



7SEAS ENTERTAINMENT LTD

NOMINATION AND REMUNERATION POLICY

INTRODUCTION

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”), as amended from time to time. This policy has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

OBJECTIVES OF THE COMMITTEE:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Director and the Board
3. Devising a policy on Board diversity.
4. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy
5. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
6. To attract, retain and motivate the Directors, KMPs and Senior Management Personnel

DEFINITIONS:

- a) “Act”: means the Companies Act, 2013 and the rules made thereunder.
- b) “Board”: means Board of Directors of the Company
- c) “Committee”: means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- d) “Company”: means 7Seas Entertainment Limited



Plot No.60, Flat No.301, 3rd Floor,
Abhi's Hiranya, Kavuri Hills, Madhapur
Hyderabad-500033, India



Ph No: 040- 49533636



GSTIN : 36AAACF3012A1ZK.
CIN : L72900TG11991PLC013074



info@7seasent.com
www.7seasent.com

- e) **“Employee”**: means any employee of the Company (whether working in India or abroad)
- f) **“Independent Director”**: As provided under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or under the Companies Act, 2013, ‘Independent director’ shall mean a non-executive director, other than a nominee director of the company:
- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
 - b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
 - c. apart from receiving director's remuneration, has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
 - d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
 - e. who, neither himself nor any of his relatives —
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - iii. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - iv. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

- v. holds together with his relatives two per cent or more of the total voting power of the company; or
- vi. is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
- vii. is a material supplier, service provider or customer or a lessor or lessee of the company;
- f. who is not less than 21 years of age.
- g) “Key Managerial Personnel”:-** Key Managerial Personnel (KMP) means-(*I*) the Chief Executive Officer or the Managing Director; (*II*) the Company Secretary; (*III*) the Whole-Time Director; (*IV*) the Chief Financial Officer; and (*V*) such other officer as may be prescribed under the applicable statutory provisions / regulations
- h) Nomination and Remuneration Committee (“the Committee”),** by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the Regulations.
- i) “Senior Management”:-** The expression “senior management” means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

APPLICABILITY:-

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel



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POLICY

Role of the Committee:

The Role of Nomination and Remuneration Committee together with its powers/functions as specified in Part D of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall inter-alia, include the following:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) specifying the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- (6) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (7) recommend to the board, all remuneration, in whatever form, payable to senior management.
- (8) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (9) Other roles and responsibilities/Carrying out additional functions, if any, as is contained in Companies Act, 2013 or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], as may be amended from time to time or other regulatory requirements applicable to the Company or in the terms of reference of the Nomination and Remuneration Committee or as requested by the Board of Directors or as the Committee may deem fit.



- f) The Committee shall, while formulating the policy under Section 178(3) ensure that—
- i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Constitution of the Nomination and Remuneration Committee:

The Board has the power to constitute / reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement. At present, the Nomination and Remuneration Committee comprises of the following Directors:

1. Narra Venkateswarlu - Chairperson
2. Chimakurthy Sita Visalakshi - Member
3. Bommineni Mohan Rao - Member
4. Harikrishna Duggineni - Member
5. Mahender Reddy Nalavola - Member

General Appointment Criteria:

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii. A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- iii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.



- iv. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.
- v. The appointment as recommended by the Nomination and Remuneration Committee further requires the approval of the Board

Additional Criteria for Appointment of Independent Directors:

The Committee shall consider qualifications for Independent Directors as mentioned herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 as amended

Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 as amended .

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Criteria for Evaluation of Independent Directors and the Board:

Following are the Criteria for evaluation of performance of Independent Directors and the Board:

1. Executive Directors:

The Executive Directors shall be evaluated on the basis of targets / Criteria given to the Executive Directors by the Board from time to time

2. Non- Executive Director:

The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they

- a) act objectively and constructively while exercising their duties;
- b) exercise their responsibilities in a bona fide manner in the interest of the company;

- c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- e) refrain from any action that would lead to loss of its independence
- f) inform the Board immediately when they lose their independence,
- g) assist the company in implementing the best corporate governance practices.
- h) strive to attend all meetings of the Board of Directors and the Committees;
- i) participate constructively and actively in the committees of the Board in which they are members;
- j) strive to attend the general meetings of the company;
- k) keep themselves well informed about the company and the external environment in which it operates;
- l) do not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- m) do not disclose confidential information;
- n) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- o) abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

POLICY ON BOARD DIVERSITY:

The Board of Directors shall have the optimum combination of Directors from different areas / fields of expertise such as Finance, Engineering, Infrastructure, Banking, Legal, Accounts, or such other field of specialization as may be considered appropriate by the Board.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

The Policy applies to the Board of 7Seas Entertainment Limited (the "Company"). It does not apply to employees generally.

The Company recognizes and embraces the benefits of having a diverse Board of Directors and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage in the complex business that it operates. It is recognized that a Board composed of appropriately qualified people with broad range of experience relevant to the business of the Company is important to achieve effective corporate governance and sustained commercial success of the Company. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions amongst Directors. These differences

will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. At a minimum, the Board of the Company shall consist of at least one woman Director. All Board appointments are made on merit, in the context of the skills, experience, independence, knowledge and integrity which the Board as a whole requires to be effective.

The Board and the Committee will review this Policy on a regular basis to ensure its effectiveness and also in compliance with the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

REMUNERATION:

The level and composition of remuneration determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. The Executive Committee of the Board shall be empowered to decide on the yearly increments and / or promotions of the Key Managerial Personnel (other than that of Directors) within the overall framework of this Policy.

1. Director/ Managing Director

Besides the above Criteria, the Remuneration/ compensation/ commission etc to be paid to Director/ Managing Director etc shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

2. Non-Executive Independent Directors

The Non-Executive Independent Director may receive remuneration by way of commission and / or sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such commission and / or fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder including any amendments thereto or reenactment thereof or any other enactment for the time being in force.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the Regulations, as amended from time to time.

3. KMPs / Senior Management Personnel etc

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits,

if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Director(s) in accordance with the provisions of Schedule V to the Companies Act, 2013 or with the approval of the company in general meeting in the manner as prescribed under Companies Act, 2013.

The Incentive pay, if any, shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

4. Directors' and Officers' Insurance

Where any insurance is taken by the Company on behalf of its Directors, KMPs/ Senior Management Personnel etc. for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.



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