



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

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS

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1. PREAMBLE

This Policy is formulated pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with applicable rules, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.

It governs the identification, approval, and reporting of Related Party Transactions ("RPTs") to ensure transparency, fairness, and compliance in dealings with related parties.

The Policy also extends to the approval of RPTs of subsidiaries in terms of Regulation 23(2) of the Listing Regulations. The conditions prescribed under Regulation 23(2) and 23(2)(a)–(f) of the Listing Regulations are duly incorporated herein.

2. OBJECTIVES OF THE POLICY

- To ensure timely identification, approval, and reporting of RPTs.
- To define materiality thresholds for RPTs under both the Act and Listing Regulations.
- To establish the process for approval, including omnibus approvals, for RPTs.
- To ensure that RPTs are conducted at arm's length and in the ordinary course of business.
- To ensure transparency and compliance with corporate governance norms.

3. DEFINITIONS

For the purposes of this Policy:

"Arm's length transaction" means a transaction between two related parties conducted as if they were unrelated, so that there is no conflict of interest.

"Audit Committee" means the Audit Committee of the Board of Directors constituted under Section 177 of the Act and Regulation 18 of the Listing Regulations.

"Board" or "Board of Directors" means the collective body of Directors of the Company, as constituted from time to time in line with the provisions of the Act and Listing Regulations.

"KMPs" shall mean Key Managerial Personnel of the Company as defined under Section 2(51) of the Act.





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“Material Modification” means any modification made to an existing RPT approved by the Audit Committee/Board/Shareholders having a significant impact on the nature, value, tenure, or exposure, or as determined by the Audit Committee from time to time.

For this purpose, a modification is deemed material if such modification, together with previous modifications during a financial year, exceeds **20% of the existing limit or ₹25 crore, whichever is higher**. Only Independent Directors of the Audit Committee shall approve such material modifications.

“Material Related Party Transaction” means:

- Any transaction with a related party exceeding **₹1,000 crore or 10% of the annual consolidated turnover** of the Company, whichever is lower; or
- Transactions involving brand usage or royalty payments exceeding **5%** of the annual consolidated turnover of the Company.

“Ordinary Course of Business” means the usual transactions, customs, and practices undertaken by the Company to conduct its business operations as permitted by its Memorandum & Articles of Association.

“Related Party” means:

- i. A related party as defined under Section 2(76) of the Act or applicable accounting standards;
- ii. Any person or entity forming part of the promoter or promoter group;
- iii. Any person or entity holding equity shares of 10% or more, directly or indirectly, during the preceding financial year.

“Related Party Transaction” means:

- i. Transactions specified under Section 188(1)(a) to (g) of the Act;
- ii. Transactions as defined under Regulation 2(1)(zc) of the Listing Regulations; and
- iii. Excludes certain corporate actions such as dividend payment, rights issue, bonus issue, buy-back of securities, and acceptance of fixed deposits by banks/NBFCs, uniformly applicable to all shareholders.

“Relative” shall have the meaning assigned under Section 2(77) of the Act.

4. MATERIALITY THRESHOLDS

A. Under Regulation 23 of the Listing Regulations:

- Transaction value exceeding ₹1,000 crore or 10% of annual consolidated turnover (whichever is lower).
- Brand usage or royalty payments exceeding 5% of annual consolidated turnover.

B. Under Section 188 of the Companies Act, 2013:

- As per prescribed monetary thresholds in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and amendments thereto.





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5. IDENTIFICATION OF RELATED PARTY TRANSACTIONS

- Every promoter, director, and KMP of the Company and its subsidiaries/joint ventures shall:
 - At the time of appointment;
 - Periodically, as required by the Company/law; and
 - Upon any change in information, provide details of their relatives and entities in which they have an interest.
- The Corporate/Secretarial Department shall maintain an updated database of related parties.
- A register of RPTs shall be maintained permanently.

6. APPROVAL PROCESS

A. Audit Committee Approval

- All RPTs shall require prior approval of the Audit Committee.
- **Omnibus Approval** may be granted for repetitive transactions subject to:
 - Maximum value per transaction to be specified.
 - Validity not exceeding one financial year.
 - Review of supporting documents to ensure arm's length and ordinary course.

B. Board Approval

- Required for RPTs not in the ordinary course of business or not at arm's length, upon recommendation of the Audit Committee.

C. Shareholder Approval

- Required for material RPTs as per thresholds in Regulation 23(4) and Section 188(1) of the Act.

7. REVIEW AND MONITORING

- The Audit Committee shall review all RPTs on a quarterly basis.
- Board approval is mandatory for transactions covered under Section 188(1)(a)–(g) of the Act.
- Shareholder approval is required for material transactions under Regulation 23(1) of the Listing Regulations.





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8. TRANSACTIONS EXEMPTED FROM APPROVAL

As per Regulation 23(5) of the Listing Regulations, certain transactions such as intra-group transactions between the Company and its wholly owned subsidiaries are exempt from shareholder approval, provided they comply with applicable law.

9. DISCLOSURES AND COMPLIANCE

- This Policy shall be hosted on the Company's website at [insert weblink], and the weblink shall be disclosed in the Annual Report.
- RPTs shall be disclosed in the Board's Report under Section 134 of the Act.
- Disclosures of RPTs shall be submitted to stock exchanges every six months within fifteen days of publishing financial results.
- Material modifications shall be disclosed, and only Independent Directors may approve such modifications.

10. UNAPPROVED RELATED PARTY TRANSACTIONS

Any RPT entered into without requisite approval shall be reviewed by the Audit Committee, and action taken in accordance with Regulation 23(2)(f) of the Listing Regulations, including possible ratification or termination.

11. POLICY REVIEW

This Policy shall be reviewed at least once every three years, or earlier as required under law, in alignment with Regulation 23(2)(f) of the Listing Regulations.

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

Effective Date:05/09/2025

