SS Retail Limited

Formerly known as: SS Retail Private Limited & SS Communication & Services Pvt. Ltd. CIN - U51599PN2016PLC164991

REGD Office : 399, 'E' Basant Bahar Road, Ratikamal Complex, Kolhapur, Maharashtra, India- 416003 Mob: +91 8600 666 111. Email - info@ssmobile.com

OPERATING GUIDELINES FOR DETERMINATION OF LEGITIMATE PURPOSE

Email: compliance@ssmobile.com
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1. PREAMBLE

This Policy on Operating Guidelines for Determination of Legitimate Purpose ("Policy") is framed in compliance with:

- Regulation 3(2A) and other applicable provisions of the **SEBI (Prohibition of Insider Trading) Regulations, 2015** ("PIT Regulations"),
- Regulation 4(2)(f), Regulation 9, Regulation 30 and other applicable provisions of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("SEBI LODR Regulations"), and
- The relevant provisions of the **Companies Act, 2013** including Section 134 (Board's Report), Section 177 (Audit Committee), Section 178 (Nomination and Remuneration Committee), and related rules.

This Policy lays down the principles and process for identifying, evaluating, and determining "Legitimate Purpose" for which **Unpublished Price Sensitive Information ("UPSI")** may be shared in the ordinary course of business, ensuring transparency, accountability, and regulatory compliance.

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2. DEFINITIONS

- **"Board"** means the Board of Directors of SS Retail Limited.
- **"Compliance Officer"** means the Company Secretary or such other senior officer designated under the PIT Regulations.
- **"Legitimate Purpose"** shall mean sharing of UPSI in the ordinary course of business by an insider with persons/entities as specified in this Policy, provided it is not carried out to evade or circumvent the PIT Regulations.
- **"Unpublished Price Sensitive Information or UPSI"** shall have the meaning assigned under Regulation2(1)(n) of the SEBI (Prohibition of Insider Trading) Regulations.
- **"Insider"** shall mean any person as defined under Regulation 2(1)(g) of the PIT Regulations.
- **"Structured Digital Database (SDD)"** means the database mandated under Regulation 3(5) of the PIT Regulations for recording UPSI sharing.

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3. OBJECTIVES OF THE POLICY

- To provide clear criteria for determination of Legitimate Purpose.
- To ensure that UPSI is shared strictly on a **need-to-know basis**.
- To prevent misuse of UPSI for insider trading.
- To align the Company's internal controls with SEBI PIT, SEBI LODR, and Companies Act requirements.
- To ensure transparent disclosures to Stock Exchanges as required under Regulation 30 of SEBI LODR.

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4. LEGITIMATE PURPOSES

The following purposes shall, inter alia, be considered as "Legitimate Purposes" for sharing UPSI:

1. **Regulatory and Statutory Obligations** – Disclosure to regulators, government authorities, stock exchanges, and judicial/quasi-judicial bodies under applicable laws.
2. **Audit and Assurance** – Disclosure to statutory auditors, internal auditors, secretarial auditors, tax auditors, cost auditors, or any authorized inspection authority.
3. **Professional Advisors** – Disclosure to legal advisors, merchant bankers, consultants, rating agencies, or other professional firms engaged for legitimate business assignments.
4. **Due Diligence / Transactions** – Disclosure in connection with mergers, acquisitions, fund-raising, restructuring, or due diligence exercises approved by the Board/Audit Committee.
5. **Business Operations** – Disclosure to employees, directors, lenders, suppliers, or strategic partners where necessary for performance of duties in the ordinary course of business.
6. **Statutory Committees** – Sharing of UPSI with Committees of the Board such as the Audit Committee, NRC, or Risk Management Committee in compliance with the Companies Act and SEBI LODR.
7. **Others** – Any disclosure as may be specifically approved by the **Managing Director/Chief Executive Officer** and the **Compliance Officer**, with details recorded in the Structured Digital Database.

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5. OPERATING GUIDELINES

1. **Need-to-Know Principle** – UPSI shall be shared only where it is **necessary and proportionate**.
2. **Pre-Approval & Documentation** – Prior approval of the Compliance Officer shall be obtained before sharing UPSI with third parties, except statutory disclosures.
3. **Structured Digital Database (SDD)** – The Company shall maintain an SDD containing:
   - Names and PAN/email/contact of persons with whom UPSI is shared.
   - Date, time, and purpose of sharing.
   - Nature of UPSI shared.

   This database shall be maintained for **8 years** in compliance with SEBI.

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4. **Confidentiality Agreements** – The Company may require execution of a **Non-Disclosure Agreement (NDA)** before sharing UPSI.
5. **Audit & Oversight** – The Audit Committee shall review adherence to this Policy annually and report material deviations in its report under Section 177 of the Companies Act.
6. **Training & Awareness** – Employees and designated persons shall be sensitized periodically about the importance of confidentiality and compliance with PIT Regulations.

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6. RESPONSIBILITIES OF RECIPIENTS OF UPSI

- To use UPSI only for the purpose disclosed.
- To not trade in the securities of the Company while in possession of UPSI.
- To maintain confidentiality and prevent leakages.
- To comply with the Company's **Code of Conduct for Prevention of Insider Trading** and **SEBI regulations**.

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7. MONITORING, REVIEW AND REPORTING

- In line with Regulation 3(2A) of the PIT Regulations and Regulation 17(8) of SEBI LODR, the Chief Executive Officer / Managing Director shall ensure that adequate and effective systems of internal controls are implemented to ensure compliance with this policy, the PIT Regulations and SEBI LODR requirements. The CEO/MD shall periodically place a report on the adequacy of such controls before the Board / Audit Committee.
- The **Compliance Officer** shall monitor and ensure compliance with this Policy.
- Any suspected leakage or misuse of UPSI shall be reported to the **Audit Committee/Board** under Regulation 9A of PIT Regulations and Regulation 4(2)(f)(ii) of SEBI LODR.
- This Policy shall be reviewed **annually** by the Board/Audit Committee and updated to remain consistent with changes in law.

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8. DISCLOSURE

- This Policy shall be disclosed on the Company's website in accordance with **Regulation 46 of SEBI LODR Regulations**.
- A reference to this Policy shall also be included in the **Board's Report** under Section 134 of the Companies Act, 2013.

Date of Approval by the Board:05/09/2025
Effective Date:05/09/2025

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