



SSF Limited

CIN L05001AP1968PLC094913

Regd. Office : Flat No. 102, Opel's The Iconic, D.No.9-29-7/2, Balaji Nagar, Siripuram
Visakhapatnam-530 003. A.P. INDIA.

Off. : 0891-2564450, 2565149
E-mail : ssflimited@yahoo.co.in
Website : www.ssflimited.com

RELATED PARTY TRANSACTION POLICY

1. Scope and Purpose of the Policy:

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the Company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and in accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), SSF Limited ("SSF LIMITED or the Company") has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

In the light of the above, SSF LIMITED has framed this Policy on Related Party Transactions ("Policy").

This Policy has been adopted by the Board of Directors of the Company. The Audit Committee would review and amend the Policy, as and when required, subject to adoption of the same by the Board.

2. Objective of the Policy:

This Policy is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time.

The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

3. Definitions:

- (a) "Act" shall mean the Companies Act, 2013 and includes any amendment thereof.
- (b) "Arm's Length Transaction" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.





SSF Limited

CIN L05001AP1968PLC094913

Regd. Office : Flat No. 102, Opel's The Iconic, D.No.9-29-7/2, Balaji Nagar, Siripuram
Visakhapatnam-530 003. A.P. INDIA.

Off. : 0891-2564450, 2565149
E-mail : ssflimited@yahoo.co.in
Website : www.ssflimited.com

- (c) **"Audit Committee or Committee"** means the Committee of the Board constituted from time to time under the provisions of Section 177 of the Companies Act, 2013.
- (d) **"Board"** means the Board of Directors as defined under the Companies Act, 2013.
- (e) **"Key Managerial Personnel"** means Key Managerial Personnel as defined under the Companies Act, 2013.
- (f) **"Material Related Party Transaction"** means a Related Party Transaction which individually or taken together with previous transactions during the financial year, exceeds One Thousand Crores or Ten Percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company
- Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed Five percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity
- (g) **"Related Party"** as defined under Section 76 of the Companies Act, 2013 means:
- (i) a Director or his relative;
 - (ii) a key managerial personnel or his relative;
 - (iii) a firm, in which a Director, manager or his relative is a partner;
 - (iv) a private Company in which a Director or manager is a member or Director;
 - (v) a public Company in which a Director or manager is a Director or holds along with his relatives, more than two per cent. of its paid-up share capital;
 - (vi) any body corporate whose Board of Directors, managing Director or manager is accustomed to act in accordance with the advice, directions or instructions of a Director or manager;
 - (vii) any person on whose advice, directions or instructions a Director or manager is accustomed to act (provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity);
 - (viii) any Company which is— (A) a holding, subsidiary or an associate Company of such Company; or (B) a subsidiary of a holding Company to which it is also a subsidiary;
 - (ix) such other person as may be prescribed.





SSF Limited

CIN L05001AP1966PLC094913

Regd. Office : Flat No. 102, Opel's The Iconic, D.No.9-29-7/2, Balaji Nagar, Siripuram
Visakhapatnam-530 003. A.P., INDIA.

Off. : 0891-2564450, 2565149
E-mail : ssflimited@yahoo.co.in
Website : www.ssflimited.com

(h) **"Related Party Transaction"** means a transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract. Such transactions shall include contracts relating to:

- a) Sale, purchase or supply of any goods or materials;
- b) Selling or otherwise disposing of, or buying property of any kind;
- c) Leasing of property of any kind;
- d) Availing or rendering of any services;
- e) Appointment of any agent for the purchase or sale of goods, materials, services or property;
- f) Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company;
- g) Underwriting the subscription of any securities or derivatives thereof, of the Company;

(i) **"Relative"** means a relative as defined under the Companies Act, 2013 and includes anyone who is related in any of the following manner: -

- a) Members of Hindu Undivided Family;
 - b) Husband or Wife;
 - c) Father (including Step- Father);
 - d) Mother (including Step - Mother);
 - e) Son (including Step - Son);
 - f) Son's Wife;
 - g) Daughter (including Step- Daughter);
 - h) Daughter's Husband;
 - i) Brother (including Step - Brother); or
 - j) Sister (including Step - Sister).
- (j) **"Transaction"** with a related party shall be construed to include a single transaction or a group of transactions.

