



# Sanghvi Brands Limited

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE MEETING (SBL/BM-01/2026-2027) OF BOARD OF DIRECTORS (“BOARD”) OF SANGHVI BRANDS LIMITED (“THE COMPANY”) WILL BE HELD ON THURSDAY, MAY 21, 2026, AT 05:01 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:

### AGENDA:

#### **SBL/BM-01/2026-2027**

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 and Board meeting.
5.	To take note of disclosure of interest received from the Director(s) in Form MBP-1 pursuant to Section 184(1) under The Companies Act, 2013.
6.	To take note of the disclosure of non-disqualification received from the Director(s) in Form DIR-8 under Section 164(2) of The Companies Act, 2013.
7.	To take note of the declaration by Independent Director(s) under Section 149(7) of The Companies Act, 2013.
8.	To review and update the Statutory Registers of the Company for the Financial Year 2025-2026.
9.	To consider and approve the recommendation of the Audit Committee for the omnibus approval granted for Related Party Transaction(s) to be entered into by the Company for the Financial Year 2026-2027.
10.	To consider and approve the recommendation for the appointment of M/s. Komandoor & Co. LLP Chartered Accountants as the Statutory Auditor of the Company and finalize the terms and conditions of appointment of the Statutory Auditor.
11.	To consider discuss and approve the Annual Audited Financial Statements (Standalone and Consolidated) of the Company for the half year and financial year ended March 31, 2026 along with Independent Auditor’s Report issued by M/s. B. K. Khare & Co. Chartered Accountants, the Statutory Auditors of the Company.
12.	To appoint Mr. Rohit Prakash Bafana (DIN:00590469) as an Additional Non-Executive Independent Director.

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

Email: [info@sanghvibrands.com](mailto:info@sanghvibrands.com)

Website: [www.sanghvibrands.com](http://www.sanghvibrands.com)

CIN: L74999PN2010PLC135586

13.	To note and adopt the Secretarial Audit Report of the Company for the financial year ended March 31, 2026, issued by M/s. H Choudhary & Associates, Practicing Company Secretaries.
14.	To note and adopt the Internal Audit Report of the Company for the financial year ended March 31, 2026, issued by M/s. Komandoor & Co. LLP, Chartered Accountants.
15.	To note and take on record the Statement of Utilization of Issue Proceeds reviewed by the Audit Committee pursuant to Regulation 32 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, for the half year ended March 31, 2026.
16.	To consider, review and approve the: <ul style="list-style-type: none"> <li>a) Policy on Related Party Transactions (“<b>RPT Policy</b>”) of the Company;</li> <li>b) Risk Management Policy of the Company;</li> <li>c) Nomination and Remuneration Policy (“<b>NRC Policy</b>”);</li> <li>d) Whistle Blower Policy of the Company;</li> <li>e) Policy on Determining Material Event;</li> <li>f) Policy for Preservation of Documents;</li> <li>g) Prevention of Sexual Harassment Policy (“<b>POSH Policy</b>”)</li> </ul>
17.	To take a note of the quarterly and half yearly and year ended BSE listing compliances filed by the Company for the quarter and half year ended March 31, 2026: <ul style="list-style-type: none"> <li>a) Intimation for Closure of Trading Window pursuant Regulation 9 read with Clause 4 of Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015.</li> <li>b) Annual Disclosure by the Promoters under Regulation 31(4) of SEBI (Substantial Acquisition of Shares &amp; Takeovers) Regulation, 2011.</li> <li>c) Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2026.</li> <li>d) SDD Compliance Certificate pursuant to Regulation 3(5) and (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended March 31, 2026.</li> <li>e) Shareholding Pattern pursuant to Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended March 31, 2026.</li> <li>f) 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 March 31, 2026.</li> <li>g) 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</li> </ul>

	<p>Integrated Filing (Governance) XBRL mode for the quarter ended March 31, 2026.</p> <p>h) Reconciliation of Share Capital Audit Report of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2026.</p> <p>i) Disclosure of large corporate entity as per Circulars vide no. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018, and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/172 dated October 19, 2023 (“SEBI Circulars”) issued by Securities and Exchange Board of India on ‘Fund raising by issuance of Debt Securities by Large Entities.</p>
18.	To take a note of the Statement detailing the Redressal of Investor Grievances for the quarter ended March 31, 2026 pursuant Regulation 13(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
19.	To grant authorization for the filing of various e-forms with the Registrar of Companies (“ROC”).
20.	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.

