

NOTICE

NOTICE IS HEREBY GIVEN THAT THE MEETING (SBL/BM-02/2026-2027) OF BOARD OF DIRECTORS ("BOARD") OF SANGHVI BRANDS LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, AUGUST 10, 2026, AT 04:11 P.M. (IST), AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SANGHVI HOUSE, 105/2, SHIVAJINAGAR, PUNE, MAHARASHTRA, INDIA, 411005 (DEEMED VENUE), THROUGH VIDEO CONFERENCING AND/OR ANY OTHER AUDIO-VISUAL MEANS ("VC/OAVM") TO TRANSACT THE BUSINESS MENTIONED BELOW:

SR.NO.	AGENDA ITEMS
1.	To elect the Chairman of the Meeting.
2.	To grant leave of absence, if any.
3.	To ascertain the quorum of the meeting.
4.	To consider and take note of the minutes of the previous Committee(s) meeting, Board meeting along with minutes of the Board meeting(s) conducted by the subsidiary companies for the last quarter.
5.	To take note of the annual performance evaluation of the Board of Directors, its committees and individual directors for the financial year 2025-26.
6.	To consider and recommend the re-appointment of Mr. Narendra Rikhabchand Sanghvi (DIN: 02912085) as a Director of the Company, who is liable to retire by rotation in the ensuing annual general meeting.
7.	To consider and recommend the appointment of Mr. Rohit Prakash Bafana (DIN: 00590469) as a Non-Executive Independent Director of the Company for a period of 5 years w.e.f May 21, 2026.
8.	To consider and approve the notice convening the 16 th Annual General Meeting of the company.
9.	To consider and approve the events and timelines in connection with the ensuing annual general meeting of the company
10.	To consider and approve the appointment of e-voting agency for facilitating the e-voting process for the 16 th AGM of the Company for the Financial Year 2025-26.
11.	To consider and appoint CS Nikhil Umesh Karwa (Membership No. F13822) partner of M/s. KNGC AND ASSOCIATE LLP (LLPIN AAU-9157) (Practicing Company Secretary Firm)

Registered Office: 105/2, Sanghvi House, Shivaji Nagar, Pune, Maharashtra 411005

Email: info@sanghvibrands.com

Website: www.sanghvibrands.com

CIN: L74999PN2010PLC135586

	as the Scrutinizer for conducting the e-voting process and overseeing the AGM proceedings.
12.	To consider and approve the Boards' Report for the financial year 2025-26.
13.	To consider, finalize and approve the Annual Report of the Company for financial year 2025-26.
14.	To consider and approve the appointment of the Internal Auditors of the Company for the period April 2026 to September 2026.
15.	To take note of the Statement detailing the Redressal of Investor Grievances for the quarter ended June 30, 2026 pursuant Regulation 13(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
16.	To take note of the quarterly listing compliances ensured by the Company for the quarter ended June 30, 2026.
17.	To authorize a representative to attend the Annual General Meeting (AGM) in accordance with Section 113 of the Companies Act, 2013 of the subsidiary companies.
18.	Any other matter(s) with the permission of the Chairman and with the consent of the majority of the Directors present at the meeting.

You are requested to make it convenient to attend the Meeting. Please confirm your attendance.

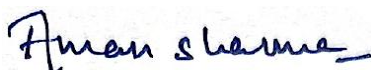
The directors have an option to attend the meeting virtually through Video Conferencing mode.

The link will be shared with the directors who wish to attend the meeting virtually.

We look forward to meeting you.

