7SEAS ENTERTAINMENT LIMITED
NOMINATION AND REMUNERATION POLICY

(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. Purpose

This Policy governs identification, appointment, succession, remuneration and removal of directors, key managerial personnel and senior management under section 178 of the Companies Act and Regulation 19 of LODR.

2. Role of the Nomination and Remuneration Committee

The Committee shall recommend appointment and removal, formulate qualifications and independence criteria, assess skills and succession, recommend remuneration, evaluate directors and the Board, oversee senior-management succession and perform responsibilities prescribed by Schedule II of LODR.

3. Appointment criteria

- Integrity, reputation and ethical record.
- Qualifications, expertise and experience relevant to the role.
- Independence, objectivity and absence of disqualification or conflict.
- Capacity, time commitment and compatible external positions.
- Contribution to the Board skills matrix and diversity.

4. Independence and reappointment

Independent Directors shall meet statutory criteria and submit declarations. Reappointment shall consider performance, participation, independence, tenure, succession, skills and stakeholder interests, and shall follow shareholder approval requirements.

5. Remuneration philosophy

Remuneration shall be reasonable and sufficient to attract, retain and motivate competent persons; aligned with responsibilities, performance, risk and long-term value; internally equitable and externally competitive; and compliant with statutory and shareholder-approved limits.

6. Executive remuneration

Executive remuneration may comprise salary, allowances, benefits, retirement contributions and performance-linked incentive. Performance metrics shall be measurable, balanced and capable of clawback or adjustment where required by contract or law.

7. Non-executive and Independent Directors

Non-executive directors may receive sitting fees, commission and reimbursement approved in accordance with law. Independent Directors shall not receive stock

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options. Payments shall reflect responsibilities, committee work and time commitment without impairing independence.

8. Senior management and succession

Appointments and remuneration of senior management shall consider competence, role complexity, market position, performance and succession. The Committee shall review succession for critical roles and emergency contingencies.

9. Disclosure and deviations

The Policy and required particulars shall be disclosed in the Board's Report, Annual Report and website as applicable. Material deviations shall be reported to the Committee with reasons and corrective action.

10. 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.

11. 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.

12. 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.

13. 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