company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

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

To pass the following resolution as an 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 the company be and is hereby accorded to the payment of commission of a sum not exceeding 0.60% 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 Director) in equal proportion for a period of one (1) year and such payment shall be made in respect of the profit of the Company for the financial year commencing from April 01, 2020 to March 31, 2021.

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.

For and on behalf of the Board of Directors

Sd/-
Saurabh V. Karmase
Company Secretary and Compliance Officer
ECSIN: EA041701A000083921

CIN No. : L25193MH1993PLC070846

Website: www.cupidlimited.com

Email: cs@cupidlited.com

REGISTERED OFFICE

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

Maharashtra- 422113

Place: Mumbai

Date: 5th November, 2020

NOTES

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ('the Act') Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') in respect of the Special Business under Item Nos. 3, 4, 5 and 6 of the accompanying Notice is annexed hereto.
2. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, 21st December, 2020 to Tuesday, 22nd December, 2020 (both days inclusive).
3. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide



Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cupidlimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
10. Documents referred to in any of the items in the Notice are available for inspection through electronic mode. Members may write to the Company on cs@cupidlimited.com for inspection of said documents.
11. 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.
12. 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. (RTA).
13. 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.
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. A statement giving the details of the Director seeking appointment and re-appointment under the item no. 2, 3, 4 and 5 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, is annexed hereto.
16. 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 (remote e-voting).
 - (ii) The members who have cast their vote by remote e-voting shall not be entitled to cast their vote again at the Annual General Meeting.
 - (iii) The Company has engaged the services of M/s. Central Depository Services Limited as the Agency to provide e-voting facility.
 - (iv) The Board of Directors of the Company has appointed Shri Shailesh Kachalia, a Practicing Company Secretary, Mumbai as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for said purpose.
 - (v) 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. 15th December, 2020.
 - (vi) 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. 15th December, 2020 only shall be entitled to avail the facility of remote e-voting / e-voting at AGM.
 - (vii) 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. 15th December, 2020 may obtain the User ID and password in the manner as mentioned at point no. 17 of the Notice or write an email to helpdesk.evoting@cdslindia.com : -
 - (viii) The remote e-voting facility will be available during the following period:
The voting period begins on 19th December, 2020 at 9.00 a.m. and ends on 21st December, 2020 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.
 - (ix) The Scrutinizer, after scrutinising the votes cast at the meeting through e-voting and through remote e-voting, will, not later than two 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 at www.cupidlimited.com, on the notice board of the company and on the website of M/s. Central Depository Services Limited at www.evotingindia.com. The results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited.
 - (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting, i.e. 22nd December, 2020.



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

- (i) The voting period begins 19th December, 2020 at 9.00 a.m. and ends on 21st December, 2020 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 i.e. 15th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "SHAREHOLDERS / MEMBERS" TAB.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 :- <ul style="list-style-type: none">• 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 in the PAN field.• 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 | <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 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 (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.



- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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.
 - 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 Scrutinizer and to the Company at the email address viz. 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.
- (xx) 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.



INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**STATEMENT OF MATERIAL FACTS 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. 3:

The Board of Directors of the Company at their meeting held on 26th August, 2020 had reappointed Shri Omprakash Garg (DIN: 00140756) for the period of 5 years with effect from 20th July, 2021 as a Chairman and Managing Director of the company on the terms and conditions as set forth in the special resolution under item no. 3.

However, your approval by way of Special Resolution is required for the said reappointment.

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 since its incorporation, 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. 3 of the Notice.

Brief details of Shri. Omprakash Garg are as below:-

Age: 77 years

Qualifications: M. SC.

Experience: 50 years in Metal business and healthcare products

Date of first appointment on Board: 16th August, 1994

Shareholding in the Company: 27,336 equity shares

Relationship with other Directors: Spouse of Mrs. 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: 6 Board Meetings

Last Drawn remuneration from Company: Rs. 5, 00,000/- per month plus 2% profit related commission.

Shri. Omprakash Garg and Mrs. Veena Garg being his relative is interested in the resolution set out at item no. 3 of the Notice. The relatives of Shri Omprakash Garg may be deemed to be interested in the resolution set out at item no. 3 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. 3 of the notice of the meeting.

This Statement may also be regard as a disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standard on General Meetings. The given particulars of his reappointment and remuneration as set out at Item no. 3 of the Notice may be treated as an abstract pursuant to section 190 of the Companies Act, 2013.

Item No. 4:

Mr. Suresh Chand Garg (DIN: 01437499) was appointed by Board of Directors of the company with effect from 26th August, 2020 in accordance with section 161 of the Companies Act, 2013. As per section 161 of the Act, Mr. Suresh Chand Garg holds office up to the date of the ensuing AGM on 22nd December, 2020. The company has received the requisite notice in writing under section 160 of the Act from a member proposing the candidature of Mr. Suresh



Chand Garg to be appointed as a Non-Executive Non-Independent Director at the ensuing AGM liable to retire by rotation. Mr. Suresh Chand Garg has consented to the proposed appointment and declared qualified. Mr. Suresh Chand Garg possesses the requisite knowledge, experience and skills for the position of Director.