Yours faithfully,

**FOR AND ON BEHALF OF
SANGHVI BRANDS LIMITED**



**CS AMAN SHARMA
COMPANY SECRETARY
MEM. NO. A28639
DATE: 30/07/2026
PLACE: PUNE**



Sanghvi Brands Limited

**AGENDA OF THE MEETING [BM-02/ 2026-2027]
OF THE BOARD OF DIRECTORS OF
SANGHVI BRANDS LIMITED**

Date: August 10, 2026

Day: Monday

Time: 04: 11 PM

Registered Office: 105/2, Sanghvi House, Shivaji Nagar, Pune, Maharashtra 411005

Email: info@sanghvibrands.com

Website: www.sanghvibrands.com

CIN: L74999PN2010PLC135586

**COMPOSITION OF
BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL**

NAME OF THE DIRECTOR / KMP	DESIGNATION
Mr. Narendra Rikhabchand Sanghvi	Non-Executive Director
Ms. Disha Narendra Sanghvi	Non-Executive Director
Mr. Darpan Narendra Sanghvi	Executive Director
Mr. Sunil Mohan Lulla	Non-Executive Independent Director
Mr. Gaurav Balkrishan Agarwal	Non-Executive Independent Director
Mr. Rohit Prakash Bafana	Additional Non-Executive Independent Director
Mr. Vijay Aggarwal	Chief Executive Officer
Mr. Laxmi Narayan Rathi	Chief Financial Officer
Mrs. Aman Sharma	Company Secretary

DETAILED NOTES TO AGENDA:

1. TO ELECT THE CHAIRMAN OF THE MEETING:

The directors present in the meeting shall elect a chairman amongst them for the meeting who shall lead the entire meeting.

2. TO GRANT LEAVE OF ABSENCE, IF ANY:

The Board may grant leave of absence to the Director(s) who may express their inability to attend the Board meeting.

3. TO ASCERTAIN THE QUORUM OF THE MEETING:

The Chairman shall ascertain whether the requisite quorum for the Board meeting is present.

Upon ascertaining that the requisite quorum is present, the Chairman shall declare the Board meeting to be in order.

4. TO CONSIDER AND TAKE NOTE OF THE MINUTES OF THE PREVIOUS COMMITTEE(S) MEETING, BOARD MEETING ALONG WITH MINUTES OF THE BOARD MEETING(S) CONDUCTED BY THE SUBSIDIARY COMPANIES FOR THE LAST QUARTER:

a) Minutes of the previous Audit Committee Meeting held on May 21, 2026.

The minutes of the previous Audit Committee meeting held on May 21, 2026 were entered in the respective minutes book. The Board shall be requested to consider and take note of the same.

b) Minutes of the previous Nomination and Remuneration Committee Meeting held on May 21, 2026.

The minutes of the previous Nomination and Remuneration Committee meeting held on May 21, 2026 were entered in the respective minutes book. The Board shall be requested to consider and take note of the same.

c) Minutes of the previous Board Meeting held on May 21, 2026.

The minutes of the previous Board Meeting, held on May 21, 2026, were circulated to the Directors for their review and entered into the minutes book in accordance with the provisions of the Companies Act, 2013 ("**the Act**") and the Secretarial Standard – 1 ("**SS-1**") issued by the Institute of Company Secretaries of India.

In terms of provisions of Section 118 of the Companies Act, 2013 read Rule 25 with the Companies (Management and Administration) Rules, 2014, every Company shall cause

minutes of all proceedings of every meeting of its Board of Directors to be signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

The Board shall be requested to consider and take note of the minutes, and the same shall be signed and dated by the Chairman.

d) Minutes of the previous Board Meeting(s) conducted by the subsidiary companies for the previous quarter ending June 30, 2026.

a) Sanghvi Fitness Private Limited:

The Minutes of the previous meetings of the Board of Directors of the Subsidiary Company, held on May 21, 2026 and July 25, 2026 shall be placed before the Board for its noting.

b) Sanghvi Beauty & Salon Private Limited:

The Minutes of the previous meetings of the Board of Directors of the Subsidiary Company, held on May 21, 2026 and July 25, 2026 shall be placed before the Board for its noting.

c) Sanghvi Brands SL (Private) Limited:

The Minutes of the previous meetings of the Board of Directors of the Subsidiary Company, held on May 21, 2026 and July 25, 2026 shall be placed before the Board for its noting.

5. TO TAKE NOTE OF THE ANNUAL PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND INDIVIDUAL DIRECTORS FOR THE FINANCIAL YEAR 2025-26:

The Board is informed that pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014, Schedule IV to the Companies Act, 2013, the Company is required to carry out an annual performance evaluation of the Board of Directors, its Committees and the Individual Directors.

The Nomination and Remuneration Committee, at its meeting held on Thursday, May 21, 2026, reviewed the performance evaluation framework and carried out/reviewed the annual performance evaluation of the Board of Directors, its Committees and the Individual Directors based on the evaluation criteria approved by the Board.

