



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

## DIVIDEND DISTRIBUTION POLICY

### SS RETAIL LIMITED

CIN - U51599PN2016PLC164991

Registered Office: 399, E, Basant Bahar Road, Ratikamal Complex, Shop 6-7, Kolhapur, Maharashtra, India - 416003

Phone No: 9730318611

Email: compliance@ssmobile.com

Website: www.ssmobile.com

### 1. OBJECTIVE

This Dividend Distribution Policy (the "**Policy**") sets out the principles and criteria that the Board of Directors (the "**Board**") of SS Retail Limited (the "**Company**") will consider when recommending or declaring dividends to its shareholders.

The objective of this Policy is to ensure a balance between:

- Distributing profits to shareholders,
- Retaining earnings for reinvestment in business growth,
- Strengthening financials, and
- Supporting long-term value creation.

The Company believes that sustainable growth delivers optimal shareholder value. Thus, profit allocation shall prioritize working capital, expansion, debt reduction, strategic opportunities, and only thereafter, dividend distribution.

### 2. DEFINITIONS

For the purposes of this Policy:

- "**Act**" means the Companies Act, 2013 and rules made thereunder.
- "**Applicable Laws**" means all laws, rules, regulations, circulars, notifications, and guidelines including SEBI LODR and the Act, as may be applicable to the Company.
- "**Board**" means the Board of Directors of the Company.
- "**Company**" means SS Retail Limited.
- "**Dividend**" shall include interim and final dividend as defined under the Act.
- "**Policy**" means this Dividend Distribution Policy.
- "**Shareholders**" means holders of equity shares of the Company.





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### 3. REGULATORY FRAMEWORK

This Policy is framed in accordance with:

- Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and
- Applicable provisions of the Companies Act, 2013 and rules thereunder.

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### 4. APPLICABILITY

This Policy shall apply to:

- Final dividends recommended by the Board and approved by shareholders.
- Interim dividends declared by the Board.

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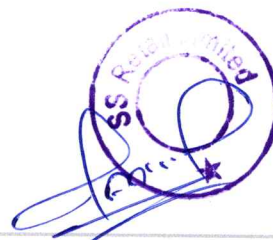
### 5. PARAMETERS FOR DIVIDEND DECLARATION

#### I. Financial Parameters and Internal Factors:

- Consolidated net operating profits
- Retained earnings and accumulated reserves
- Free cash flows and liquidity position
- Capital expenditure requirements
- Working capital needs
- Resources required for acquisitions (organic/inorganic)
- Contingency reserves and debt servicing obligations
- General corporate purposes
- Any other factor as deemed relevant by the Board

#### II. External Factors:

- Economic conditions and industry outlook
- Legal and regulatory developments
- Applicable taxes (including dividend tax)
- Restrictions imposed by lending agreements





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## 6. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

### Dividend may not be declared when:

- The Company has inadequate or no profits
- Cash flows are insufficient
- Higher working capital or expansion needs exist
- Acquisition or investment plans demand significant capital
- Restrictions exist under financing or legal agreements
- Macroeconomic uncertainties prevail

### Dividend may be considered when:

- The Company has consistent and adequate profits
- Free cash flows are available without compromising internal needs
- No major internal expansion or acquisition plans are in pipeline
- The Board believes distributing surplus will serve shareholder interest

In cases where the Board decides against declaring a dividend, rationale shall be provided in the Annual Report.

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## 7. MANNER OF DIVIDEND PAY-OUT

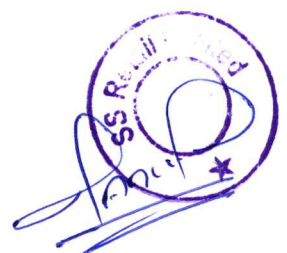
- Dividends may be declared as Interim or Final.
- Dividends shall be paid in cash, through electronic transfer, or via dividend warrants as permitted.
- The Board shall strive for a consistent dividend policy, subject to business performance and external circumstances.

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## 8. UTILIZATION OF RETAINED EARNINGS

The retained earnings may be used for:

- Funding future growth and expansion (capex/opex)
- Strengthening the balance sheet
- Buyback of shares





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- Organic or inorganic investments
- General corporate purposes
- Meeting unforeseen contingencies
- Declaring dividends in future periods
- Any other purpose as may be approved by the Board and permitted under applicable laws

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## 9. COVENANTS AND RESTRICTIONS

Due consideration shall be given to restrictions or covenants under agreements with financial institutions, investors, or any other binding arrangement before declaring or recommending dividends.

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## 10. POLICY REVIEW AND AMENDMENTS

- The Board shall review this Policy periodically or as required.
- Any material changes or deviations shall be disclosed in the Annual Report and on the Company's website, along with appropriate rationale.

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## 11. DISCLOSURE

- This Policy shall be hosted on the Company's website - [www.ssmobile.com](http://www.ssmobile.com).
- A web link to the policy shall be provided in the Annual Report in accordance with Regulation 43A of the SEBI LODR Regulations.

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## 12. DISCLAIMER

Nothing in this Policy shall obligate the Company to declare or pay any dividend. The declaration of dividend is subject to the discretion of the Board after considering all relevant internal and external factors.

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

**Effective Date:05/09/2025**