Accordingly, approval of the members is sought for passing the Ordinary Resolution as set out at item No. 4 of the Notice.

Brief details of Mr. Suresh Chand Garg are as below:-

Age: 65 years

Qualifications: M.A. (Economics)

Experience: 37 years' experience in management and administration.

Date of first appointment on Board: 26th August, 2020

Shareholding in the Company: Nil

Relationship with other Directors: Brother of Mr. Omprakash Garg

Other Directorships: Ankit Jewellers Private Limited

Other Memberships of Committees of Other Boards: NIL

Other Chairmanships of Other Boards: NIL

No. of Board meetings attended during the year: NA

Last Drawn remuneration from Company: NA

Shri. Omprakash Garg and Mrs. Veena Garg being his relative is interested in the resolution set out at item no. 4 of the Notice. The relatives of Shri. Suresh Chand Garg may be deemed to be interested in the resolution set out at item no. 4 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.4 of the notice of the meeting.

This Statement may also be regard as a disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standard on General Meetings. The given particulars of his appointment as set out at Item no. 4 of the Notice may be treated as an abstract pursuant to section 190 of the Companies Act, 2013.

Item No. 5:

Ms. Nalini Madhusudan Mishra (DIN: 07110900) was appointed by Board of Directors of the company with effect from 26th August, 2020 in accordance with section 161 of the Companies Act, 2013. As per section 161 of the Act, Ms. Nalini Madhusudan Mishra holds office up to the date of the ensuing AGM on 22nd December, 2020. The company has received the requisite notice in writing under section 160 of the Act from a member proposing the candidature of Ms. Nalini Madhusudan Mishra to be appointed as a Non-Executive Independent Director at the ensuing AGM not liable to retire by rotation. Ms. Nalini Madhusudan Mishra has consented to the proposed appointment and declared qualified. Ms. Nalini Madhusudan Mishra possesses the requisite knowledge, experience and skills for the position of Director.

Accordingly, approval of the members is sought for passing the Ordinary Resolution as set out at item No. 5 of the Notice.

Brief details of Ms. Nalini Madhusudan Mishra are as below:-

Age: 36 years

Qualifications: B.Com, LLB

Experience: More than 10 years' experience in the field of law.



Date of first appointment on Board: 26th August, 2020

Shareholding in the Company: Nil

Relationship with other Directors: NA

Other Directorships: 1) Bio R & D Chempharma Private Limited; 2) Millennium Information Technologies (India) Private Limited; 3) ST Softech India Private Limited; 4) Oshyom App Advisor Private Limited.

Other Memberships of Committees of Other Boards: NIL

Other Chairmanships of Other Boards: NIL

No. of Board meetings attended during the year: NA

Last Drawn remuneration from Company: NA

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.5 of the notice of the meeting.

This Statement may also be regard as a disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standard on General Meetings. The given particulars of her appointment as set out at Item no. 5 of the Notice may be treated as an abstract pursuant to section 190 of the Companies Act, 2013.

Item No. 6:

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 a period of one (1) financial year commencing from April 01, 2020 to March 31, 2021.

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. 6. The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Save and except the above, none of the other Directors / and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the Key Managerial Personnel (KMP) / their relatives are in any way concerned or interested financially or otherwise in the resolution set-out at ITEM No.6 of the notice of the meeting.

For and on behalf of the Board of Directors

Sd/-
Saurabh V. Karmase
Company Secretary and Compliance Officer
ECSIN: EA041701A000083921

CIN No. : L25193MH1993PLC070846

REGISTERED OFFICE

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

Place: Mumbai

Date: 5th November, 2020

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE – APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

| Name of the Director | Mr. Omprakash Garg | Mr. Suresh Chand Garg | Ms. Nalini Madhusudan Mishra |
|---|---|--|---|
| DIN | 00140756 | 01437499 | 07110900 |
| Date of Birth | 25 th June, 1943 | 27 th November, 1954 | 10 th July, 1984 |
| Date of first appointment | 16 th August, 1994 | 26 th August, 2020 | 26 th August, 2020 |
| Qualification | M.Sc. | M.A. (Economics) | B.Com, LLB |
| Expertise | 50 years' experience in metal and healthcare products business. | 37 years' experience in management and administration. | More than 10 years' experience in the field of law. |
| Number of meeting of board attended during the year | All 6 meetings held during the year has been attended by him. | NA | NA |
| List of Directorship / Membership / Chairmanship of the Committees of other Listed Companies as on 31 st March, 2020 | NIL | NIL | NIL |
| Shareholding in Cupid Limited | 27,336 equity shares | NIL | NIL |
| Relationship with Directors and Key Managerial Personnel | Spouse of Mrs. Veena Garg | Brother of Mr. Omprakash Garg | NIL |

For and on behalf of the Board of Directors

Sd/-
Saurabh V. Karmase
Company Secretary and Compliance Officer
ECSIN: EA041701A000083921

CIN No. : L25193MH1993PLC070846**REGISTERED OFFICE**A - 68, M. I. D. C. (Malegaon), Sinnar, Nashik,
Maharashtra- 422113

Place: Mumbai

Date: 5th November, 2020