

REF.: _____

Date: _____

To
Name of Director
Residential Address

Dear Sir,

Subject: Letter of Appointment for Independent Director

We thank you for your confirmation to Sanghvi Movers Limited ("SML/ Company") that you meet the "independence" criteria as envisaged in section 149 (6) of the Companies Act, 2013 and clause 49 of the Listing Agreement (as amended vide circular issued by SEBI ref no. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and effective from October 01, 2014) and also for consenting to hold the office as Director of the Company.

Pursuant to your confirmation, we are pleased to inform you on behalf of the Board of Directors of Sanghvi Movers Limited ("SML/ Company") that the Members of the Company, on the recommendation of the Board of Directors and the Nomination and Remuneration Committee, have appointed you as an Independent Director on the Board of Directors of SML. This Letter of Appointment sets out the terms and conditions covering your appointment, which are as follows:

1. Term of Office:

- a. In accordance with the provisions of the Companies Act, 2013 and rules thereof (hereinafter referred to as the "Act") and the Listing Agreement, you have been appointed as an Independent Director.
- b. The appointment is for a term of ___ years (_ years) consecutive years upto _____.
- c. The term "Independent Director" should be construed as defined under the Companies Act, 2013 and the Listing Agreement.

2. Committees:

- a. You are a _____Member/Chairman of the _____, _____ & _____Committees and Member of _____Committee, _____ & _____ Committees of the Board of Directors. The terms of reference of the said Committees of which you are a Member / Chairman have been communicated to you and noted by you.

- b. The Board of Directors 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. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. **Role and Duties:**

Your role and duties will be those as specified for an Independent Director under the Act and the Listing Agreement. The same are set out in detail in the Code of Conduct for Board of Directors and Senior Management of SML. (A copy of this Code is attached as *Annexure A*). Broadly it covers the following:

- a. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013.
- b. You will not hold office as a Director or any other office in a competing firm/entity.
- c. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
- d. You are expected to:
 - (i) facilitate Company's adherence to high standards of ethics and corporate behavior;
 - (ii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
 - (iii) guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
 - (iv) take decisions objectively and solely in the interests of the Company;
 - (v) take decisions objectively and solely in the interests of the Company;
 - (vi) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk

management, financial and operational control, and compliance with the law and relevant standards.

4. **Time Commitment:**

- a. In performance of your role and duties effectively, as set out at 3 above, you will be expected to attend Board and Committee Meetings to which you are or you may be appointed & Shareholders meetings and to devote such time as may be appropriate. You will be given adequate advance notice of the dates of the Board, Committee and General Meetings.
- b. As Chairman of Audit, Nomination & Remuneration, Stakeholders Relationship Committees, you shall attend every General Meeting.
- c. In the event you are unable to attend any General Meeting during your tenure as Chairman of this Committee, you shall authorise any other member on this Committee to attend the General Meetings, which you cannot remain present at.
- d. As Chairman of the Audit Committee, you shall attend every Annual General Meeting. You cannot authorise any other member on this Committee to attend the Annual General Meeting.
- e. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

5. **Status of Appointment:**

This letter sets out your terms of appointment as an Independent Director. Your relationship with the company will be that of an office holder and not one of contract of employment in the company.

6. **Remuneration:**

You will be paid such remuneration by way of sitting fees for attending meetings of the Board, its Committees and a Commission on profits, as may be decided by the Board.

7. **Reimbursement of Expenses:**

In addition to the remuneration described in paragraph 6, the Company will, for the period of your appointment, reimburse you for travel and other incidental expenses incurred by you in the performance of your role and duty.

8. Conflict of Interest:

- a. It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment and changes if any thereafter.
- b. In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment that you are independent, this should be disclosed to both the Chairman and the Company Secretary.

9. Confidentiality:

All information acquired during the course of your appointment as Independent Director of the Company is confidential to SML and should not be released, either during your appointment (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 material made available to you and in your possession by SML.

10. Dealing in the securities of the Company:

You are required to ensure the compliance with the Code of Conduct for Prevention of Insider Trading in securities of SML.

In accordance with the said Code, you shall not:

- (a) either on your behalf or on behalf of any other person, deal in the securities of the Company, when in possession of any unpublished Price Sensitive Information; or
- (b) communicate or counsel or procure directly or indirectly any unpublished price sensitive information to any person, who while in possession of such information, shall not deal in securities.

However, it need not be concluded that you are barred from dealing in the securities of the Company. You are permitted to deal in the securities of the Company, provided you follow the Code.

You should avoid making any statements about the Price Sensitive Information that might risk a breach of these requirements, without prior clearance from the Chairman.

A copy of the said Code of Conduct is attached herewith.

11. **Induction:**

The management will be organizing a suitable training programme for the newly inducted Independent Director/s to familiarize them with the Company, etc. The existing Independent Directors can also undergo the training programme, if they so wish. The dates of the training programme will be intimated sufficiently in advance.

12. **Evaluation mechanism:**

Your performance evaluation will be done on an annual basis by the Nomination and Remuneration Committee as well as by the Board of Directors.