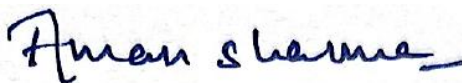
The directors have an option to attend the meeting virtually through Video Conferencing mode.

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: 11<sup>th</sup> May 2026  
PLACE: PUNE**



# Sanghvi Brands Limited

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**AGENDA OF THE MEETING [BM-01/ 2026-2027]  
OF THE BOARD OF DIRECTORS OF  
SANGHVI BRANDS LIMITED**

**Date: May 21, 2026**

**Day: Thursday**

**Time: 05: 01 PM**

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

Email: [info@sanghvibrands.com](mailto:info@sanghvibrands.com)

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CIN: L74999PN2010PLC135586

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

<b>NAME OF THE DIRECTOR / KMP</b>	<b>DESIGNATION</b>
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. Vijay Aggarwal	Chief Executive Officer
Mr. Laxmi Narayan Rathi	Chief Financial Officer
Mrs. Aman Sharma	Company Secretary

**DETAILED NOTES TO AGENDA:**

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**1. TO ELECT THE CHAIRMAN OF THE MEETING:**

The directors present in the meeting shall appoint a chairman amongst them for the meeting. Please note that, the chairman mentioned herein is not the chairman of the company, it is merely a person who shall lead/chair the meeting.

The directors will elect a chairman amongst them 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 BOARD MEETING:**

**a) Minutes of the previous Audit Committee Meeting held on March 10, 2026.**

The minutes of the previous Audit Committee meeting held on March 10, 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 March 10, 2026.**

The minutes of the previous Nomination and Remuneration Committee meeting held on March 10, 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 March 10, 2026:**

The minutes of the previous Board Meeting, held on March 10, 2026, which 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.

**5. TO TAKE NOTE OF THE DISCLOSURE OF INTEREST RECEIVED FROM THE DIRECTOR(S) IN FORM MBP-1 PURSUANT TO SECTION 184(1) UNDER THE COMPANIES ACT, 2013:**

The Board to take a note of the disclosure of interest in Form MBP-1 in writing, stating therein the interest in other companies, bodies corporate, firms or association of individuals pursuant to Section 184(1) of the Companies Act, 2013 read with the Rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014.

The copy of the same shall be placed before the Board for their deliberations.

**6. TO TAKE NOTE OF THE DISCLOSURE OF NON-DISQUALIFICATION RECEIVED FROM THE DIRECTOR(S) IN FORM DIR-8 UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013:**

The Board to take a note of the disclosure and written intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that the directors are not disqualified under sub-section (1) or sub-section (2) of Section 164 of the Companies Act, 2013, as received from all the Director(s) of the Company.

**7. TO TAKE NOTE OF THE DECLARATION BY INDEPENDENT DIRECTOR(S) UNDER SECTION 149(7) OF THE COMPANIES ACT, 2013:**

The Board to take a note of the declaration received from the Independent Director(s) under Section 149(7) of The Companies Act, 2013 stating that they meet the criteria of Independence as stated in section 149(6), inclusion of his/her name in the Databank and the period of its validity.

The copy of the same shall be placed before the Board for their deliberations.

**8. TO REVIEW AND UPDATE THE STATUTORY REGISTER(S) OF THE COMPANY FOR THE FINANCIAL YEAR 2025-2026:**

The Board to take a note of all the Statutory Register(s) as required to be maintained as per the provisions of The Companies Act, 2013.

The copy of the same shall be placed before the Board for their deliberations.

**9. TO NOTE AND TAKE ON RECORD THE DEBRIEFING ON OMNIBUS APPROVAL GRANTED BY THE AUDIT COMMITTEE FOR RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2026–2027**

The Board is requested to note that the Audit Committee, at its meeting held on March 10, 2026, has granted omnibus approval for Related Party Transaction(s) proposed to be entered into by the Company during the financial year 2026–2027, in accordance with the provisions of Section 177 of the Companies Act, 2013 read with the applicable rules made thereunder.

A detailed debriefing is placed before the Board, inter alia, covering:

- the categories and nature of transactions included in the omnibus approval;
- the maximum value limits approved for such transactions;
- the validity period and periodicity of the approvals; and
- the framework for review and monitoring by the Audit Committee.

