



Sanghvi Brands Limited

SANGHVI BRANDS LIMITED

CIN- L74999PN2010PLC135586

Board Diversity Policy

Registered Address: -

Sangvihouse,105/2, Shivajinagar, Pune, Maharashtra-411005



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

Email: info@sanghvibrands.com

Website: www.sanghvibrands.com

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1. Purpose:

The Board of Directors ("Board") of the Company recognizes that a diverse Board enhances the quality of its deliberations, decision-making, and corporate governance by bringing together a variety of skills, experiences, perspectives, and backgrounds. This Board Diversity Policy ("Policy") is framed in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and other applicable laws, rules, and guidelines, as amended from time to time.

The Board Diversity Policy (the "**Policy**") aims to set out the approach to achieve diversity on the Board of Directors (the "**Board**") of the Company. Building a Board of diverse and inclusive culture is integral to the success of SANGHVI BRANDS LIMITED. Ethnicity, age and gender diversity are areas of strategic focus to the composition of our Board. The Board considers that its diversity, including gender diversity, is a vital asset to the business.

The purpose of this Policy is to set out the approach of the Company towards achieving and maintaining diversity on the Board.

2. Vision:

The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance.

3. Scope:

This policy applies only to the Board of the Company including Executive Directors, Non-Executive Directors, and Independent Directors but does not apply to employees.

4. Policy Statement:

With a view to achieving a sustainable and balanced development, the Company witnesses increasing diversity at the Board level as an essential element. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Company is committed to ensuring that the Board has an appropriate balance of skills, experience, independence, and knowledge to enable it to discharge its duties and responsibilities effectively.



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The Company believes that a diverse Board will contribute to the achievements of its strategic and commercial objectives, including to:

- Drive business results;
- Make corporate governance more effective;
- Enhance quality and responsible decision-making capability;
- Ensure sustainable development; and
- Enhance the reputation of the Company.

• To support the Company's strategic goals by ensuring the availability of a wide range of expertise and perspectives.

• To comply with applicable legal and regulatory requirements relating to Board composition and diversity.

5. Measurable Objective:

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, culture and educational background, ethnicity, professional experience, skills and knowledge. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

While recommending or appointing Directors, the Nomination and Remuneration Committee ("NRC") and the Board shall consider diversity under the following parameters:

5.1 Gender Diversity

The Company recognizes the importance of gender diversity and shall endeavor to have an appropriate representation of women on the Board in compliance with applicable statutory requirements.

5.2 Skills, Expertise, and Experience

Directors shall be selected based on a combination of skills and expertise relevant to the Company's business, including but not limited to:

- Industry and sector experience
- Financial literacy and accounting expertise
- Legal and regulatory knowledge
- Risk management and internal controls
- Strategy and business development
- Technology and digital transformation
- Human resources and organizational leadership



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5.3 Age and Tenure

An appropriate mix of Directors with varied age groups and tenure shall be maintained to ensure a balance between experience, continuity, and fresh perspectives.

5.4 Educational and Professional Background

The Board shall comprise individuals with diverse educational qualifications and professional backgrounds to promote independent judgment and robust discussions.

5.5 Independence

The Board shall have an appropriate number of Independent Directors in accordance with applicable laws to ensure unbiased decision-making and effective oversight.

6. Monitoring and Reporting:

- A. The Nomination and Remuneration Committee and its policy are in compliance with Section 178 of the Companies Act, 2013 read along with applicable rules thereto and Listing Agreement under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This committee is (among other things) responsible for:
- Formally assessing the appropriate mix of Diversity, skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
 - Making recommendations to the Board in relation to Board succession, including the succession of the Chairman, to maintain an appropriate mix of Diversity, skills, experience and expertise on the Board;
 - To recommend to the Board the appointment and removal of Senior Management;
 - To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive and
 - Reviewing and reporting to the Board in relation to Board Diversity.
- B. The Nomination and Remuneration Committee will report to the Board on:
- Initiatives undertaken by the Committee in relation to Board Diversity and to achieve measurable objectives.
 - Progress in achieving the Measurable Objectives and to make recommendations to the Board on the same.
- C. The Nomination and Remuneration Committee will report annually, on the Board's composition under diversified perspectives, and monitor the implementation of the Policy.



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The Board shall have an optimum combination of Executive, Non-Executive and Independent directors in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Company.

The effective implementation of this policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, Company shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board Member.

7. Limitations, Review and Amendment:

In the event of any conflict between the provisions of this Policy and of the applicable law, the provisions of applicable law shall prevail over this Policy. Any subsequent amendment / modification to the applicable law shall automatically apply to this Policy.

The Nomination and Remuneration Committee will review the Policy, from time to time, to ensure the effectiveness of the Policy. The Nomination and Remuneration Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

8. Disclosure of the Policy:

The Policy will be published on the Company's website for public information.

A summary of the Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the Corporate Governance Report annually.

Amendments

The Board reserves the right to amend, modify, or supplement this Policy at any time to comply with applicable legal, regulatory, or business requirements.



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