POLICY ON DIVERSITY OF BOARD OF DIRECTORS

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1. PREAMBLE

Pursuant to Regulation 19(4) read with Part D (A) (3) of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the Nomination and Remuneration Committee ("**NRC**") of all listed companies is required to formulate a Policy on Diversity of the Board of Directors.

This Policy has been framed to ensure that the Company's Board has a diverse and balanced composition, thereby enhancing the quality of governance, decision-making, and overall performance.

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2. DEFINITIONS

For the purpose of this Board Diversity Policy, the following terms shall have the meanings assigned to them hereunder:

- **"Board of Directors"** or **"Board"** means the Board of Directors of SS Retail Limited
- **"Company"** means SS Retail Limited
- **"Companies Act"** means the Companies Act, 2013, read with the rules thereunder, as amended.
- **"The Policy"** means this Policy on Diversity of Board of Directors.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI LODR Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, or the Companies Act and the rules/regulations made thereunder, as amended from time to time.

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3. OBJECTIVE OF THIS POLICY

The Company is committed to dealing with all stakeholders with full transparency and fairness, ensuring adherence to all applicable laws and regulations, and achieving the highest standards of corporate governance.

Accordingly, the Board of the Company has adopted this Policy at its meeting held on 05th September 2025, based on the recommendation of the NRC, in accordance with the SEBI LODR Regulations. The objective is to assure that the Board is fully diversified and comprises an optimal combination of executive and non-executive directors, including independent directors, with varied backgrounds, skills, and experiences.

SS Retail Limited

SS Retail Limited

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

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4. SCOPE

This Policy applies to the Board of Directors of SS Retail Limited.

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5. VISION

The Company recognizes that a diverse Board enhances performance, governance quality, stakeholder confidence, and long-term value creation. The Company aims to have a Board that reflects diversity in gender, ethnicity, age, professional experience, and industry background.

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6. POLICY STATEMENT

- The Company believes that diversity in the Board contributes to better decision-making by bringing varied skills, experiences, knowledge, and perspectives.
- The NRC is responsible for reviewing the Board's composition and ensuring diversity.
- The Board's composition shall consider Directors with expertise in finance, trading, administration, regulatory matters, sales & marketing, technology, and the mobile business sector. The Board shall be formulated with a mix of members to maintain high ethical standards.
- The NRC shall take into consideration the provisions of the Companies Act, SEBI LODR Regulations, and other statutory, regulatory, and contractual obligations of the Company.
- The Board shall ensure an optimum combination of Executive and Non-Executive Directors, with at least 50% comprising Non-Executive Directors, including at least one Woman Director, in compliance with the Companies Act, 2013 and SEBI LODR Regulations.

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7. MEASURABLE OBJECTIVES

The NRC will largely rely on the regulatory provisions of the Companies Act and the SEBI LODR Regulations/Guidelines, as applicable to the Company, and review measurable objectives for achieving diversity against these provisions. NRC will recommend such objectives to the Board for adoption. At any given time, the Board may seek to enhance one or more aspects of diversity and measure progress accordingly.

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8. POLICY REVIEW

The NRC will review this Policy from time to time to ensure its effectiveness. Any proposed changes will be discussed and recommended to the Board for consideration and approval.

SS Retail Limited

9. MONITORING AND REPORTING

- The Board's composition, including details of gender, ethnicity, age, and other relevant diversity parameters, will be disclosed in the Annual Report.
- This Policy shall be disclosed on the Company's website.
- Subject to applicable laws, the Board may amend, suspend, or rescind this Policy at any time.
- Any difficulties or ambiguities in the interpretation of this Policy will be resolved by the Board, keeping in view its broad intent.
- The Board may establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

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

SS Retail Limited