The Board may further note that the aforesaid transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis, wherever applicable, and shall be subject to compliance with other applicable provisions of law.

**10. TO CONSIDER AND APPROVE THE RECOMMENDATION OF THE AUDIT COMMITTEE FOR THE APPOINTMENT OF M/S. KOMANDOOR & CO. LLP, (FRN: 001420S/S200016) CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY AND FINALIZE THE TERMS AND CONDITIONS OF APPOINTMENT OF THE STATUTORY AUDITOR.**

The Board is requested to consider the recommendation of the Audit Committee for the appointment of M/s. Komandoor & Co. LLP, Chartered Accountants (Firm Registration No. 001420S/S200016), as the **Statutory Auditor** of the Company.

The Audit Committee, at its meeting held on March 18, 2026, has evaluated the credentials, experience, peer review status, and eligibility of the said firm and recommended their appointment in accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder.

The Board is further requested to consider and, if thought fit, approve:

- the appointment of the said firm as Statutory Auditor of the Company, subject to the approval of the members;
- the terms and conditions of appointment, including scope of audit; and
- the remuneration payable to the Statutory Auditor.

Relevant documents, including the consent letter, certificate of eligibility under Section 141, and profile of the firm, are placed before the Board for its consideration.

Accordingly, on the recommendation of Audit Committee, the Board is required to appoint the Statutory Auditor of the Company for a period of 5 (Five) consecutive years commencing from conclusion of the AGM to be held for the financial year 2025-2026 until the conclusion of the AGM to be held in the Financial Year 2031, subject to the approval of the members of the Company at the ensuing AGM and to finalize the terms and conditions of such appointment.

The Board shall be requested to deliberate on the aforesaid matter and pass the following resolution, if deemed fit, with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of section 139, 141 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), re-enactment(s) or amendment(s) made thereof for the time being in force, subject to the approval of the shareholders in the Annual General Meeting (**"AGM"**) and on the recommendation of the Audit Committee, the consent of the Board of Directors be and is hereby accorded to appoint **M/s. Komandoor & Co LLP**, Chartered Accountants (Firm Registration No.: **001420S/S200016**), as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors **B. K. Khare & Co.**, Chartered Accountants, whose second consecutive term shall conclude at the ensuing AGM of the Company, and to hold office for a period of 5 (Five) consecutive years, commencing from the conclusion of the ensuing AGM to be held for the financial year 2025-2026 until the conclusion of the AGM to be held in the Financial Year 2030-31 at such remuneration as may be determined 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 requested to consider and approve the aforesaid recommendation of the Audit Committee and to place the same before the Members of the Company for their approval at the ensuing Annual General Meeting.”

## **11. TO CONSIDER AND APPROVE THE ANNUAL AUDITED FINANCIAL STATEMENTS (STANDALONE**



# Sanghvi Brands Limited

**AND CONSOLIDATED) OF THE COMPANY FOR THE HALF YEAR AND FINANCIAL YEAR ENDED MARCH 31, 2026 ALONG WITH INDEPENDENT AUDITOR'S REPORT ISSUED BY M/S. B. K. KHARE & CO. CHARTERED ACCOUNTANTS, THE STATUTORY AUDITORS OF THE COMPANY.**

In compliance with the provisions of Section 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the rules made thereunder, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof), the Annual Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2026 ("**Financial Statements**"), along with the Independent Auditor's Report issued by M/s. B. K. Khare & Co., Chartered Accountants, Statutory Auditors of the Company ("**Auditor's Report**") shall be presented before the Board for its consideration, deliberation and approval.

The Financial Statements of the Company shall be reviewed by the Audit Committee of the Board in its meeting scheduled to be held prior to the Board meeting. The recommendations, if any, of the Audit Committee of the Board shall be presented to the Board for its consideration.

The Board shall be requested to deliberate on the aforesaid matter and pass the following resolution, if deemed fit, with or without modification(s):

**"RESOLVED THAT** the Annual Audited Financial Statements ("**Standalone and Consolidated**") of the Company for the financial year ended on March 31, 2026, comprising the Balance Sheet as at March 31, 2026, the Statement of Profit & Loss and the Statement of Cash Flow for the financial year ended March 31, 2026 together with the explanatory notes annexed thereto or forming part of any of the aforesaid documents ("**Financial Statements**"), along with the Audit Report issued by M/s. B. K. Khare & Co., Chartered Accountants, Statutory Auditors of the Company ("**Auditor's Report**"), copies whereof as placed before the Board, be and are hereby approved and taken on record.