4. Dealing with Related Party Transactions:

The Audit Committee shall review and approve all Related Party Transactions based on this Policy.

All proposed Related Party Transactions must be reported to the Audit Committee for prior approval by the Committee in accordance with this Policy. In the case of





SSF Limited

CIN L05001AP1968PLC094913

Regd. Office : Flat No. 102, Opel's The Iconic, D.No.9-29-7/2, Balaji Nagar, Siripuram
Visakhapatnam-530 003. A.P. INDIA.

Off. : 0891-2564450, 2565149
E-mail : ssflimited@yahoo.co.in
Website : www.ssflimited.com

frequent/regular/repetitive transactions which are in the normal course of business of the Company, the Committee may grant standing pre -approval / omnibus approval, details whereof are given in a separate section of this Policy.

In exceptional cases, where a prior approval is not taken due to an inadvertent omission or due to unforeseen circumstances, the Committee may ratify the transactions in accordance with this Policy.

5. Identification of Related Party Transactions:

Each Director and Key Managerial Personnel is responsible for providing notice to the Board or Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Audit Committee / Board may reasonably request. Audit Committee / Board will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Audit Committee / Board has adequate time to obtain and review information about the proposed transaction.

6. Review and Approval of Related Party Transaction:

All related party transactions shall require prior approval of the Audit Committee. The Audit Committee shall after obtaining approval of the Board of Directors, specify the criteria for making omnibus approval. The Audit committee may grant omnibus approval for related party transactions proposed to be entered into by the Company subject to the following conditions:

- (a) The omnibus approval shall be applicable in respect of transactions which are repetitive in nature;
- (b) the audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;
- (c) the omnibus approval shall specify:
 - (i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
 - (ii) the indicative base price / current contracted price and the formula for variation in the price if any; and
 - (iii) such other conditions as the audit committee may deem fit (provided that where the need for related party transaction cannot be foreseen and aforesaid





SSF Limited

CIN L05001AP1968PLC094913

Regd. Office : Flat No. 102, Opel's The Iconic, D.No.9-29-7/2, Balaji Nagar, Siripuram
Visakhapatnam-530 003. A.P. INDIA.

Off. : 0891-2564450, 2565149
E-mail : ssflimited@yahoo.co.in
Website : www.ssflimited.com

details are not available, audit committee may grant omnibus approval for such transactions subject to their value not exceeding rupees **one Crore** per transaction);

- (d) The audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (e) Such omnibus approvals shall be valid for a period not exceeding one (1) year and shall require fresh approvals after the expiry of one year.

7. Consideration by the Committee in approving the proposed Transactions:

While considering any transaction, the Committee shall take into account all relevant facts and circumstances including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters.

Prior to the approval, the Committee shall, *inter-alia*, consider the following factors to the extent relevant to the transaction:

- a) Whether the terms of the Related Party Transaction are in the ordinary course of the Company's business and are on an arm's length basis;
- b) The business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- c) Whether the Related Party Transaction includes any potential reputational risks that may arise as a result of or in connection with the proposed Transaction; and
- d) Whether the Related Party Transaction would affect the independence or present any conflict of interest of any Director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the Director, Key Managerial Personnel or other Related Party, the direct or indirect nature of the Director's interest, Key Managerial Personnel's or other Related Party's interest in the transaction and the on-going nature of any proposed relationship and any other factors the Committee deems relevant.

