



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

## CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Email: compliance@ssmobile.com

Website: www.ssmobile.com

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### 1. PREAMBLE

This Code of Conduct ("Code") is formulated pursuant to **Regulation 17(5)** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("SEBI LODR Regulations"). It lays down the principles and standards of ethical conduct to be followed by the **Board of Directors** and **Senior Management** of SS Communication and Services Pvt Ltd (the "Company"), to promote honest and transparent governance practices.

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### 2. DEFINITIONS

- **Company** means SS Communication and Services Pvt Ltd.
- **Board of Directors / Board** refers to the Board of Directors of the Company.
- **Senior Management:** As defined under:
  - **Regulation 16(1)(d) of SEBI LODR Regulations,**
  - **Regulation 2(bbbb) of SEBI ICDR Regulations, and**
  - **Section 178(8) of the Companies Act, 2013,**  
Senior Management shall mean officers/personnel of the Company who are members of its core management team (excluding the Board), including all members of management one level below the Chief Executive Officer / Managing Director / Whole time Director / Manager of the Company / and including the Chief Executive Officer and manager in case they are not part of the Board) and specifically including the Company Secretary, Chief Financial Officer, and the functional heads of the Company.
- **Code** shall mean Code of Conduct for Directors and Senior Management.





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### 3. OBJECTIVES

The purpose of the Code is to -

- Promote high standards of governance, transparency, ethics and responsible business conduct.
- Ensure compliance with legal and regulatory requirements.
- Maintain accountability, transparency, and integrity in Company operations.
- Prevent unethical practices and conflicts of interest.
- Guide Directors and Senior Management in their duties according to highest ethical standards.

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### 4. CODE OF CONDUCT

All Directors and Senior Management shall:

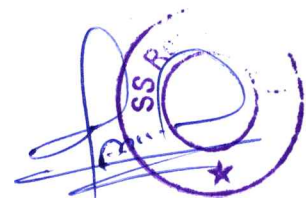
- Act in good faith and in the best interests of the Company and its stakeholders with honesty, integrity, fairness, due care and diligence.
- Maintain confidentiality of Company information.
- Avoid actual or potential conflicts of interest and disclose any such situations.
- Use Company assets and resources responsibly and not for personal gain.
- Adhere to applicable laws, rules, and regulations.
- Promote a culture of compliance, respect, and equity in the workplace.
- Disclose any material transactions or relationships involving personal interests.
- Promote safe, respectful, and equitable working conditions.
- Disclose any financial, commercial, or other material transactions where they have a personal interest on a regular basis.

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### 5. DUTIES OF DIRECTORS

The Directors shall comply with their obligations as per:

- **Section 166 of the Companies Act, 2013**, and
- **Regulation 4(2)(f) of SEBI LODR Regulations**, which define the principles governing responsibilities of the Board.





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Accordingly, Directors shall:

- Act in accordance with the **Articles of Association** of the Company and Section 149(8) and Schedule IV of the Companies Act, 2013.
- Exercise their duties with due and reasonable care, skill, and diligence.
- Act in good faith to promote the Company's objectives in the best interests of its stakeholders.
- Avoid conflicts of interest and ensure they do not derive undue personal gain.
- Not assign their office to another person.
- Ensure compliance with all applicable laws and governance policies.
- Uphold ethical standards and report concerns regarding misconduct or violation of the Code.

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## 6. DUTIES OF INDEPENDENT DIRECTORS

Independent Directors shall additionally adhere to the requirements of:

- **Section 149(8) and Schedule IV of the Companies Act, 2013,**
- Ensure effective functioning of the Board and its Committees.
- Safeguard the interests of minority shareholders.
- Report concerns about unethical behaviour or suspected fraud.
- Maintain confidentiality and ensure integrity of information accessed.
- Attend Board and Committee meetings regularly and actively participate in decision-making.
- Seek independent professional advice, where necessary.
- Monitor the effectiveness of the Company's vigil mechanism.
- Protect confidentiality and report unethical behaviour and act in a transparent manner.
- Participate constructively and keep themselves aware with the functioning of the company.

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## 7. COMPLIANCE

All Directors and Senior Management shall annually affirm compliance with this Code as instructed in regulation 26(3) of the Listing regulation.







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## 8. WEBSITE DISCLOSURE

In compliance with **Regulation 46(2)(d)** of SEBI LODR Regulations, this Code shall be published and maintained on the Company's official website: [www.ssmobile.com](http://www.ssmobile.com).

## 9. CEO DECLARATION

In line with **Part C of Schedule V** of the **SEBI LODR Regulations**, the **Chief Executive Officer (CEO)** of the Company shall annually affirm, and certify in the Corporate Governance section of the Annual Report, that all **Board Members and Senior Management Personnel have complied with the Code of Conduct**.

## 10. DISCLOSURE IN ANNUAL REPORT

A **web link to this Code** shall be disclosed under the **Corporate Governance section** of the **Company's Annual Report**, as required under applicable SEBI regulations.

## 11. AMENDMENTS

This Code may be reviewed and amended by the Board of Directors from time to time to ensure compliance with applicable laws and evolving best practices. Any statutory amendment that has an overriding effect on any provision of this Code shall be deemed to be part of the Code automatically.

Approved by the Board of Directors on: 05/09/2025  
Effective Date: 05/09/2025