The outcome of the evaluation, together with the recommendations of the Nomination and Remuneration Committee, shall be presented before the Board for its information and noting.

The Board is requested to take note of the annual performance evaluation carried out for the financial year 2025-26 and authorise the inclusion of the requisite disclosure relating to such evaluation in the Boards' Report forming part of the Annual Report of the Company.

The Board may, after discussion, consider passing the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014, Schedule IV to the Companies Act, 2013, and other applicable provisions, if any, the Board do hereby take note of the annual performance evaluation of the Board of Directors, its Committees and the Individual Directors for the financial year 2025-26, carried out in accordance with the approved evaluation framework and the recommendations of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board hereby authorizes the inclusion of an appropriate disclosure regarding the annual performance evaluation in the Boards' Report for the financial year ended March 31, 2026, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any Director (excluding Independent Directors) or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

6. TO CONSIDER AND RECOMMEND THE RE-APPOINTMENT OF MR. NARENDRA RIKHABCHAND SANGHVI (DIN: 02912085) AS A DIRECTOR OF THE COMPANY, WHO IS LIABLE TO RETIRE BY ROTATION IN THE ENSUING ANNUAL GENERAL MEETING:

The Board may note that pursuant to the provisions of Section 152 of the Companies Act, 2013, and the rules made thereunder, at every Annual General Meeting ("AGM") of the Company, one-third of the Directors who are liable to retire by rotation shall retire from office. Where the number of such Directors is neither three nor a multiple of three, the number nearest to one-third shall retire by rotation. Such retiring Director, if eligible and willing, may offer himself/herself for re-appointment by the Members at the AGM.

The Board is therefore informed that **Mr. Narendra Rikhabchand Sanghvi (DIN: 02912085)**, Director of the Company, is liable to retire by rotation at the ensuing AGM and, being eligible, has offered himself for re-appointment as a Director of the Company.

Being interested in this agenda matter, Mr. Narendra Rikhabchand Sanghvi will not participate in the discussions or vote thereon on this proposal.

In view of the aforesaid, the Board shall be requested to consider and recommend to the members of the Company, the re-appointment of **Mr. Narendra Rikhabchand Sanghvi (DIN: 02912085)** as the Director of the Company, liable to retire by rotation, for the approval of the Members at the ensuing AGM and, if thought fit, pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the rules made thereunder, the Board do hereby recommend to the members of the Company, the re-appointment of Mr. Narendra Rikhabchand Sanghvi (DIN: 02912085) as Director of the Company, who shall retire by rotation at the ensuing AGM and being eligible, has offered his candidature for re-appointment as Director of the Company in the AGM and accordingly, a suitable agenda matter for this purpose be included in the Notice convening the said Annual General Meeting.

RESOLVED FURTHER THAT all the Directors of the Company, excluding the Independent Directors and Mr. Narendra Rikhabchand Sanghvi (DIN: 02912085), be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable or expedient to give effect to the above resolution.”

7. TO CONSIDER AND RECOMMEND THE APPOINTMENT OF MR. ROHIT PRAKASH BAFANA (DIN: 00590469) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS W.E.F MAY 21, 2026:

The Board may note that pursuant to the provisions of Section 161 of the Companies Act, 2013, read with the applicable rules made thereunder, the office of an Additional Director is held up to the date of the ensuing Annual General Meeting ("AGM") or the last date on which the AGM ought to have been held, whichever is earlier.

Mr. Rohit Prakash Bafana (DIN: 00590469) was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from May 21, 2026, for a term of five (5) consecutive years, subject to the approval of the Members of the Company.

Accordingly, the Board is requested to consider and, if thought fit, recommend to the members the appointment of Mr. Rohit Prakash Bafana (DIN: 00590469) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from May 21, 2026, for approval at the ensuing AGM.

8. TO CONSIDER AND APPROVE THE NOTICE CONVENING THE 16TH ANNUAL GENERAL MEETING OF THE COMPANY:

The Board may note that pursuant to the provisions of Section 96 of the Companies Act, 2013, every company is required to hold its Annual General Meeting ("AGM") within a period of six months from the date of closure of the financial year, subject to the applicable provisions of the Act.