While considering the arm's length nature of the transaction, the Committee shall take into account the facts and circumstances as were applicable at the time of entering into the transaction with the Related Party. The Committee shall take into consideration that subsequent events (i.e., events after the initial transactions have commenced) like evolving business strategies / short term commercial decisions to improve / sustain market share, changing market dynamics, local competitive scenario, economic/regulatory conditions affecting the global / domestic industry, may impact profitability but may not have a bearing on the otherwise arm's length nature of the transaction.





SSF Limited

CIN L05001API968PLC094913

Regd. Office : Flat No. 102, Opel's The Iconic, D.No.9-29-7/2, Balaji Nagar, Siripuram
Visakhapatnam-530 003. A.P., INDIA.

Off. : 0891-2564450, 2565149
E-mail : ssflimited@yahoo.co.in
Website : www.ssflimited.com

8. Approval by the Board:

If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the Board shall consider and approve the Related Party Transaction at a meeting and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

9. Approval of Material Related Party Transactions:

All material related party transactions shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not:

Provided that the requirements specified under this sub-regulation shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved;

10. Related Party Transactions that shall not require Approval

Any transaction entered into by the company in its ordinary course of business on an arm's length basis.

Any transaction involving the provision of remuneration to a Director or Key Managerial Personnel, in connection with his duties to the Company including the reimbursement or business and travel expenses incurred in the ordinary course of business.

Any transaction entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval

11. Transactions not in the Ordinary Course of Business or not at Arm's Length:

All Related Party Transactions in excess of the limits prescribed under the Companies Act, 2013, which are not in the Ordinary Course of Business or not at Arms' Length shall





SSF Limited

CIN L05001AF1968PLC094913

Regd. Office : Flat No. 102, Opel's The Iconic, D.No.9-29-7/2, Balaji Nagar, Siripuram
Visakhapatnam-530 003. A.P., INDIA.

Off. : 0891-2564450, 2565149
E-mail : ssflimited@yahoo.co.in
Website : www.ssflimited.com

require the prior approval of the shareholders through a resolution and the Related Parties shall abstain from voting on such resolution.

12. Related Party Transactions not previously approved:

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practicable before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction, and the Company shall take such action as the Committee deems appropriate under the circumstances. Ratification, if any, of a Related Party Transaction after its commencement or completion will be approved by the Audit Committee in exceptional circumstances only.

A Related Party Transaction entered into without prior approval of the Audit Committee shall not be deemed to violate this policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee for ratification as promptly as reasonably practical after it is entered into and such transaction is ratified.

Any member of the Audit Committee, who has a potential interest in any Related Party Transaction, will recuse him or herself and abstain from voting on the approval or ratification of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval or ratification of the Audit Committee.

13. Disclosure and Reporting of Related Party Transactions:

Every Related Party Transaction entered into by the Company shall be referred to in the Board's Report to the shareholders along with justification for entering into such transaction. The Company shall also make necessary entries in the Register of Contracts required to be maintained under the Companies Act, 2013.

The Company shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year; disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.

14. Limitation:





SSF Limited

CIN L05001AP1966PLC094913

Regd. Office : Flat No. 102, Opel's The Iconic, D.No.9-29-7/2, Balaji Nagar, Siripuram
Visakhapatnam-530 003. A.P. INDIA.

Off. : 0891-2564450, 2565149
E-mail : ssflimited@yahoo.co.in
Website : www.ssflimited.com

In the event of any conflict between the provisions of this Policy and of the Listing Regulations/Companies Act, 2013 and the rule made thereunder or any other statutory enactments, the provisions of Listing Regulations/ Companies Act, 2013 or any other statutory enactments shall prevail over this Policy.

15. Dissemination of Policy:

Either this Policy or the important provisions of this policy shall be disseminated to all functional and operational employees and other concerned persons of the Company and shall be hosted on the intra-net, if any, and on the website of the Company and the web link thereto shall be provided in the Annual Report of the Company.

16. Board's Approval

This policy is reviewed and approved by the Board of Directors on 14.11.2025.

For SSF Limited

V. Padmanabham
Managing Director
(DIN: 01246827)

