



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

SUCCESSION PLANNING POLICY

Email: compliance@ssmobile.com

Website: www.ssmobile.com

1. OBJECTIVE

The objective of this policy is to ensure the orderly identification and development of personnel to assume key leadership positions at SS Retail Private Limited, including but not limited to the Board of Directors, Managing Director/CEO, Key Managerial Personnel (KMPs), Senior Management, and other critical positions, in compliance with applicable laws and to maintain business continuity.

2. REGULATORY FRAMEWORK

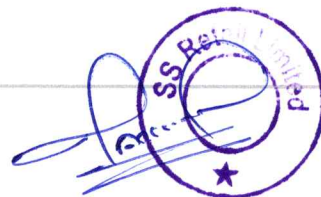
This policy is framed in compliance with:

- Section 178(2) of the Companies Act, 2013
- Regulation 17(4) and Schedule II (D)(A)(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("LODR")

3. SCOPE AND APPLICABILITY OF THE POLICY

This policy covers succession planning for:

- Board of Directors
- Whole-time Directors including Managing Director
- Chief Financial Officer (CFO)
- Company Secretary
- Chief Compliance Officer
- Key Managerial Personnel (KMP) as defined under Section 2(51) of the Companies Act, 2013
- Senior Management as defined under Regulation 16 of SEBI (LODR) Regulations, Regulation 2 of SEBI (ICDR) Regulations and Section 178(8) of the Companies Act, 2013
- Any other positions within the Company at the discretion of the Managing Director in consultation with the Board of Directors





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4. ROLES AND RESPONSIBILITIES

a. Nomination and Remuneration Committee (NRC):

- Develop and recommend the succession plan to the Board
- Periodically review and update the plan or within such time frame as mandated by any regulatory amendments under the law
- Identify and assess potential internal and external candidates

b. Board of Directors:

- Approve the succession plan
- Oversee its implementation

c. Human Resources Department:

- Maintain talent pipeline and leadership development programs
- Assist in identifying potential successors and planning development

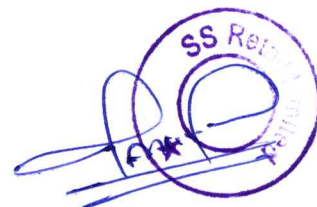
5. SUCCESSION PLAN FOR THE BOARD AND SENIOR MANAGEMENT

i) Succession Plan for the Board

- The NRC shall proactively review the succession requirements for the Board and carry out the due diligence process to determine the suitability of every person being considered for appointment or reappointment as a Director of the Company, based on educational qualification, relevant experience, track record, reputation, etc.
- The NRC shall evaluate such candidates to determine eligibility and compliance with the criteria prescribed under the Companies Act, 2013 and any other applicable law, and thereafter recommend the candidate to the Board for its consideration and approval.

ii) Succession Plan for Senior Management Personnel and Key Managerial Personnel

- Based on inputs from the Human Resource Department, the NRC shall periodically review any vacancy or probable vacancy in Senior Management positions that may arise due to retirement, resignation, death, removal, transfer, business expansion, incapacity (temporary or permanent), or otherwise.
- For Key Managerial Personnel, the NRC shall, in consultation with the Board, evaluate the suitability of candidates based on factors such as educational qualifications, experience, age, health, leadership qualities, and market requirements, and recommend suitable candidates to the Board well in advance to ensure smooth transitions.





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- The NRC shall identify competency requirements for Board and key positions, assess potential candidates, and develop required competencies through planned development and learning initiatives.
- The NRC may engage professional search firms to assist in identifying and evaluating potential candidates.
- In the event of an unexpected occurrence affecting any member of the core management team, the next person in the organization chart shall take interim charge of the position until a regular appointment is made in line with the succession plan.
- Appointment of Key Managerial Personnel and Senior Management shall be made in compliance with all applicable provisions of the Companies Act, 2013 (including rules made thereunder) and the LODR.

6. KEY ELEMENTS OF THE POLICY

- **Emergency Succession:** Procedures for sudden or unforeseen unavailability of a key leader.
- **Planned Succession:** Long-term succession strategies including mentoring, job rotation, and leadership development programs.
- **Criteria for Successors:** Includes leadership capabilities, domain expertise, performance record, values, and integrity.
- **Confidentiality:** All proceedings, assessments, and candidate details shall be kept strictly confidential.

7. REVIEW AND DISCLOSURE

- The NRC shall review this policy at least once every year and recommend changes, if any.
- The Board shall disclose the succession planning policy in the Board's Report under Section 134 of the Companies Act, 2013 and on the Company's website, if applicable.

8. POLICY REVIEW AND AMENDMENTS

- This policy shall be **reviewed annually** by the Board of Directors and/or Nomination and Remuneration Committee.
- The Company reserves the right to modify or amend this policy at any time in line with applicable laws, rules and regulations and evolving best practices

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

Effective Date:05/09/2025