Accordingly, it is proposed that the 16th Annual General Meeting ("AGM") of the Company for the financial year ended March 31, 2026, be convened on **Friday, September 18, 2026 at 02:30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility**, in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board shall accordingly be requested to consider the aforementioned day, date, time and mode of conducting the AGM and approve the businesses to be transacted thereat.

The draft Notice convening the 16th AGM of the Company, along with the necessary annexures and explanatory statement pursuant to Section 102 of the Companies Act, 2013, wherever applicable, shall also be presented before the Board for its consideration.

The Board may, after discussion, consider and approve the draft Notice convening the 16th Annual General Meeting of the Company and authorise the Directors and the Company Secretary to undertake all necessary actions in connection with issuance and circulation of the said Notice.

The Board may accordingly pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 96, Section 101 and Section 102 of the Companies Act, 2013 read with the rules made thereunder, and other applicable provisions, if any, and subject to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Board of Directors of the Company be and is hereby accorded for convening the **16th Annual General Meeting of the Company for the financial year ended March 31, 2026, on Friday, September 18, 2026 at 02:30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility**, to transact the businesses as set out in the draft Notice of the AGM as placed before the Board.

RESOLVED FURTHER THAT the draft Notice convening the 16th Annual General Meeting of the Company, together with the relevant annexures and explanatory statement pursuant to

Section 102 of the Companies Act, 2013, as placed before the Board, be and is hereby approved.

RESOLVED FURTHER THAT any Director (excluding Independent Directors) or the Company Secretary of the Company be and are hereby severally authorized to finalize, sign and issue the Notice of the AGM, circulate the same to the Members, Stock Exchange(s), Statutory Auditors and other relevant stakeholders, make necessary filings and publications as required under the applicable laws, and to do all such acts, deeds, matters and things as may be necessary or expedient for convening and conducting the 16th Annual General Meeting of the Company.”

9. TO CONSIDER AND APPROVE THE EVENTS AND TIMELINES IN CONNECTION WITH THE ENSUING ANNUAL GENERAL MEETING OF THE COMPANY

The Board may note that pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, including the provisions of Section 96, Section 101, Section 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including Regulation 44, the Company is required to undertake various statutory activities and comply with prescribed timelines in connection with the convening and conduct of its ensuing Annual General Meeting (“AGM”).

The Board may further requested to consider the proposed calendar of events and timelines in connection with the ensuing AGM, including the cut-off date for determining the eligibility of Members for voting, record date (if applicable), approval and dispatch of AGM Notice, remote e-voting period, date of AGM, and other related activities.

The Board may after due consideration and deliberation on the matter, approve the calendar of events in connection with the ensuing AGM of the Company and accordingly passed the following resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, including Sections 96, 101, 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 44 thereof, and other applicable provisions, if any, the calendar of events in connection with the ensuing Annual General Meeting (“AGM”) of the Company, as placed before the Board and reproduced below, be and is hereby approved:

S. No.	Event	Date
1	Cut-off date for sending Notice & Annual Report	Friday, August 14, 2026
2	Date of dispatch of Notice and Annual Report to the shareholders and	Friday, August 21, 2026
3	Publication of advertisement for completion of dispatch of Notice and Annual Report to the shareholders	Saturday, August 22, 2026
4	Record Date for Dividend	Not Applicable
5	Cut-off date for Remote e-voting	Friday, September 11, 2026
6	Book Closure (Register of Members & Share transfer book)	Saturday, September 12, 2026, to Friday, September 18, 2026 (both days inclusive)
7	Remote E-Voting	Tuesday, September 15, 2026 (09:00 AM) to Thursday, September 17, 2026 (05:00 PM)
8	Result Date	Saturday, September 19, 2026

RESOLVED FURTHER THAT any Director (excluding Independent Directors) or the Company Secretary of the Company be and are hereby severally authorized to finalize the necessary documents, notices, forms, and other related papers, and to undertake all such acts, deeds, matters, and things as may be necessary, desirable, or expedient for giving effect to the above resolution and for ensuring compliance with the applicable provisions of the Companies Act, 2013, SEBI LODR Regulations, and other applicable laws, rules, regulations, circulars, and guidelines in connection with the ensuing Annual General Meeting of the Company.”

