

NOTICE

NOTICE is hereby given that the 83rd Annual General Meeting (AGM) of Polson Ltd (“the Company”) will be held on Monday, September 30, 2024 at 10.00 a.m. at the Registered Office of the Company situated at ChitraKuti at Ambaghat, Vishalgad, Taluka-Shahuwadi, Dist. Kolhapur, Kolhapur-415 101 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements as at 31st March 2024 along with the Profit and Loss Account for the year ended on that date and the Report of the Board of Directors’ and Auditor’s thereon.
2. To appoint a director in place of Mr. Dhau Lambore (DIN: 02274626) who retires by rotation in terms of section 152 (6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.

Special Business:

3. To appoint Mr. Youhaan Amol Kapadia (DIN-09509180) as an Executive Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of section 152 of the Companies Act, 2013 and any other applicable provisions thereof and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded to the change the designation of Mr. Youhaan Amol Kapadia (DIN-09509180) from Non-Executive Non-Independent Director to Executive Director of the Company on the terms and conditions and remuneration as may be decided by the Board and Nomination and Remuneration Committee from time to time subject to the limits as specified under the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded if in any financial year during his tenure as an Executive Director, the Company has no profit or inadequate profit, Mr. Youhaan Amol Kapadia shall be entitled to remuneration as mentioned under explanatory statement item no. 3.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”

4. To appoint Ms. Alka Shashikant Dhuri (DIN-10657583) as a Non-Executive Woman Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in pursuant to the provisions of sections 152, 160, 161 read with other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Alka Shashikant Dhuri (DIN-10657583) who was appointed as an Additional Non-Executive Director with effect from May 30, 2024 in accordance with the provisions of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Woman Director of the Company, whose period of office is liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”

5. **Approval for Related Party Transactions**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in supersession to the earlier resolution passed and pursuant to the provisions of section 188 of the Companies Act, 2013, and other applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed at their respective meetings, consent of shareholders be and is hereby accorded to the Board of Directors of the Company to sell, lease or otherwise dispose off the property of the of the company to related party within the meaning of the Act and SEBI Listing Regulations for consideration of not exceeding Rs.15 Crores (Rupees Fifteen Crores) approximately as the framework provided under explanatory statement and on such terms and conditions as the Chairman or the Managing Director of the company in their discretion consider beneficial to the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee thereof be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board / any Committee thereof is also hereby authorized to resolve and settle

all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors of
POLSON LTD

Place: Mumbai
Date: 14.08.2024

Sampada Sachin Sawant
Company Secretary & Compliance Officer
Membership No.: ACS 51343

: NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 (“Act”), read with the applicable rules thereon, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or member. A proxy form is attached hereto.
3. The instrument appointing a proxy and the power of attorney, if any, under which it is signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting. A proxy does not have the right to speak at the meeting and cast votes only on a poll. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable.
4. Members, Proxies and Authorised Representatives are requested to bring to the AGM, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.
6. Corporate/ Institutional members intending to send their authorized representative to attend the Meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the company, a certified true copy of the relevant Board of Directors resolution together with their respective specimen signatures authorizing their representative (s) to attend and vote on their behalf at the meeting.
7. The Notice is being sent to all the Members, whose names appeared in the Register of Members. The Notice of the AGM will also posted on the website of the Company <http://www.polsonltd.com>.
8. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The Information under Regulations 26(4) and the profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations, 2015) and as required under the Secretarial Standard on General Meeting is annexed.
9. In terms of the provisions of Section 152 of the Act, Mr. Dhau Lambore (DIN: 02274626), retires by rotation as a Director at this Meeting. Mr. Dhau Lambore and his relatives shall be deemed to be interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except above, none of the Directors / Key Managerial

Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out at Item No. 2 of the Notice.

10. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <http://www.polsonltd.com>. Members holding shares in physical form may submit the same to Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Pvt. Ltd. ("Purva"). Members holding shares in electronic form may submit the same to their respective depository participant.
11. Documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of this meeting.
12. Book Closure: The Register of Members and Share Transfer Books of the Company will remain close from Tuesday, 24th September, 2024 to Monday, 30th September, 2024.
13. The Voting rights of members shall be in proportion to their shares in the paid up equity share capital of the company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 23, 2024, only shall be entitled to avail facility of voting at the venue of meeting. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent / Company.
15. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Purva on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
16. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Registrar and Transfer Agent of the Company for doing their needful.
17. Members are requested to notify change in address, if any, immediately to the Registrar and Transfer Agent of the Company quoting their folio numbers.
18. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.

19. Members/ Proxy holders are requested to bring at the venue of Annual General Meeting their attendance slip duly signed so as to avoid inconvenience.

20. The route map showing directions to reach the venue of the Eighty Third is annexed.

21. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Purva Shareregistry India Private Limited (RTA).

23. Share Transfer Permitted only in Demat: Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, it is advised that transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1st, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, members holding shares in physical form are requested to take action to dematerialize the Equity Shares, promptly to avoid inconvenience in future.

24. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to compliance@polsonltd.com.

In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 83rd AGM along with the Annual Report for Financial year 2023-2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the physical copy of the Annual Report will not be sent. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered/ updated the same. Members may note that the Notice and Annual Report for the Financial year 2023-2024 will also be available on the Company's website at <https://www.polsonltd.com/finance-investor-relation-annual-reports> and website of the stock exchanges i.e., BSE Limited at www.bseindia.com.

25. Green Initiative: Members are requested to join the Company in supporting the Green Initiative taken by Ministry of Corporate Affairs ("MCA") to effect electronic delivery of documents to the members at the E-mail addresses registered for the said purpose. Members are hereby requested to register their E-mail addresses with their Depository Participant or with Purva Shareregistry India Pvt. Ltd, Registrar and Share Transfer Agent (RTA) of the Company, for sending various Notices, Dividend intimation and other documents through Electronic Mode.

Those members who have changed their E-mail Addresses are requested to register their E-mail ID / New Addresses with RTA, in case the shares are held in physical form and with the Depository Participants where shares are held in Demat mode.

Members are requested to update their complete bank account details with their depositories where shares are held in dematerialized mode and with Registrar & Share Transfer Agent (“RTA”) of the Company i.e. Purva Shareregistry India Private Limited by sending the request at support@purvashare.com along with copy of the request letter signed by the Members mentioning the name, folio number, bank account details, self-attested copy of PAN card and cancelled cheque leaf.

26. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to the Company or the Registrar and Transfer Agent of the Company. The said form can be downloaded from the Company’s website <http://www.polsonltd.com>. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.

27. The Notice for the Annual General Meeting and all the documents referred to in the accompanying notice will be available for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon up to the date of Annual General Meeting. The Notice will also be available on the Company’s website at: <http://www.polsonltd.com>.

28. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the General Meeting, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.polsonltd.com>, notice board of the Company at the registered office as well as the corporate office and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.

➤ **THE INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Friday, September 27, 2024 from 9.00 A.M. and ends on Sunday, September 29, 2024 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- (iv) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to</p>

login through their Depository Participants	NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- (vi) The shareholders should log on to the e-voting website www.evotingindia.com.
- (vii) Click on “Shareholders” module.
- (viii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (xi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (xii) After entering these details appropriately, click on “SUBMIT” tab.
- (xiii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xvi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xviii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(i) **Facility for Non - Individual Shareholders and Custodians - Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@polsonltd.com (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv

Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

29. Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 (SS-2):

