



Sanghvi Brands Limited

Date:

To,

Sub: Letter of Appointment as an Independent Director of the Company.

Dear Sir,

We are pleased to inform you that upon the recommendation of Nomination and Remuneration Committee, approval of the Board of Directors of Sanghvi Brands Limited (“the Company”) at the Board Meeting held on _____ and the approval of the members in their Annual General Meeting held on _____, you are being appointed as an Independent Director on the Board of the Company.

The terms of your appointment shall be as follows:

1. Appointment

You have been appointed as an Independent Director on the Board of the Company with effect from _____ for a period of 5 years effective from the date of your appointment by the board of directors. The appointment shall be governed by the provisions of the Companies Act, 2013 and the rules framed there under and further in accordance with the Articles of Association (AOA) of the company. The appointment of the independent director independent director can be terminated earlier than the period as mentioned above subject to the provisions of the AOA of the company or as per on account of failure to meet the parameters of Independence or occurrence of any event under section 167 or any other applicable law.

As an Independent Director you will not be liable to retirement by rotation.

2. Expectation of the Board from the appointed director and the appointment in various committees.

As an Independent Director, it is expected to bring objectivity and independence of view to the Board’s discussions and to help provide the Board with effective leadership in relation to the Company’s strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.

The Board of Directors of the Company may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. The appointment on such Committee(s) will be subject to the applicable regulations and further the board may reconstitute the composition of any/all the committees from time to time and any such change shall be promptly communicated to you.

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

Email: info@sanghvibrands.com

Website: www.sanghvibrands.com

CIN: L74999PN2010PLC135586



3. Duties of the Independent Director.

The Independent Directors shall:

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company.
3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member.
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members.
5. Strive to attend the general meetings of the company.
6. Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting.
7. Keep themselves well informed about the company and the external environment in which it operates.
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company.
10. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
12. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.



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4. Provision for Directors and Officers (D and O) insurance.

The Company has obtained a Directors' and Officers' Liability Insurance Policy ("D&O Policy") for its Directors and Officers. The terms, conditions, coverage, and eligibility criteria are governed by the provisions of the said Policy.

The company shall maintain such insurance cover for the term of your appointment. A copy of the policy document will be provided to you on request.

A copy of the D&O Policy shall be made available for inspection by the Members upon request, through the Company Secretary of the Company.

5. The Code of Business Ethics that the company expects its Directors and employees to follow

During your tenure of appointment, you are required to comply with the provisions of Schedule IV under Companies Act, 2013. And Company's Code of Conduct and Insider Trading Code and SEBI PIT Regulations.

6. Confidentiality.

You have been informed that all the information acquired by you during your tenure of appointment is confidential to the Company and should not be released, either during the appointment or following termination / resignation (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to them by the Company.

You are informed of the applicable Insider Trading regulations and the Company's Insider Trading Code which requires the disclosure of price sensitive information and dealing in the securities of the Company you are supposed to avoid making any statements or performing any transaction that might risk a breach of applicable insider trading regulations requirements without prior clearance from the Chairman or the Company Secretary.

You shall maintain confidentiality of Board discussions, Company strategies, financial information and trade secrets except as required under law. This obligation continues even after cessation of directorship.

7. Remuneration.

The Non-Executive Independent Director shall be entitled to sitting fees incurred for attending the Board and Committee meeting of Rs. _____/-.



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8. Others.

Your appointment as an independent director of the company is made in accordance with section 149 of The Companies Act, 2013 read with the rules framed thereunder and read with the terms and conditions as mentioned in Schedule IV of the Companies Act, 2013 shall be applicable to your appointment/re-appointment/ termination/ Evaluation/ Resignation/ Removal and conducting separate meetings for reviewing the performance of Non-Independent directors.

Further, in terms of Schedule IV of the Act, your letter of appointment will be displayed on the Company's website; www.sanghvibrands.com.

Thanking You,

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

**NARENDRA RIKHABCHAND SANGHVI
DIRECTOR
DIN: 02912085**