13. **Directors' and Officers' (D and O) Insurance:**

The Company may obtain a Directors and Officers Liability Insurance Policy for you. Details of the same will be provided by the Company Secretary as and when such a policy is taken by the Company.

14. **Governing Law:**

This Letter of Appointment is governed by and will be interpreted in accordance with Indian Law and your engagement shall be subject to the jurisdiction of the Indian courts.

The aforesaid terms and conditions of your appointment may be varied from time to time in accordance with amendments to the Act, and any other applicable legislation, if any.

Kindly confirm your acceptance of these terms by signing and returning to us the enclosed duplicate copy of this letter.

Thanking you,
Yours sincerely,
For Sanghvi Movers Limited

Chairman

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING FOR SANGHVI MOVERS LTD.

Introduction

The Insider Trading means dealing in securities of Sanghvi Movers Limited, when in possession of, any unpublished price sensitive information.

With a view to govern a conduct of insiders on matters relating to insider trading, SEBI had formulated SEBI (Prohibition of Insider Trading) Regulations, 1992 ("Regulations"). As per Chapter IV of the Regulations all listed companies are required to frame a code of internal procedure and conduct as near thereto the model code specified in Part A of Schedule I of the Regulations without diluting in any manner and ensure compliance of the same.

Sanghvi Movers Limited has formulated this Code of Conduct called as "**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING FOR SANGHVI MOVERS LTD.**" which came into effect after adopted by the Board of Directors in its meeting held on 23rd January, 2009.

All Directors and Designated Employees of Sanghvi Movers Limited are governed by this Code and required to strictly adhere to the Regulations and Code.

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING FOR SANGHVI
MOVERS LTD.**

1. This Code of Conduct may be known as **"SANGHVI MOVERS LIMITED CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING"** hereinafter referred to as the **"CODE OF CONDUCT"** which came into effect on 23rd January, 2009.
2. This Code of Conduct has been made pursuant to Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended and modified by the Board of Directors from time to time.

3. **Definitions**

"Act" means the Securities and Exchange Board of India Act, 1992;

"Board" means the Board of Directors of the Company;

"Company" means the Sanghvi Movers Limited having a registered office at Survey No. 92, Tathawade, Taluka Mulshi, Pune 411033;

"Compliance Officer" means the officer of the Company designated by the Board of Directors of the Company for the purpose of implementation and monitoring of the "Code of Conduct";

"Designated Employee" means

- (i) every Employee in the top three layers of the Management
- (ii) every Executive Secretary / Executive Assistant to the Director of the Company and who sits at the Corporate Office.
- (iii) every Employee in the Finance, Accounts, Secretarial and EDP Department at the Corporate Office; and
- (iv) any other employee as may be designated by the Compliance Officer in consultation with the Managing Director /Executive Director of the Company considering the objectives of the Code

"Director" means the Directors on the Board of the Company including the

Chairman & Managing Director and Executive Director;

“Dealing in securities” means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the shares of the Company by any person either as principal or agent;

“Dependent” shall include the spouse, dependent children, dependent parents, dependent in-laws, dependent brothers & sisters and such other family members as may be notified by him /her;

“Insider” means any person who,

- (i) is or was connected with the Company or is deemed to have been connected with the Company and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of a company, or
- (ii) has received or has had access to such unpublished price sensitive information.

“Price Sensitive Information” means any information, which relates directly or indirectly to the Company and which if published, is likely to materially affect the price of the shares of the Company.

Explanation - the following shall be deemed to be price sensitive information

- Declaration of Financial results (quarterly, half yearly and annual)
- Declaration of dividends (interim and final)
- Issue of securities by way public/rights/bonus etc.
- Any major expansion plans
- Amalgamation, mergers, takeovers and buy-back
- Disposal of whole or substantially whole of the undertaking
- Any significant changes in the policies, plans or operations of the company

“Regulations” means the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time;

“Stock Exchange” means a Stock Exchange, which is recognized by the Central Government or SEBI under section 4 of Securities Contracts (Regulations) Act, 1992;

“Trading Window” means a Trading Period for trading in Company’s securities as specified by the Company from time to time;

“Unpublished” means information, which is not published by the Company;

“Working Day” shall mean the working day when the regular trading is permitted on the concern Stock Exchange where the securities of the Company are listed.

Explanation – Speculative Reports in print or electronic media shall not be considered as published information and all other words and phrases will have the same meaning as defined under the regulations as amended from time to time and also under the Act.

4. This Code of Conduct will be applicable to all the “Directors” and “Designated Employees” as defined under para 3 hereinabove.

5. COMPLIANCE OFFICER

- i. The Company Secretary of the Company, who reports to the Chairman & Managing Director/Executive Director, is the Compliance Officer for setting forth the policies and procedures and to implement and monitor adherence to this ‘Code of Conduct’ and the applicable laws and regulations and policies and procedures, pre-clearing of Directors’ and Designated Employees’ and their dependents’ trades, monitoring of trades, on the basis of intimation received from the Directors and Designated Employees and the implementation of the code of conduct under the overall supervision of the Board of the company. The Compliance Officer shall maintain a record of the Designated Employees and any changes made in the list of Designated Employees.
- ii. The Compliance Officer shall assist all the employees in addressing any

clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Conduct.