10. TO CONSIDER AND APPROVE THE APPOINTMENT OF E-VOTING AGENCY FOR FACILITATING THE E-VOTING PROCESS FOR THE 16TH AGM OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26:

The Board is informed that the Company is required to conduct its 16th Annual General Meeting (“AGM”) for the financial year 2025-26 in compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In connection with the conduct of the AGM, the Company is required to make necessary arrangements for providing electronic voting facilities to the shareholders, including remote e-voting and e-voting during the AGM, if applicable, along with the facility of participation through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), as per the applicable regulatory requirements.

It is proposed to appoint M/s. **Bigshare Services Private Limited (CIN: U99999MH1994PTC076534)**, the Registrar and Transfer Agent (“RTA”) of the Company, for

providing e-voting platform and VC/OAVM facilities for facilitating the smooth conduct of the forthcoming AGM.

The relevant documents, including the proposal/details received from the RTA, shall be presented before the Board for its consideration.

After discussion, the Board may consider passing the following resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, consent of the Board of Directors of the Company be and is hereby accorded for the appointment of **M/s. Bigshare Services Private Limited (CIN:U99999MH1994PTC076534)**, having its registered office at Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059, as the e-voting agency for providing e-voting platform and Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) facilities for the smooth conduct of the 16th Annual General Meeting of the Company for the financial year 2025-26.

RESOLVED FURTHER THAT any Director (excluding Independent Directors) or the Company Secretary of the Company be and are hereby severally authorised to co-ordinate with the authorized representative of **M/s. Bigshare Services Private Limited (CIN:U99999MH1994PTC076534)** and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

11. TO CONSIDER AND APPOINT CS NIKHIL UMESH KARWA (MEMBERSHIP NO. F13822) PARTNER OF M/S. KNGC AND ASSOCIATE LLP (LLPIN: AAU-9157) (PRACTICING COMPANY SECRETARY FIRM) AS THE SCRUTINIZER FOR CONDUCTING THE E-VOTING PROCESS AND OVERSEEING THE AGM PROCEEDINGS:

The Board is apprised that pursuant to the provisions of the Companies Act, 2013 read with the applicable rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint a Scrutinizer for conducting the electronic voting process, including remote e-voting and e-voting at the Annual General Meeting, if applicable, in a fair and transparent manner.

In view of the above, it is proposed to appoint CS Nikhil Umesh Karwa (Membership No. F13822), partner of M/s. KNGC AND ASSOCIATE LLP (LLPIN AAU-9157) (Practicing Company Secretary Firm), to act as the Scrutinizer for the forthcoming AGM of the Company.

CS Nikhil Umesh Karwa has given his consent to act as the Scrutinizer in the forthcoming AGM.

The Board shall be requested to consider the appointment of CS Nikhil Umesh Karwa, Practicing Company Secretary, holding Membership No. F13822, Certificate of Practice No. 23813 and Peer Review No. 5385/2023, of M/s KNGC AND ASSOCIATE LLP, having office at Office No. 10 & 11, 02nd Floor, Shiv Darshan Chambers, opp. Jayshree Hotel, Market Yard, Gultekadi, Pune, Maharashtra 411037, as the Scrutinizer for scrutinizing the e-voting process (including remote e-voting and voting at the AGM, if applicable) and for submitting the Scrutinizer's Report thereon.

The Board may, after discussion, pass the following resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with the applicable rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the consent of the Board of Directors of the Company be and is hereby accorded for the appointment of CS Nikhil Umesh Karwa (Membership No. F13822), partner of M/s. KNGC AND ASSOCIATE LLP (LLPIN AAU-9157) (Practicing Company Secretary Firm) and holding having its office situated at as the Scrutinizer to scrutinize the e-voting process, including remote e-voting and voting at the forthcoming Annual General Meeting, if applicable, in a fair and transparent manner and to submit the Scrutinizer's Report thereon.

RESOLVED FURTHER THAT the professional fees payable to the Scrutinizer shall be mutually decided between the Company Secretary of the Company and CS Nikhil Umesh Karwa.

RESOLVED FURTHER THAT any Director (excluding Independent Directors) or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including issuance of the appointment letter and filing of necessary documents, forms or intimations with the concerned statutory authorities."

