# NOTICE

NOTICE is hereby given that the 16th (Sixteenth) Annual General Meeting **("AGM")** of the Members of **SANGHVI BRANDS LIMITED ("the Company")** for the financial year ended on March 31, 2026, will be held at the Registered Office of the Company situated at 105/2, Shivajinagar, Sanghvi House Pune– 411005, Maharashtra ("deemed venue") on Friday, September 18, 2026 at 02:30 p.m. through Video Conferencing **("VC")** and Other Audio-Visual Means **("OAVM")** to transact the following business: -

## ORDINARY BUSINESS:

**Item No. 1 – Adoption of the Audited Annual Standalone and Consolidated Financial Statements and Reports thereon:**

To consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, comprising therein the Balance Sheet as at March 31, 2026, the statement of Profit & Loss and the Cash Flow Statement and Statement of changes in Equity as at March 31, 2026, together with the explanatory notes annexed thereto or forming part of any of the aforesaid documents ("Financial Statements") and the reports of the Board of Directors and the Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company, for the financial year ended on March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon as circulated to the members with the Notice of the 16th Annual General Meeting of the Company, be and are hereby considered and adopted."

b. the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2026, comprising therein the Balance Sheet as at March 31, 2026, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and Statement of changes in Equity as at March 31, 2026, together with the explanatory notes annexed thereto or forming part of any of the aforesaid documents ("Financial Statements") and the report of the Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company, for the financial year ended on March 31, 2026, together with the report of the Auditors thereon as circulated to the members with the Notice of the 16th Annual General Meeting of the Company, be and are hereby considered and adopted."

**Item No. 2 – Re-appointment of a Director Retiring by Rotation**

To consider and re-appoint Mr. Narendra Rikhabchand Sanghvi (DIN: 02912085), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, Mr. Narendra Rikhabchand Sanghvi (DIN: 02912085), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**Item No. 3- Appointment of Statutory Auditors of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the members of the company on the recommendation of the Audit Committee and the Board of Directors be and is hereby appoint **M/s. Komandoor & Co. LLP, Chartered Accountants (Firm Registration No. 001420S/S200034**), as the Statutory Auditors of the Company to hold office for a term of 5 (Five) consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held for the financial year ending as on March 31, 2031, at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby 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."

**SPECIAL BUSINESS:**

**Item No. 4- Appointment of Mr. Rohit Prakash Bafana (DIN: 00590469) as an Independent Director of the company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 **("the Act")** read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, Mr. Rohit Prakash Bafana (DIN:00590469) who was appointed on the recommendation of the Nomination and Remuneration Committee as an Additional Non-Executive Independent Director of the company by the board of directors with effect from May 21, 2026 and who holds office till the date of the 16th Annual General Meeting and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from May 21, 2026 to May 20, 2031 (both dates inclusive).

**RESOLVED FURTHER THAT** any one of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to issue the Letter of Appointment to Mr. Rohit Prakash Bafana, sign and execute (including by way of digital signature) all such applications, forms, returns, documents and writings as may be required, file the necessary e-Forms with the Registrar of Companies, submit the requisite intimations and disclosures with the Stock Exchange and such other statutory authorities as may be required, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

**For and on behalf of the Board of Directors**
**Sanghvi Brands Limited**

Aman Sharma

**Aman Sharma**
**Company Secretary**
**Date: August 10, 2026**
**Place: Pune**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") as set out in Notice is annexed hereto**.**
2. General instructions for accessing and participating in the AGM through VC / OAVM facility and voting through electronic means including remote e-Voting:

 a) The Ministry of Corporate Affairs ("MCA"), vide General Circular No. 03/2025 dated September 22, 2025, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 and other applicable circulars issued by the MCA from time to time (collectively referred to as the **"MCA Circulars"**), has permitted companies to convene their Annual General Meetings **("AGMs")** through Video Conferencing **("VC")** or Other Audio-Visual Means **("OAVM")**, without the physical presence of Members at a common venue. Further, the Securities and Exchange Board of India ("SEBI"), vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read with other applicable circulars issued from time to time (collectively referred to as the **"SEBI Circulars"**), has prescribed the framework for holding AGMs through VC/OAVM by listed entities. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, the MCA Circulars and the SEBI Circulars, the 16$^{th}$ Annual General Meeting ("AGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company situated at 105/2, Shivajinagar, Sanghvi House, Pune – 411005, Maharashtra.

 b) 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 for 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.

 c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

 d) 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 Bigshare Services Private Limited ("**Bigshare**") 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 Bigshare. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

e) 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 www.sanghvibrands.com, on the website of BSE Limited at www.bseindia.com, on the website of the RTA at www.bigshareonline.com

f) Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed with this Notice.

AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

3. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting/e-voting during AGM, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id priyanka@pyandassociates.in with a copy marked to ivote@bigshareonline.com. The scanned image of the above documents should be in the naming format “Sanghvi Brands Limited EVEN 1220.”

4. A person authorised by Board Resolution/Authority letter under point 3 above, shall be entitled to exercise the same rights and powers, on behalf of the corporate member(s).

5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, **i.e.** 18th September, 2026 in the ‘Investors’ section on the website of the Company at www.sanghvibrands.com and at the Registered Office of the Company on all days (except Saturdays and Sundays), between 11:00 A.M. and 1:00 P.M. Members seeking to inspect such documents can send an email to csandcomplianceofficer@sanghvibrands.com

6. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA at Bigshare Services Pvt Ltd, Pinnacle Business Park Office No S6-2, 6th floor, Mahakali Caves Road, Next to Ahura Centre Andheri (East) Mumbai - 400093, India.

7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members who hold share certificates in physical form are advised to dematerialise their shareholding.

8. Pursuant to Section 72 of the Act, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with RTA. In respect of shares held in electronic/ dematerialised form, the members may please contact their respective depository participant.

   The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.

9. **Green Initiative:** In compliance of the provision of the Act and the Listing Regulations, Company has sent Notice of the AGM and the Annual Report for the Financial Year 2025-26 including therein the Audited Annual Financial Statements for Financial Year 2025-26, Auditor's Report and the Board's Report, along with all the annexures in Electronic Mode to those Members who have registered their e-mail IDs either with the RTA or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to RTA.

10. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote.

11. The Register of Members of the Company will be closed from September 12, 2026, to September 18, 2026 (both days inclusive) for the purpose of holding the 16th Annual General Meeting.

12. Recorded transcript of the AGM will be made available on the website of the Company www.sanghvibrands.com

13. In compliance with the applicable provisions of the Act read with aforesaid MCA circulars, the AGM of the Company is being conducted only through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

14. Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the depositories or with RTA on physical folios: In compliance with the aforementioned MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2025-26 and Notice of the 16th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose email IDs are registered with the Company / Bigshare Services or the Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and the Members holding shares in physical mode are hereby notified that pursuant to applicable circulars of SEBI, all the holders of physical shares can update their Bank Account details and register their contact details including the details of e-mail IDs by submitting the form ISR-1 along-with the supporting documents with Bigshare.

    Form ISR-1 can be downloaded from the following link: https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3|ChildVerticalTab_19

Members are also requested to visit the website of the Company, www.sanghvibrands.com or the website of the RTA, www.bigshareonline.com or the website of BSE Limited, www.bseindia.com for downloading the annual report and notice of the company.

15. The instructions for remote e-voting are as under:

a) The voting period begins on September 15, 2026 at 9:00 am and ends on September 17, 2026 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 11, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

c) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

   Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

   In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

d) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

1. **Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br><br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.<br><br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br><br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period. |

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| Individual Shareholders holding securities in demat mode with **NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jp<br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No. Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

***Important note:*** *Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

***Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL***

| **Login type** | **Helpdesk details** |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 4886 7000 |

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"LOGIN"** button under the **'INVESTOR LOGIN'** section to Login on E-Voting Platform.
- Please enter you **'USER ID'** (User id description is given below) and **'PASSWORD'** which is shared separately on you register email id.
- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID as user id.**
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.**
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.
  *Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*
- Click **on I AM NOT A ROBOT (CAPTCHA)** option and login.

***NOTE:*** *If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.*

- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on **'Forgot your password'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'Reset'.**

  (In case a shareholder is having valid email address, Password will be sent to his / her registered email address).

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting** system page will appear.
- Click on **"VIEW EVENT DETAILS** (CURRENT)" under **'EVENTS'** option on investor portal.
- Select event for which you desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which appears on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR" or "ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive a confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once a vote on a resolution is cast, it cannot be changed subsequently.
- Shareholders can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

**3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all the required details and submit.
- After Successful registration, a message will be displayed with **"User id and password will be sent via email on your registered email id".**

  *NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.*
- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET.**

  *(In case a custodian is having valid email address, Password will be sent to his / her registered emailaddress).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.
- Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).

- Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD".**
  *Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)*
- Your investor is now mapped and you can check the file status on display

**Investor vote File Upload:**

- To cast your vote, select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD".** Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

**Helpdesk for queries regarding e-voting:**

| Login type | Helpdesk details |
|---|---|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338. |

4. **Procedure for joining the AGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting** system page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VC/OAVM"** link placed beside of **"VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. 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. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

**Helpdesk for queries regarding virtual meeting:**

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| In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338. |

**For and on behalf of the Board of Directors**

**Sanghvi Brands Limited**

Aman Sharma

**Aman Sharma**

**Company Secretary**

**Date: August 10, 2026**

**Place: Pune**

**Additional information of Directors seeking appointment/re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India**

| Sr. No | Particulars | Details |
|---|---|---|
| 1 | Name of the Director | Mr. Narendra Rikhabchand Sanghvi |
| 2 | Director Identification Number (DIN) | 02912085 |
| 3 | Age | 73 Years |
| 4 | Date of First Appointment on the Board | 16/02/2010 |
| 5 | Brief Resume | Aged 73 years, is the Non-Executive Director of our Company. He is a Commerce Graduate from Pune University and MBA from New York, USA. He started his career in 1977 where he was working in a family owned business and has vide experiences in the business of Steel, real estate and equity investments. |
| 6 | Nature of Expertise in Specific Functional Areas | Possesses over 20 years of experience in the Spa & Wellness industry. He is currently serving as a Non-Executive Director of Sanghvi Brands Limited and has extensive experience in managing international wellness businesses, with exposure across various countries. He has strong technical and business expertise in the spa and wellness sector, coupled with comprehensive knowledge of wellness operations, business development and management. |
| 7 | Qualifications | He is a Commerce Graduate from Pune University and MBA from New York, USA. |
| 8 | Terms and Conditions of Re-Appointment | Non-Executive Director, liable to retire by rotation. |
| 9 | Details of Remuneration Sought to be Paid | Nil |
| 10 | Remuneration Last Drawn | Nil |
| 11 | Shareholding in the Company | 0 |
| 12 | Relationship with Directors, Manager and Key Managerial Personnel | • Mr. Darpan Narendra Sanghvi - Father<br>• Ms. Disha Narendra Sanghvi - Father |
| 13 | Number of Meetings of the Board attended during the Financial Year | 4 Meetings Attended out of 4 Meetings held in the Financial Year. |
| 14 | Directorships held in other Companies (including listed entities) | Currently he holds Directorship in 6 (Six) companies excluding Sanghvi Brands Limited.<br>Following is the List of those Company:<br>i. Sanghvi Lifestyle Products Private Limited<br>ii. Sanghvi Fitness Private Limited<br>iii. Sanghvi Beauty & Salon Private Limited<br>iv. Aves Shopping Network Private Limited<br>v. Storynest Technologies Private Limited<br>vi. The Kind Pet Company Private Limited |

| | | |
|---|---|---|
| 15 | Membership/Chairmanship of Committees of other Boards | NA |
| 16 | Listed entities from which the person has resigned in the past three years | Nil |

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**Item No. 4: Appointment of Mr. Rohit Prakash Bafana (DIN: 00590469) as a Non-Executive Independent Director of the Company**

The Board of Directors of the Company, at its Meeting held on **May 21, 2026**, on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Act, appointed **Mr. Rohit Prakash Bafana (DIN: 00590469)** as an **Additional Non-Executive Independent Director** of the Company with effect from **May 21, 2026**, subject to the approval of the Members.

In accordance with the provisions of Section 161 of the Act, Mr. Rohit Prakash Bafana shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting. The approval of the Members is therefore sought for his appointment as a **Non-Executive Independent Director** of the Company for a term of **five (5) consecutive years commencing from May 21, 2026**, and he shall **not be liable to retire by rotation**.

The Company has received from Mr. Rohit Prakash Bafana:

- Consent to act as a Director in Form DIR-2 pursuant to Section 152 of the Act;
- Declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act;
- Declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act;
- Confirmation regarding inclusion of his name in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs, wherever applicable; and
- Such other declarations, confirmations and disclosures as required under the Companies Act, 2013 and the rules made thereunder.

The Nomination and Remuneration Committee and the Board have reviewed the qualifications, skills, knowledge, experience and independence of Mr. Rohit Prakash Bafana and are of the opinion that he fulfils all the conditions specified under the Companies Act, 2013 for appointment as an Independent Director.

Considering his educational background, leadership experience, business acumen and expertise in diverse industries, the Board believes that his appointment as an Independent Director will provide valuable strategic guidance, strengthen the governance framework of the Company and contribute effectively towards the deliberations and decision-making of the Board.