Name of the Director	*Mr. Dhau Lambore	**Youhaan Kapadia	***Alka Dhuri
Age	73 yrs	27 yrs	44 yrs
Director Identification Number (DIN)	02274626	09509180	10657583
Date of Appointment on the Board	12.05.2008	30.05.2024	30.05.2024
Qualifications	Mr. Dhau Lambore aged 68 years is an under graduate. He has overall work experience of nearly 41 years. Mr. Dhau Lambore is having knowledge of leather chemicals for more than 40 yrs.	Mr. Youhaan Kapadia is a Graduate from Boston University and recently joined the family business. In particular he has a fondness for hospitality and is currently working on seeing how he can monetize some of the family's holdings into hospitality related ventures. When not busy with work, Youhaan enjoys flying drones in Mumbai and Alibaug.	Ms. Alka Shashikant Dhuri is a M.COM. & PGDFM degree holder. She is managing account of private and public limited companies. She has work experience of 23 yrs approximately. She is independently managing real estate projects for last Ten (10) years. She has proficiency in finalizing the accounts/preparing and filing annual returns, preparing and filing GST and income tax returns.
Expertise in specific functional area	Mr. Dhau Lambore has overall 41 years of experience	Mr. Youhaan Kapadia has expertise in hospitality	Ms. Alka Dhuri has proficiency in finalizing the accounts/preparing and filing annual returns, preparing and filing GST and income tax returns.

Number of shares held in the Company	Nil	Nil	Nil
Terms and Conditions	-	-	-
Justification for appointment of Independent Director	Not Applicable	Not Applicable	Not Applicable
List of the directorships held in other listed entities	please refer to the Corporate Governance Report	NA	NA
Chairman / Member in the Committees of the Boards of companies in which he is Director	please refer to the Corporate Governance Report	NA	NA
Relationships between Directors inter-se	-	Mr. Amol Jagdish Kapadia is his Father.	-

For other details of the aforesaid directors, please refer to the Corporate Governance Report.

*The Board of Directors proposes the re-appointment of Mr. Dhau Lambore as Non- Executive - Non-Independent Director and **Mr. Youhaan Kapadia as an Executive Director Non-Independent Director and ***Ms. Alka Dhuri as a Non-Executive Director, Non-Independent Director recommends the resolution as set out in Item No. 2, 3 and 4 of the Notice for the approval of the members at the ensuing Annual General Meeting.

By Order of the Board of Directors of
POLSON LTD

Place: Mumbai
Date: 14.08.2024

Sampada Sachin Sawant
Company Secretary & Compliance Officer
Membership No.: ACS 51343

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3:

The Board at its meeting held on May 30, 2024 appointed Mr. Youhaan Kapadia (DIN: 09509180) as a Non-executive Director of the Company. As per the provisions of regulation 17(1)(a) of the [SEBI \(Listing Obligations and Disclosure Requirements\) Regulations, 2015](#), board of directors of every listed company shall have an optimum combination of executive and non-executive directors and not less than fifty per cent of the board of directors shall comprise of non-executive directors. Accordingly, in order to comply with this provision, the Board of directors of the Company, [on the recommendation of the Nomination & Remuneration Committee, resolved to change the designation of Mr. Youhaan Kapadia \(DIN: 09509180\) from Non-Executive Director to Executive Director of the Company](#), subject to the approval of shareholders at general meeting / postal ballot.

The Board feels that his association would be of immense benefit to the Company and it is desirable to avail his services as an Executive Director.

The terms and conditions, including remuneration of Mr. Youhaan Kapadia are as detailed below:

- | | | |
|---------------------------|---|---|
| 1. Basic Salary | : | Rs. 4,50,000/- p.m. |
| 2. Personal Allowance | : | Rs. 50,000/- p.m. |
| 3. Medical | : | Reimbursement of medical expenses for self and family subject to maximum of one month's basic salary for a year. |
| | | Notwithstanding the ceiling specified in this clause, if reimbursement of expenses under this clause claimed is less than the specified maximum limit, the balance shall be added to the personal allowance on an annual basis. |
| 4. Leave Travel Allowance | : | As per provisions of Income Tax Act, 1961 |
| 5. Club | : | Club fees subject to a maximum of two clubs. This will include annual membership fees but not admission fees and life membership fees. |
| 6. Insurance | : | As per policy of the Company. |
| 7. Leave | : | Full pay leave for 30 days per annum. |
| 8. Provident Fund | : | Contribution to Provident fund/ Annuity Fund/ Superannuation Fund or allowance as per policy of the Company. |
| 9. Gratuity | : | In accordance with the policy of the company |

