



HT Media Limited

POLICY ON BOARD DIVERSITY

1.0 OBJECTIVE

- 1.1 This Policy may be called the '*Policy on Board Diversity*' (hereinafter referred to as '**the Policy**'), framed in accordance with, and to comply with the provisions of Clause 49 of the Listing Agreement entered by the Company with stock exchanges (hereinafter referred to as '**Clause 49**').
- 1.2 The Policy is framed to document the philosophy of HT Media Limited ('**the Company**') on diversity in composition of the Board of Directors of the Company ('**the Board**'). The Company recognizes that Board diversity is a pre-requisite to meet the challenges of globalization, ever-evolving technology and balanced care of all stakeholders.
- 1.3 The objective of this Policy is to facilitate constitution of the Board that can draw upon a range of perspectives, experience and knowledge.
- 1.4 This Policy which has been recommended by the Nomination & Remuneration Committee ('**the NRC**') and approved by the Board on 3rd February, 2015 and 13th February, 2015, respectively, is applicable w.e.f. October 01, 2014.

2.0 APPLICABILITY

The Policy is applicable to the composition of the Board only. It is clarified that the Policy does not apply to diversity in relation to employees of the Company.

3.0 POLICY

- 3.1 The Company recognises the competitive advantage of a Board of Directors with diversity in composition.
- 3.2 NRC and Board, shall consider the candidature of person(s) for appointment as director irrespective of age, race, caste, creed, religion, disability, gender, sexual orientation or marital status; and finally select the candidate for appointment to the Board, basis meritocracy in educational qualification(s), functional expertise/specialization, skill-set and industry experience.
- 3.3 The Board shall have at least one woman director.

4.0 REVIEW / AMENDMENT

The Board may amend, abrogate or modify the Policy from time to time, on recommendation of the NRC.