7SEAS ENTERTAINMENT LIMITED
TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

(Approved/Amended by the Board of Directors on 18 July 2026)

CIN: L72900TG1991PLC013074

Registered Office: 5th Floor, Plot Nos. 92, 93 and 94, Kavuri Hills, Madhapur, Hyderabad, Telangana – 500081

Classification: Public – to be hosted on the Company's website

1. Appointment and term

Appointment is subject to the Companies Act, 2013, Schedule IV, LODR Regulations, articles of association and shareholder approval. The appointment letter shall specify commencement, term, committees and expectations. Independent Directors shall not retire by rotation and reappointment shall depend on performance evaluation, continuing independence and statutory approvals.

2. Independence and disclosures

The Director shall satisfy the statutory independence criteria at appointment and throughout tenure, submit declarations and immediately disclose any circumstance affecting independence, disqualification, conflict, capacity or time commitment.

3. Role and fiduciary duties

- Act in accordance with sections 166 and 149, Schedule IV and applicable regulations.
- Provide objective judgement on strategy, performance, resources, appointments, risk, internal controls, financial reporting and stakeholder interests.
- Scrutinise management performance and ensure integrity of financial information and controls.
- Safeguard minority shareholders and balance conflicting stakeholder interests.

4. Time commitment and meetings

The Director shall devote sufficient time, prepare for and attend Board, committee, separate Independent Director and shareholder meetings. Proposed external appointments shall be disclosed so that overboarding and conflicts can be assessed.

5. Committees and familiarisation

Committee membership may be assigned by the Board. The Director shall undertake induction and continuing familiarisation concerning gaming operations, technology, cybersecurity, data protection, intellectual property, finance, laws and material risks.

6. Confidentiality and UPSI

Confidential information shall be used only for Board duties. The Director and immediate relatives shall comply with the PIT Code, trading-window restrictions and disclosure requirements. Confidentiality continues after cessation.

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7. Remuneration, expenses and insurance

The Director may receive sitting fees, commission approved by shareholders where applicable and reimbursement of reasonable expenses. Independent Directors shall not receive stock options. Directors' and officers' liability insurance shall be maintained where prescribed or considered appropriate.

8. Evaluation, resignation and cessation

Performance shall be evaluated annually. Resignation shall state detailed reasons and confirm absence of other material reasons. Removal, vacation, retirement and liability after cessation shall be governed by law. Company property and records shall be returned on cessation.

9. Interpretation and overriding effect

Terms not specifically defined in this Policy shall have the meanings assigned to them under the Companies Act, 2013, the rules made thereunder, the applicable SEBI regulations and other governing law. References to statutes and regulations include amendments, clarifications, circulars and re-enactments. If any provision of this Policy conflicts with applicable law, the law shall prevail and this Policy shall be read as modified to the minimum extent necessary.

10. Administration and responsibility

The Board shall retain overall responsibility for this Policy. The committee or officer identified in this Policy shall administer it, maintain evidence of compliance and report material deviations. Every director, officer, employee, consultant and service provider within scope shall provide information and cooperation reasonably required for implementation.

11. Records, training and assurance

The Company Secretary/Compliance Officer shall ensure that approvals, registers, declarations, notices, reports, training records and supporting documents are retained for the period prescribed by law and the Company's document-retention schedule. Periodic awareness and role-based training shall be conducted. Internal audit or an independent reviewer may test compliance and recommend corrective action.

12. Review and amendment

This Policy shall be reviewed at least annually and earlier upon a material change in law, business model, organisation, risk profile or regulatory guidance. Material amendments shall be placed before the competent committee and the Board. The Managing Director and Company Secretary/Compliance Officer may jointly make clerical, contact-detail and statutory-reference corrections that do not alter substantive rights or obligations, subject to reporting to the Board.

For 7Seas Entertainment Limited
Company Secretary / Compliance Officer