**POLICY FOR DETERMINING MATERIAL SUBSIDIARIES**

**POLSON LTD**

## 1. PREAMBLE

This Policy for Determining Material Subsidiaries ("Policy") has been framed in accordance with the provisions of Regulation 16(1)(c) and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations").

The purpose of this Policy is to determine the material subsidiaries of the Company and to provide an appropriate governance framework for such subsidiaries.

## 2. OBJECTIVE

The objectives of this Policy are:

- to determine the material subsidiaries of the Company;
- to ensure adequate governance of material subsidiary companies;
- to comply with disclosure requirements prescribed under SEBI Listing Regulations.

## 3. DEFINITIONS

**a) "Act"**

Means the Companies Act, 2013 and rules framed thereunder, as amended.

**b) "Board"**

Means the Board of Directors of the Company.

**c) "Company"**

Means **Polson Ltd**.

**d) "Independent Director"**

Means a director as defined under Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

**e) "Material Subsidiary"**

Means a subsidiary whose turnover or net worth exceeds ten percent (10%) of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

**f) "Policy"**

Means this Policy for Determining Material Subsidiaries.

All other words and expressions used but not defined herein shall have the meanings assigned to them under the SEBI Listing Regulations and the Companies Act, 2013.

**4. GOVERNANCE FRAMEWORK FOR MATERIAL SUBSIDIARIES**

The Company shall comply with the following requirements with respect to its material subsidiaries:

**4.1 Independent Director on Board**

At least one Independent Director on the Board of the Company shall be a director on the Board of an unlisted material subsidiary incorporated in India.

**4.2 Review by Audit Committee**

The Audit Committee of the Company shall review the financial statements, investments and significant transactions and arrangements of the unlisted material subsidiaries.

**4.3 Board Minutes**

The minutes of the Board meetings of the unlisted subsidiary companies shall be placed before the Board of the Company.

**4.4 Significant Transactions**

The management shall periodically bring to the attention of the Board of Directors of the Company a statement of all significant transactions and arrangements entered into by unlisted subsidiary companies.

**4.5 Disposal of Shares**

The Company shall not:

- dispose of shares in its material subsidiary resulting in reduction of its shareholding to less than or equal to fifty percent (50%); or
- cease the exercise of control over such subsidiary,

without passing a special resolution in its General Meeting, except in cases permitted under applicable law.

**4.6 Disposal of Assets**

Selling, disposing or leasing of assets amounting to more than twenty percent (20%) of the assets of a material subsidiary during a financial year shall require prior approval by way of a special resolution of shareholders, unless otherwise permitted under applicable law.

**5. DISCLOSURE**

This Policy shall be disclosed on the website of the Company in accordance with the SEBI Listing Regulations.

**6. REVIEW AND AMENDMENT**

The Board reserves the right to amend, modify or review this Policy in whole or in part, at any time, in accordance with applicable laws and regulatory requirements.

Any subsequent amendment/modification in the SEBI Listing Regulations or the Companies Act, 2013 shall automatically apply to this Policy.

**7. EFFECTIVE DATE**

This Policy shall come into effect from 25.03.2026.

**For and on behalf of**

**POLSON LTD**

**Director**

Date: 25.03.2026
Place: Mumbai