**RESOLVED FURTHER THAT** Mr. Darpan Narendra Sanghvi (DIN: 02912102), Whole-time Director, Mr. Narendra Sanghvi (DIN: 02912085), Non-Executive Director, Ms. Aman Sharma (PAN: AOZPJ520R), Company Secretary and Compliance Officer, Mr. Laxmi Narayan Rathi (PAN: AGYPR1739D), Chief Financial Officer and Dr. Vijay Agarwal (PAN: ANAPA6704E), Chief Executive Officer, be and are hereby authorized to sign and execute the aforesaid Financial Statements and related documents on behalf of the Company.

**RESOLVED FURTHER THAT** in the absence or unavailability of any or all of the aforesaid authorized signatories, Mr. Narendra Sanghvi (DIN: 02912085), Non-Executive Director of the Company & in his capacity as the chairman of this meeting, be and is hereby specifically

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authorized to sign and execute the Financial Statements, financial results, forms, applications, declarations and all related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary in this regard.

**12. TO APPOINT MR. ROHIT PRAKASH BAFANA (DIN:00590469) AS AN ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR:**

The Board is requested to consider the appointment of Mr. Rohit Prakash Bafana (DIN:00590469) as an Additional Non-Executive Independent Director.

The Nomination and Remuneration Committee (“NRC”), at its meeting held on May 21, 2026, has evaluated the profile, qualifications, experience, Independence, suitability and has recommended his appointment as an Additional Non-Executive Independent Director on the Board of the Company subject to the approval of the shareholders in their general meeting.

The proposed appointment is in accordance with the provisions of Sections 149, 152, 161 read with Schedule IV, of the Companies Act, 2013 and read with the rules made thereunder **Mr. ROHIT PRAKASH BAFANA (DIN:00590469)** shall hold office up to the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. And upon approval of the shareholders at the ensuing Annual General Meeting, his appointment as Non-Executive Independent Director shall continue for a term of five consecutive years and he shall not be liable to retire by rotation.

The Company has received:

- consent in writing to act as Director in Form DIR-2;
- intimation in Form DIR-8 confirming that he is not disqualified to act as Director; and
- disclosure of interest in Form MBP-1.
- Declaration of Independence as per section 149

The Board may further note that he is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

**A brief profile of Mr. Rohit Prakash Bafana shall be placed before the Board for its consideration.**

The Board is required to consider the appointment of Mr. Rohit Prakash Bafana (DIN: 00590469) as an Additional Non-Executive Independent Director of the Company as per the provisions of Section 149 of the Companies Act, 2013 and further recommend the same to the members of the Company.



# Sanghvi Brands Limited

The Board shall be requested to deliberate on the aforesaid matter and pass the following resolution, if deemed fit, with or without modification(s):

**“RESOLVED THAT** 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 other applicable rules made thereunder (**“the Rules”**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), and read with Schedule IV of the Companies Act, 2013, and subject to the approval of the shareholders of the Company, and on the basis of the recommendation of the Nomination and Remuneration Committee, the consent of the Board of Directors of the Company be and is hereby accorded to appoint **Mr. Rohit Prakash Bafana (DIN: 00590469)**, as an Additional Non-Executive Independent Director of the Company with effect from the date of this Board meeting, at a sitting fees of Rs.10,000/- (**Rupees Ten Thousand Only**) and shall hold office up to the date of the ensuing Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** upon approval of the Members at the ensuing Annual General Meeting, **Mr. Rohit Prakash Bafana (DIN: 00590469)**, shall be appointed as a Non-Executive Independent Director of the Company and shall continue for a term of five consecutive years with effect from May 21, 2026, and he shall not be liable to retire by rotation.

**13. TO NOTE AND ADOPT THE SECRETARIAL AUDIT REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, ISSUED BY M/S. H CHOUDHARY & ASSOCIATES, PRACTICING COMPANY SECRETARIES:**

The Board is requested that, in compliance of provisions of Section 204 of Companies Act, 2013 (**“the Act”**), read with Rule 9 of Companies (Appointment and Managerial Remuneration Personnel) Rules, 2014 and relevant rules made thereunder (**“the Rules”**), including any statutory modification(s) or re-enactment thereof for the time being in force, the Secretarial Audit Report of the Company issued by M/s. H Choudhary & Associates, Practicing Company Secretaries for the financial year March 31, 2026 shall be present before the Board for its consideration, deliberations noting and adoption.