12. TO CONSIDER AND APPROVE THE BOARDS' REPORT FOR THE FINANCIAL YEAR 2025-26:

Pursuant to the provisions of Section 134 of the Companies Act, 2013 read with the rules made thereunder and other applicable provisions, if any, the Board is required to approve the Boards' Report together with all annexures forming part thereof for the financial year ended March 31, 2026, before the same is circulated to the Members along with the Notice convening the 16th Annual General Meeting of the Company.

The draft Boards' Report for the financial year ended March 31, 2026, together with the annexures thereto, is being circulated along with the agenda papers for the meeting and shall be placed before the Board for its consideration and approval.

The Board shall be requested to consider and approve the Boards' Report and give authorisation for the signing of the report in accordance with the provisions of the Companies Act, 2013 and if deems fit pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 134 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Boards' Report of the Company for the financial year ended March 31, 2026, together with all annexures forming part thereof, as placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby considered and approved.

RESOLVED FURTHER THAT pursuant to the provisions of Section 134(6) of the Companies Act, 2013, any two Directors of the Company be and are hereby jointly authorized to sign the Boards' Report for and on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT any Director (excluding Independent Director) or the Company Secretary of the Company be and is hereby severally authorized to make such modifications, alterations or corrections to the Boards' Report as may be required pursuant to any observations of the statutory authorities or for the purpose of ensuring compliance with the applicable provisions of law, provided that such modifications do not materially alter the substance of the Report.

RESOLVED FURTHER THAT any Director (excluding Independent Director) or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

13. TO CONSIDER, FINALIZE AND APPROVE THE ANNUAL REPORT OF THE COMPANY FOR FINANCIAL YEAR 2025-26:

The Board is informed that pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report of the Company for the financial year ended March 31, 2026 is required to be finalized and approved before the same is circulated to the Members along with the Notice convening the 16th Annual General Meeting ("AGM") of the Company.

The Annual Report comprises, inter alia, the Notice convening the 16th AGM, the Boards' Report together with its annexures, the Audited Standalone and Consolidated Financial Statements, the Independent Auditors' Report, the Secretarial Audit Report, the Management Discussion and Analysis Report, and such other disclosures as are required under the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

The draft Annual Report for the financial year 2025-26 is being circulated along with the agenda papers for the meeting and shall be placed before the Board for its consideration and approval.

The Board is requested to consider and approve the Annual Report and authorize Directors and officers to finalize and circulate the same to the Members and other stakeholders in accordance with the applicable provisions of law.

The Board may after considering deem fit pass the following resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Annual Report of the Company for the financial year ended March 31, 2026, comprising the Notice convening the 16 Annual General Meeting, the Boards' Report together with its annexures, the Audited Financial Statements (both on standalone and consolidated basis) and all other reports and disclosures required under the applicable laws, as placed before the Board, be and is hereby considered and approved.

RESOLVED FURTHER THAT any Director (excluding Independent Director) or the Company Secretary of the Company be and are hereby severally authorized to make such modifications, additions, alterations or corrections to the Annual Report as may be necessary to give effect to the observations, if any, of the statutory auditors, secretarial auditor, stock exchange(s), regulatory authorities or otherwise for ensuring compliance with the applicable laws, provided that such changes do not materially alter the substance of the Annual Report.

RESOLVED FURTHER THAT any Director (excluding Independent Director) or the Company Secretary of the Company be and are hereby severally authorized to finalize, issue and circulate the Annual Report to the Members, Stock Exchange(s), Depositories, Registrar and Share Transfer Agent, Statutory Auditors and such other persons as may be required under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

14. TO CONSIDER AND APPROVE THE APPOINTMENT OF THE INTERNAL AUDITORS OF THE COMPANY FOR THE PERIOD APRIL 2026 TO SEPTEMBER 2026:

The Board may note that pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable

provisions, if any, every prescribed class of company is required to appoint an Internal Auditor to conduct the internal audit of the functions, activities and operations of the Company.

Accordingly, the Board is requested to consider the appointment of **M/s S K Shah & Co., Chartered Accountants (Firm Registration No. 148442W)**, as the Internal Auditors of the Company for the period April 2026 to September 2026 to carry out the internal audit of the Company in accordance with the scope of work as may be approved by the Board at a professional fee of INR 80,000.

