

FORM NO. MGT-8

*[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books, and papers of M/s Sanghvi Brands Limited (the "Company") as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2024 (Financial Year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act & Rules made there in respect of the following subject to the observations made, if any, against the respective clauses:
1. Its Status under the Act;
The Company is a Public Limited Company incorporated under the provisions of the Companies Act, 1956. The Company bears the CIN - L74999PN2010PLC135586.
 2. Maintenance of registers/records & making entries therein during the year under review within the time prescribed thereof.
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Director, the tribunal, Court or other authorities within the prescribed time. Wherever the forms are not filed within the prescribed time, had been filed along with additional fee.
 4. Calling/Convening/Holding meetings of Board of Directors or its committees, if any and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which proper notices were given, including the circular resolutions and resolutions passed by postal ballot, if any, including the signed Minutes book/registers maintained for the purpose.
 5. Closure of Register of Members/Security holders.





6. As explained, the company has not advanced any loans to its directors and/or persons or firms or companies referred to in Section 185 of the Act.
7. As per the financials made available to me, Contracts and arrangements entered by the Company with related parties which were in the ordinary course of business and on arm's length basis as specified in the provisions of Section 188 of the Act.
8. Issue or allotment or transfer or transmission of Shares or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/conversion of shares/securities and issue of security certificate in all instances.
9. The Company has not declared any dividend during the financial year and therefore there is no question of keeping in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares.
10. The Company has not declared any dividend during the financial year and there is no unpaid or unclaimed dividend or other amounts liable to be transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act during the financial year;
11. The Company has duly signed audited financial statement as per the provisions of the Act and laid before the members a report of Board of Directors.
12. The composition of Board of the Company is duly constituted. There were no changes in composition of Board of Directors or any Key Managerial Personnel during the financial year under review.
13. There was no casual vacancy in the office of Auditors during the Financial year under review.
14. As explained by the Management, the company was not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted or renewed or repaid any deposits during the financial year.
16. The Company has not obtained any Loan from Banks, Financial Institutions and other Companies during the financial year.





17. loans and investments and / or guarantee or provided any securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act which is not applicable to the Company.
18. Alteration of the provision of Memorandum and/or Articles of the Association of the Company

Yours Faithfully,

FOR NIDHI BAJAJ & ASSOCIATES
COMPANY SECRETARIES



NIDHI BAJAJ
Proprietor

Membership No. A28907
COP. 14596
UDIN: A028907G000169828
Peer Review Cert. No. 2458/2022

Date: 22/04/2025
Place: Thane