The terms and conditions of his appointment shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection during the Annual General Meeting.

# Sanghvi Brands Limited

**Additional information of Directors seeking appointment/re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.**

| Sr. No | Particulars | Details |
|---|---|---|
| 1 | Name of the Director | Mr. Rohit Prakash Bafana |
| 2 | Director Identification Number (DIN) | 00590469 |
| 3 | Age | 46 Years |
| 4 | Date of First Appointment on the Board | May 21, 2026 |
| 5 | Brief Resume | Mr. Rohit Prakash Bafana holds a Bachelor's Degree in Mechanical Engineering from the University of Pune and a Post Graduate Degree in Bioengineering from the University of Pittsburgh. He is an accomplished entrepreneur with extensive experience in the energy, healthcare and consumer business sectors. |
| 6 | Nature of Expertise in Specific Functional Areas | He is the Director of United Chem Energy Trading Private Limited, engaged in the import and distribution of biodiesel and allied fuel oils. He is also the Promoter and Co-founder of Family Care Clinic Private Limited, engaged in preventive healthcare and health check-up services, and Indian Naturals, a brand operating and franchising ice cream stores. His areas of expertise include business strategy, corporate management, energy trading, healthcare services, entrepreneurship and business development. |
| 7 | Qualifications | Bachelor's Degree in Mechanical Engineering from the University of Pune and Post Graduate Degree in Bioengineering from the University of Pittsburgh. |
| 8 | Terms and Conditions of Appointment | He was Appointed as an Additional Non-Executive Independent Director in the board meeting held on May 21, 2026. Further he is now proposed to be appointed as a Non-Executive Independent director for a term of five (5) consecutive years commencing from May 21, 2026. He shall not be liable to retire by rotation and shall be entitled to sitting fees as approved by the Board and the Members, in accordance with the provisions of the Companies Act, 2013. |
| 9 | Details of Remuneration Sought to be Paid | Sitting Fees of ₹10,000/- per meeting of the Board, as applicable. |
| 10 | Remuneration Last Drawn | Not Applicable |
| 11 | Shareholding in the Company | Nil |
| 12 | Relationship with Directors, Manager and Key Managerial Personnel | Mr. Rohit Prakash Bafana is not related to any Director, Manager or Key Managerial Personnel of the Company. There is no inter-se relationship between Mr. Rohit Prakash Bafana and any other Director on the Board. |

| | | |
|---|---|---|
| 13 | Number of Meetings of the Board attended during the Financial Year | Not Applicable (being appointed on May 21, 2026). |
| 14 | Directorships held in other Companies (including listed entities) | Currently he holds Directorship in 6 (six) companies excluding his directorship in Sanghvi Brands Limited. Following is the list of the companies:<br>1) United Chem-Energy Trading Private Limited<br>2) Bluebird Real Estate Private Limited<br>3) FCN Diagnostics Private Limited<br>4) Familycare Clinic Private Limited<br>5) Kinetic Engineering Ltd<br>6) Kinetic Watts And Volts Limited |
| 15 | Membership/Chairmanship of Committees of other Boards | NA |
| 16 | Listed entities from which the person has resigned in the past three years | NA |
| 17 | Skills and Capabilities required for the role of an Independent Director and the manner in which the proposed appointee meets such requirements | The role of an Independent Director requires integrity, independent, judgement, strategic thinking, business acumen, governance oversight, financial and commercial understanding, risk, management and the ability to contribute, effectively to Board deliberations. Mr. Rohit Prakash Bafana possesses extensive leadership and entrepreneurial experience across diverse sectors including energy, healthcare and consumer businesses. His educational qualifications, strategic management experience and exposure to multiple industries enable him to provide independent judgement and valuable guidance in matters relating to business strategy, governance, operational excellence and long-term, value, creation. The Board is of the opinion that his, knowledge, experience and professional expertise, make him well suited for the position of, Independent Director of the Company. |

Except **Mr. Rohit Prakash Bafana**, being the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

**Item No. 3: Appointment of Statutory Auditors of the Company:**

This Explanatory Statement is in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, though statutorily not required in terms of Section 102 of the Companies Act, 2013. The term of the current statutory auditors of the Company, M/s. B K Khare & Co, Chartered Accountants [ICAI Firm Registration Number:105102W) ('hereinafter referred to as Retiring Auditors') is set to expire at the conclusion of this Annual General Meeting ('AGM'). As per the provisions of Section 139 of the Companies Act, 2013, and the rules made thereunder, M/s. B K Khare & Co., Chartered Accountants have completed their second consecutive term and are not eligible for reappointment. Based on the recommendation of the Audit Committee, the Board of Directors of the Company (the "Board"), proposes the appointment of M/s. Komandoor & Co. LLP, Chartered Accountants (Firm