10. Telephone : Actual basis subject to maximum Rs. 5000/- p.m.
11. Car : Petrol expenses and Driver's salary subject to maximum of Rs. 15,000/- p.m.
12. Commission : 1% of the net profits of the Company as computed in accordance with the provisions of Section 196, 197 of the Companies Act, 2013.
13. Other Terms and Conditions : The Board of the Company may alter the terms and conditions of the said appointment from time to time, at its discretion, so as not to exceed the limits specified in Schedule V of the Act (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made thereto.

Except Mr. Youhaan Kapadia, being an appointee and Mr. Amol Kapadia, Managing Director of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the Special Resolution set out at item No. 3 of the Notice for approval by Members.

Item No. 4

Ms. Alka Shashikant Dhuri (DIN: 10657583) was appointed as a Non- Executive Additional Director on the Board of the Company on May 30, 2024. She holds the office of Non- Executive Additional Director till the ensuing General Meeting of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Ms. Alka Shashikant Dhuri as a Non-executive Director pursuant to provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member of the Company proposing the candidature of Ms. Alka Shashikant Dhuri as a Non-executive Woman Director of the Company.

Ms. Alka Shashikant Dhuri is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. Accordingly, it is proposed to appoint her as a Non-Executive Woman Director of the Company whose period of office shall be liable to retire by rotation.

The Board of Directors recommends the Ordinary Resolution set out at item No. 4 of the Notice for approval by Members.

Item No. 5:

In order to clear the long term liabilities of the Company and also to ensure the profitability of the Company, the Company has taken approval from its members in the Annual General Meeting held on September 29, 2023 for sell of the property of the Company pursuant to the Section 188 of the Companies Act, 2013 (the Act) and the applicable Rules framed thereunder read with regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI Listing Regulations) in the financial year 2023-24.

After approval from members for sell of property, the Company has proceed further in obtaining various approvals from the Government for conversion from Class 2 (Leasehold Property) to Class 1 (Freehold Property). The approval from the Government has not received during the FY 2023-2024 and is expected to be received in the FY 2024-2025.

Pursuant to rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date read with SEBI Listing Regulations, particulars of the transaction(s) with the related party(ies) are as follow;

Sr. No	Particulars	Remarks
1	Name of the Related Party	Coriander Specialities Private Limited and/or Farm Easy Agri Tech Private Limited
2	Name of the Director or KMP who is related	Amol Jagdish Kapadia and Youhaan Amol Kapadia
3	Nature of Relationship	Enterprise on which key management personnel have significant influence
4	Nature, material terms, Tenure, monetary value and particulars of the contract or arrangement	Sale of properties located at Mahabaleshwar for approx. Rs. 15 Crore
5	Any other information relevant or important for the members to take a decision on the proposed resolution	-
6	Justification for why the proposed transaction is in the interest of the listed entity	To strengthen the fund flow and reduce the current liabilities of the company.
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The proposed transactions values are derived from the market value of the property.

8	Any other information that may be relevant	-
9	A copy of the valuation or other external party report, if any such report has been relied upon	N.A.
10	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction	18% approx

The Board is of the opinion that these transactions are based on business requirements and are necessary for the smooth and efficient functioning of your Company. Further, all related party transactions of the Company are at arms-length and in the ordinary course of business as required under relevant regulations. The Company has implemented a policy on Related Party Transactions, and it undertakes related party transactions are in accordance with such policy. The Board of Directors recommend the resolution set out in item no.5 of this notice for your approval as a special resolution.

Except Promoters, Mr. Amol Kapadia and Mr. Youhaan Kapadia, Director and his relatives none of the Directors, Key Managerial Person of the company or their relatives are concerned or interested financially or otherwise in the aforesaid special resolution.