The Board may after its consideration, pass the following resolution, if deemed fit, with or without modifications:

**“RESOLVED THAT** pursuant to the provisions of Section 204 of Companies Act, 2013 (**“the Act”**), read with Rule 9 of Companies (Appointment and Managerial Remuneration Personnel) Rules, 2014 and relevant rules made thereunder (**“the Rules”**), including any statutory

modification(s) or re- enactment(s) thereof for the time being in force), the Secretarial Audit Report of the Company issued by M/s. H Choudhary & Associates, Practicing Company Secretaries for the financial year ended on March 31, 2026 presented before the Board, is be and hereby adopted and taken on record by the Board.”

**RESOLVED FURTHER THAT** the Secretarial Audit Report for the financial year ended March 31, 2026, shall be annexed to the Board’s Report made in terms of Section 134(3) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do deeds and carry out all other acts as may be necessary for the execution of the aforesaid resolution.”

**14. TO NOTE AND ADOPT THE INTERNAL AUDIT REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, ISSUED BY M/S. KOMANDOOR & CO. LLP, CHARTERED ACCOUNTANTS:**

The Board is requested that, in compliance of provisions of Section 138 of Companies Act, 2013 (“**the Act**”), and relevant rules made thereunder (“**the Rules**”), including any statutory modification(s) or re- enactment thereof, for the time being in force, the Internal Audit Report of the Company issued by M/s. Komandoor & Co. LLP, Chartered Accountants for the financial year March 31, 2026 shall be present before the Board for its consideration, deliberations noting and adoption.

The Board may after its consideration, pass the following resolution, if deemed fit, with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Section 138 and any other applicable provisions of the Companies Act, 2013, (“**the Act**”) read with relevant rules made thereunder (“**the Rules**”), including any statutory modification(s) or re- enactment thereof for the time being in force), the Internal Audit Report of the Company issued by M/s. Komandoor & Co. LLP, Chartered Accountants for the financial year March 31, 2026 presented before the Board, is be and hereby adopted and taken on record by the Board.”

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do deeds and carry out all other acts as may be necessary for the execution of the aforesaid resolution.”

**15. TO NOTE AND TAKE ON RECORD THE STATEMENT OF UTILIZATION OF ISSUE PROCEEDS REVIEWED BY THE AUDIT COMMITTEE PURSUANT TO REGULATION 32 OF SEBI (LISTING**



# Sanghvi Brands Limited

## **OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015, FOR THE HALF YEAR ENDED MARCH 31, 2026:**

In compliance with Regulation 32(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), the Statement of Utilization of Issue Proceeds for the half year ended March 31, 2026, reviewed by the Audit Committee, in its meeting held prior to this Board meeting, shall be presented before the Board at the meeting.

The Board is requested to take a note of the same.

### **16. TO CONSIDER, REVIEW AND APPROVE THE:**

- a) Policy on Related Party Transactions ("**RPT Policy**") of the Company;
- b) Risk Management Policy of the Company;
- c) Nomination and Remuneration Policy ("**NRC Policy**");
- d) Whistle Blower Policy of the Company;
- e) Policy on Determining Material Event;
- f) Policy for Preservation of Documents;
- g) Prevention of Sexual Harassment Policy ("**POSH Policy**")

The Board is requested to take note of the following:

- a) The Policy on Related Party Transaction(s) ("**RPT Policy**") of the Company is due for an annual review. The Audit Committee shall review the said Policy in its meeting which shall be held prior to this Board meeting and is of the view that it is updated and does not require any change(s)/ modification(s)/ amendment(s). The details of policy may be presented to the Board for its noting.
- b) The Risk Management Policy is due for annual review. The details of policy may be presented to the Board for its noting. The Audit Committee shall review the said Policy in its meeting which shall be held prior to this Board meeting and is of the view that it is updated and does not require any change(s)/ modification(s)/ amendment(s). The details of policy may be presented to the Board for its noting.
- c) The Nomination and Remuneration Policy ("**NRC**") of the Company is due for an annual review. The details of policy may be presented to the Board for its noting.
- d) The Whistle Blower Policy of the Company is due for an annual review. The details of policy may be presented to the Board for its noting.
- e) Policy on Determining Material Events is due for an annual review. The details of policy may be presented to the Board for its noting.