- iii. In the absence of the Compliance Officer, either of Legal Officer/ Internal Auditor/Executive Director authorized by the Executive Director/Chairman & Managing Director shall be the Compliance Officer.

6. RESPONSIBILITY OF ALL DIRECTORS AND DESIGNATED EMPLOYEES

No Director / Designated Employee shall pass on any price sensitive information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company. No Director / Designated Employee shall communicate any unpublished price sensitive information to any person except those within the company who need the information to discharge their duty and whose possession of such information will not give rise to conflict of interest or appearance of misuse of the information.

- i. No Director / Designated Employee shall communicate or counsel any unpublished price sensitive information to any person who while in possession of such unpublished price sensitive information shall not deal in the securities of the Company.
- ii. All the Directors / Designated Employees will have to keep the files containing confidential material relating to the price sensitive information fully secured. Computer files must be kept with adequate security of login and password etc..
- iii. When the trading window is closed, the Directors / Designated Employees shall not trade in the Company's securities in such period.

7. THE DESIGNATED EMPLOYEES / DIRECTORS SHALL BE SUBJECT TO TRADING RESTRICTIONS IN THE FOLLOWING MANNER

Trading Window

- i. The Trading window will be closed before 7 days prior to the happening of the

following events and shall remain closed upto 24 hours after the publication of the price sensitive information

- Declaration of Financial results (quarterly, half yearly and annual)
- Declaration of dividends (interim and final)
- Issue of securities by way public/rights/bonus etc.
- Any major expansion plans
- Amalgamation, mergers, takeovers and buy-back
- Disposal of whole or substantially whole of the undertaking
- Any changes in the policies, plans or operations of the company

Restrictions on Trading

No Director / Designated Employee either alone or along with his /her dependents shall conduct any dealings in the securities of the Company during the closure of the Trading Window.

Pre-clearance of Trades

The Director / Designated Employee either alone or along with his /her dependents intending to deal in the shares of the company exceeding the threshold limit of 25000 shares or Rs. 5 Lacs in value or 1% of the total shareholding or voting capital, whichever is lower, per transaction will have to make:

- i. An application (as per Annexure 2) to the Compliance Officer for pre-clearance of the transaction along with the following undertaking:
 - b. that the Director / Designated Employee does not have any access or has not received "price sensitive information" upto the time of signing the undertaking.
 - c. that in the case Director / Designated Employee has access to or receives "price sensitive information" after signing the undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his position and he/she would completely refrain from dealing in the securities of the Company till the

- time such information becomes public.
- d. that he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - e. that he/she has made a full and true disclosure in the matter.
- ii. Only after receiving the clearance, the transaction should be carried out. The clearance should be given in such a format as per Annexure 4.
 - iii. In the absence of the Compliance Officer due to leave etc.; the officer designated by him/her from time to time shall discharge the function referred above.

8. OTHER RESTRICTIONS

- i. All Directors / Designated Employees of the company and their dependents shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Director / Designated Employee must pre-clear the transaction again.
- ii. All Directors / Designated Employees of the company who buy or sale any number of securities of the Company shall not enter into an opposite transaction i.e. sale or buy any no. of securities during the next 6 months following the prior transaction.

In the case of subscription in the primary market (initial public offers), the abovementioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- iii. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.

9. REPORTING & DISCLOSURE REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

- i. All Directors / Designated Employees of the company shall be required to forward

details of their dealings in Securities of the Company including the statement of dependent family members to the Compliance Officer within 15 days from the date of adoption of Code or within 2 working days of joining the Company, whichever is later:

- a. all holdings in Company's securities as on the date of adoption of code as per Annexure 1.
- b. all holdings in Company's securities on the date of joining as per Annexure 1 and form 'B' under the Regulations.
- ii. All Directors / Designated Employees of the company shall be required to forward details of their position in Securities of the Company as on 31st March of every year to the Compliance Officer within 15 days from the date of respective 31st March of every year in such form and manner as per Annexure 6.
- iii. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Directors / Designated Employees for a minimum period of three years.
- iv. The Compliance Officer shall place before the Chairman and Managing Director/Executive Director or Committee as specified by the Company, on a monthly basis all the details of the dealings in the securities of the Company by Directors / Designated Employees of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

10. PENALTY FOR CONTRAVENTION

- i. The Company will take a disciplinary action including penalty, fine, salary freeze, suspension, ineligible for future participation in employee stock option plans, etc. against the Director / Designated Employee who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct or violate any other provisions of this Code of Conduct.
- ii. The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 1992.

11. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION

OF INSIDER TRADING) REGULATIONS, 1992

If the Company/Compliance Officer has observed that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company/Compliance Officer will inform to the Chairman and Managing Director/ Executive Director or to the Committee as specified by the Board and simultaneously to the SEBI.