



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

NOMINATION AND REMUNERATION POLICY

Email: compliance@ssmobile.com

Website: www.ssmobile.com

1. PREAMBLE

This Nomination and Remuneration Policy ("Policy") is formulated in accordance with the provisions of **Section 178 of the Companies Act, 2013** and the rules made thereunder, read with **Regulation 19 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")**, to ensure a fair, transparent, and merit-based framework for the appointment, evaluation, removal, retirement, and remuneration of **Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP), and other employees** of the Company. The Company aims to achieve a balance of merit, experience and skill amongst its Directors, KMPs and SMP.

This Policy will be disclosed on the Company's website and in the Board's Report as required under **Section 178(4) of the Companies Act, 2013**. It will be reviewed annually or as required to ensure continued alignment with applicable laws, regulations, and good governance practices.

2. DEFINITIONS

- **Act** means the Companies Act, 2013 and rules made thereunder.
- **Board** refers to the Board of Directors of SS Retail Limited
- **Director** refers to the member of the Board of Directors.
- **KMP** refers to the Key Managerial Personnel as defined under **Section 2(51) of the Companies Act, 2013**, including the Chief Executive Officer (CEO) or the Managing Director (MD) or the Manager; the Company Secretary (CS); the Whole-time Director; the Chief Financial Officer (CFO); Senior Management Personnel designated as such by the Board; and such other officer as may be prescribed.
- **SMP** means Senior Management Personnel as defined under **Regulation 16(1)(d) of the LODR Regulations, Regulation 2(bbbb) of the SEBI (ICDR) Regulations, 2018, and Section 178(8) of the Companies Act, 2013**, being officers one level below the KMP and functional heads.
- **Other Employees** refers all employees of the Company, whether working in India or abroad, including those engaged through contractors having service or retainerhip agreements.





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3. APPLICABILITY

This Policy applies to:

- Directors (Executive, Non-Executive, and Independent)
- Key Managerial Personnel (KMP)
- Senior Management Personnel (SMP)
- Other employees of the Company

4. APPOINTMENT CRITERIA

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and recommend to the Board his/her appointment. Appointment and Remuneration of KMP or Senior Management Personnel is in accordance with the HR Policy of the Company. The Company's policy is committed to acquire, develop and retain a pool of high calibre talent, establish systems and practices for maintaining transparency, fairness and equity and provides for payment of competitive pay packages matching industry standards.

In recommending candidates for appointment, the following criteria shall be considered in line with **Schedule II, Part D of the LODR Regulations and Section 178 of the Companies Act, 2013**:

1. **Integrity and Ethics** – High standards of personal and professional ethics, integrity, and values.
2. **Qualifications** – Appropriate educational background, professional qualifications, and industry knowledge.
3. **Experience and Expertise** – Relevant expertise in the Company's business sectors, leadership skills, and proven track record.
4. **Diversity** – A mix of skills, gender, background, and industry exposure to ensure a balanced Board and leadership team.
5. **Independence** – For Independent Directors, compliance with the independence criteria under the Act and LODR Regulations.
6. **Commitment** – Ability to devote sufficient time and attention to the Company's affairs.
7. **Succession Planning** – Consideration for future leadership roles within the Company.

5. TENURE, REMOVAL, AND RETIREMENT

- The tenure of Directors, including Independent Directors, shall be in accordance with the provisions of the **Companies Act, 2013 and LODR Regulations**.
- KMP, SMP, and other employees shall hold office as per their terms of appointment and HR policies.





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- Removal shall be in accordance with the provisions of the Companies Act, LODR Regulations, employment agreements, and HR policies.
- Retirement shall be as per applicable superannuation policies and service rules.

6. EVALUATION CRITERIA

Annual performance evaluation shall be conducted in accordance with **Section 178 of the Companies Act, 2013** and **Schedule II, Part D of the LODR Regulations**, covering:

- **Board as a Whole:** Composition, diversity, strategy, governance, and performance against objectives.
- **Committees of the Board:** Effectiveness, structure, and contribution to Board functions.
- **Individual Directors:** Attendance, preparedness, quality of participation, leadership, independence of judgment, and contribution to decision-making.
- **KMP and SMP:** Achievement of performance objectives, leadership, compliance with values and ethics, and contribution to organisational growth.

7. REMUNERATION POLICY

- **Executive Directors/KMP/SMP:** Combination of fixed pay, performance-linked incentives, and benefits to attract and retain talent.
- **Non-Executive Directors:** Sitting fees and commission in line with statutory provisions.
- **Other Employees:** Competitive and performance-oriented remuneration to ensure talent retention and motivation.
- **ESOPs:** May be granted to eligible employees as per applicable laws and shareholder approval.

8. AMENDMENT & REVIEW

The Board reserves the right to amend this Policy in line with changes in applicable laws or as deemed necessary. The Policy shall be reviewed annually or as required to ensure alignment with the Company's strategic goals, legal requirements, and governance best practices.

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

Effective Date: 05/09/2025