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- f) Policy for Preservation of Documents is due for an annual review. The details of policy may be presented to the Board for its noting.
- g) Policy for Prevention of Sexual Harassment is due for an annual review. The details of policy may be presented to the Board for its noting.

(hereinafter referred to as the “Policies”). The Board may be requested to consider and approve the Policies.

**17. TO TAKE A NOTE OF THE QUARTERLY AND HALF YEARLY AND YEAR ENDED BSE LISTING COMPLIANCES FILED BY THE COMPANY FOR THE QUARTER AND HALF YEAR ENDED MARCH 31, 2026:**

The Board is requested to take note of the following BSE compliances filed during the quarter and half year ended March 31, 2026:

- a) Intimation for Closure of Trading Window pursuant Regulation 9 read with Clause 4 of Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- b) Annual Disclosure by the Promoters under Regulation 31(4) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulation, 2011.
- c) Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2026.
- d) SDD Compliance Certificate pursuant to Regulation 3(5) and (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended March 31, 2026.
- e) Shareholding Pattern pursuant to Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended March 31, 2026.
- f) 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 March 31, 2026.
- g) 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 March 31, 2026.

- h) Reconciliation of Share Capital Audit Report of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2026.
- i) Disclosure of large corporate entity as per Circulars vide no. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018, and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/172 dated October 19, 2023 (“SEBI Circulars”) issued by Securities and Exchange Board of India on ‘Fund raising by issuance of Debt Securities by Large Entities.

**18. TO TAKE A NOTE OF THE STATEMENT DETAILING THE REDRESSAL OF INVESTOR GRIEVANCES FOR THE QUARTER ENDED MARCH 31, 2026 IN TERMS OF 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, (“**Listing Regulations**”), the Statement detailing the Redressal of Investor Grievances submitted to the Bombay Stock Exchange (“**BSE / Stock Exchange**”) for the quarter ended March 31, 2026, shall be presented before the Board at the meeting.

The Board is requested to take a note of the same.

**19. TO GRANT AUTHORIZATION FOR THE FILING OF VARIOUS E-FORMS WITH THE REGISTRAR OF COMPANIES (“ROC”).**

The Board may consider that in order to facilitate smooth and timely filing of various forms, returns, applications, documents and other statutory filings with the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”) and other statutory/regulatory authorities, and to avoid obtaining repetitive approvals from the Board for each individual filing, it is proposed to grant a continuing authorization in favour of Mr. Narendra Sanghvi or Mr. Darpan Sanghvi or Ms. Disha Sanghvi and CS. Aman Sharma, severally/jointly to sign, execute, certify, submit and file all such forms and documents on behalf of the Company.

The proposed authorization shall remain valid for a period of five (5) years from the date of approval of the Board, unless revoked or modified earlier by the Board of Directors.

The Board shall be requested to deliberate on the aforesaid matter and pass the following resolution, if deemed fit, with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder and other applicable laws, if any, consent of the Board be and is hereby



# Sanghvi Brands Limited

accorded to authorize Mr. Narendra Sanghvi or Mr. Darpan Sanghvi or Ms. Disha Sanghvi or CS Aman Sharma, severally, on behalf of the Company, to sign, execute, certify, submit, file and complete all forms, returns, applications, e-forms, declarations, affidavits, documents, papers and writings, whether physically or electronically / digitally, including all MCA e-Forms and other statutory filings along with annexures and attachments thereto, with the Registrar of Companies ("**ROC**"), Ministry of Corporate Affairs ("**MCA**") and/or any other statutory, regulatory or governmental authority, as may be required from time to time in connection with the affairs and operations of the Company.

**RESOLVED FURTHER THAT** the aforesaid authorization shall remain valid and effective for a period of five (5) years from the date of passing of this resolution unless modified or rescinded earlier by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the aforesaid authorized persons be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign and execute all such documents, papers and writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and completion of all related statutory and regulatory compliances on behalf of the Company.

**RESOLVED FURTHER THAT** a certified true copy of this resolution be provided to any authority or person as may be required under the signature of any Director or Authorized Representative of the Company."

**20. 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.