Registration No. 001420S/S200034), for a term of five years from the conclusion of this AGM till the conclusion of the AGM of the Company to be held in the year 2031. The details required to be disclosed under provisions of Regulation 36(5) of the Listing Regulations are as under:

**A) Proposed fees payable to the Statutory Auditors:**

The remuneration proposed to be paid to the Statutory Auditors shall be commensurate with the services to be rendered by them during the said Tenure. Presently, the annual fee is proposed at Rs. 2,80,000/- per Annum (Rupees Two Lakhs Eighty Thousand Only) excluding taxes and out of pocket expenses. However, the Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed between the auditor and the Board of Directors of the Company.

**B) Terms of appointment:**

Appointment as Statutory Auditors of the Company for a term of 5 years from the conclusion of the 16th Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held for the financial year ending as on 31st March 2031.

**C) In case of a new auditor, any material change in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:**

The audit fees proposed to be paid to the proposed Statutory Auditor for the financial year 2026-27 is **Rs. 2,80,000/- (Rupees Two Lakhs Eighty Thousand Only)** (exclusive of applicable taxes and reimbursement of out-of-pocket expenses), as against the audit fees of **Rs. 7,60,000/- (Rupees Seven Lakhs Sixty Thousand Only)** paid to the outgoing Statutory Auditor.

The variation in the proposed audit fees is primarily attributable to the commercial terms mutually agreed between the Company and the proposed Statutory Auditor after considering, inter alia, the present scale and nature of the Company's operations, the scope of the statutory audit, the resources required for the audit engagement, industry practices applicable to SME listed companies, and the proposed auditor's assessment of the audit assignment. The Audit Committee, after evaluating the credentials, experience, independence, audit approach and the proposed remuneration of the Statutory Auditor, was of the view that the proposed audit fees are reasonable, commensurate with the scope of work and in the best interests of the Company.

**D) Basis of recommendation for appointment:**

The Audit Committee & the Board considered various parameters like Market standing of the firm, clientele served, technical knowledge, governance & competitiveness, capability to serve complex business landscape as that of the Company, requisite expertise, experience, and professionalism and recommended M/s. Komandoor & Co. LLP, Chartered Accountants (Firm Registration No. 001420S/S200034) to be best suited to be appointed as Statutory Auditors of the Company.

**E) Credentials of the Statutory Auditors proposed to be appointed:**

| Sr. No | Particulars | Details |
|---|---|---|
| 1 | Name of Auditor Firm | KOMANDOOR AND CO LLP |
| 2 | Register office Address | Flat No. 504, Divyashakti Complex, Dharam Karan Road, Ameerpet, Hyderabad, Hyderabad, Telangana, India, 500016 |
| 3 | Constitution | LLP Firm |
| 4 | Registration Number | 001420S/S200034 |
| 5 | LLP Identification No | AAG-0043 |
| 6 | Date of formation | 25-08-1989 |
| 7 | PAN No | AACFK8952H |
| 8 | Number of Partners | 40 |
| 9 | Number of Branches | 27 |
| 10 | Articles and other Audit Executives | 135 |
| 11 | Firm overview | M/s. Komandoor & Co.LLP is a leading Chartered Accountants Firm Head quartered at HYDERABAD and they have 27 branches across India at Delhi, Mumbai, Kolkata, Chennai, Agra, Ahmedabad, Bangalore, Bhopal, Bhubaneswar, Chandigarh, Coimbatore, Ghaziabad, Gurgaon, Guwahati, Indore, Jaipur, Jammu & Kashmir, Kohima, Lucknow, Patna, Pune, Raipur, Ranchi, Surat, Tirupati, Vijayawada, Visakhapatnam. The firm comprises of Forty (40) Chartered Accountants as partners with proven varied experience and track record in the field of Accounting, Auditing, Taxation Matters and specializations in Cyber audits, IS audits, Project evaluations, Valuations for Mergers, Acquisitions & Demerger Project consultancy and project management consultancy. |

The Firm has given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. It has a valid peer review certificate and audits various companies listed on stock exchanges in India

The Board recommends passing of this Ordinary Resolution as set out in Item No. 3 of this Notice for your approval.

None of the Directors and Key Managerial Personnel and their relatives of the Company are concerned or interested in the said resolution