The profile, eligibility details, consent and proposal received from the proposed Internal Auditors are being circulated with the agenda papers for the Board's consideration.

The Audit Committee in its meeting scheduled to be held prior to the Board meeting shall consider the proposal for appointment of Internal Auditors and recommendations of the Committee shall be presented before the Board for its consideration.

The Board may, after discussion, consider passing the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendations of the Audit Committee, **M/s S K Shah & Co., Chartered Accountants (Firm Registration No. 148442W)**, be and is hereby appointed as the Internal Auditors of the Company for the period April 2026 to September 2026 to conduct the internal audit of the functions, activities and operations of the Company at a professional fees of INR 80,000 on such terms and conditions, including the scope of work, as may be mutually agreed between the Company and the said Internal Auditors.

RESOLVED FURTHER THAT any Director (excluding Independent Directors), Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to finalize the terms of engagement, issue the appointment letter, execute such documents and writings as may be necessary, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

15. TO TAKE NOTE OF THE STATEMENT DETAILING THE REDRESSAL OF INVESTOR GRIEVANCES FOR THE QUARTER ENDED JUNE 30, 2026 PURSUANT REGULATION 13(4) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In compliance Regulation 13(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Statement detailing the Redressal of Investor Grievances submitted to the BSE Limited for the quarter ended June 30, 2026, shall be presented before the Board at

the meeting.

The Board is requested to deliberate and take note of the same.

16. TO TAKE NOTE OF THE QUARTERLY LISTING COMPLIANCES ENSURED BY THE COMPANY FOR THE QUARTER ENDED JUNE 30, 2026:

The Board is requested to take note of the following listing compliances ensured by the Company during the quarter ended June 30, 2026:

- a) Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended June 30, 2026.
- b) SDD Compliance Certificate pursuant to Regulation 3(5) and (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended June 30, 2026.
- c) Certificate for Non-Applicability of Corporate Governance Report of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to Regulation 15(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended June 30, 2026.
- d) Statement of Investor Complaints and Non-Applicability of Corporate Governance Report of Regulation 13(3) and Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 through Integrated Filing (Governance) XBRL mode for the quarter ended June 30, 2026.
- e) Reconciliation of Share Capital Audit Report of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended June 30, 2026.

17. TO AUTHORIZE A REPRESENTATIVE TO ATTEND THE ANNUAL GENERAL MEETING (AGM) IN ACCORDANCE WITH SECTION 113 OF THE COMPANIES ACT, 2013 OF THE SUBSIDIARY COMPANIES:

Pursuant to the provisions of Section 113 of the Companies Act, 2013, a body corporate that is a member of another company may authorize any individual to act as its representative at the Annual General Meeting (AGM) of that company. Such authorized representative shall have the right to attend, speak, and vote on behalf of the Company.

In view of the forthcoming Annual General Meeting (AGM) of Sanghvi Beauty & Salon Private Limited, Sanghvi Fitness Private Limited & Sanghvi Brands SL (Private) Limited, the board is

requested to consider and approve the appointment of a suitable person as the authorized representative to attend and vote at the AGM on behalf of the Company.

The Board may after considering deem fit pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013 and other applicable laws, Mr. Narendra Rikhabchand Sanghvi, (DIN: 02912085) director of the company be and is hereby authorized to represent and attend the Annual General Meeting (AGM) of Sanghvi Beauty & Salon Private Limited, Sanghvi Fitness Private Limited & Sanghvi Brands SL (Private) Limited, for the financial year 2025-26, and to exercise all rights and powers including the right to vote as may be exercised by the Company as a member of that company.”

RESOLVED FURTHER THAT the Company Secretary or any Director (excluding the Independent Director) of the Company be and is hereby authorized to issue a certified true copy of this resolution to Sanghvi Beauty & Salon Private Limited, Sanghvi Fitness Private Limited & Sanghvi Brands SL (Private) Limited for their necessary record and action.”

18. ANY OTHER MATTER(S) WITH THE PERMISSION OF THE CHAIRMAN AND WITH THE CONSENT OF THE MAJORITY OF THE DIRECTORS PRESENT AT THE MEETING:

The Board may take up any other matter(s) for discussion with the permission of the Chairman and majority of the Directors present in the Board meeting.