



## HT Media Limited

### **POLICY FOR DETERMINING MATERIAL SUBSIDIARY(IES)**

#### **1.0 OBJECTIVE**

- 1.1 This Policy may be called the '*Policy for determining Material Subsidiary(ies)*' (the '**Policy**').
- 1.2 The Policy is framed to determine 'material subsidiary' of HT Media Limited (hereinafter referred to as '**the Company**') in accordance with, and to comply with the provisions of Clause 49(V)(D) of the Listing Agreement entered by the Company with stock exchanges (hereinafter referred to as '**Clause 49**').
- 1.3 The Policy has been approved by the Board of Directors ('**the Board**') on 13<sup>th</sup> February, 2015, and is applicable w.e.f. October 01, 2014.

#### **2.0 DEFINITIONS**

The capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Companies Act, 2013, Rules made thereunder and the Listing Agreement ('**Statutory Provisions**'), as the case may be. In case any provisions of the Policy are contrary to or inconsistent with the Statutory Provisions, the Statutory Provisions shall prevail.

#### **3.1 CRITERIA FOR DETERMINING 'MATERIAL SUBSIDIARY'**

A Subsidiary shall be considered as material, if the investment of the Company in the Subsidiary exceeds 20% of consolidated Net-worth of the Company as per the audited Balance Sheet of the previous Financial Year; or if the Subsidiary has generated 20% of the consolidated income of the Company during the previous Financial Year.

#### **3.2 CRITERIA FOR DETERMINING 'MATERIAL NON-LISTED INDIAN SUBSIDIARY'**

An unlisted Subsidiary company incorporated in India, shall be considered as material, if such Subsidiary's income or net-worth (i.e. Paid-up Capital and Free Reserves) exceeds 20% of the consolidated income or net-worth respectively, of the Company and its Subsidiaries in the immediately preceding Financial Year.

#### **4.0 DISCLOSURE**

The Company shall host the Policy on its website [www.htmedia.in](http://www.htmedia.in) and a web-link thereto shall be provided in the annual report.

#### **5.0 REVIEW / AMENDMENT**

The Policy can be amended, abrogated or modified by the Board, from time to time.