

## **Terms of appointment of Non-Executive Independent Directors of HT Media Limited**

### **1. Appointment**

The term 'Independent Director' is construed as defined under The Companies Act, 2013 ('Act') and the Listing Agreement of stock exchanges. The appointment as an Independent Director of the Company is subject to the provisions of the Articles of Association of the Company, the Act and other applicable laws, rules and regulations.

In accordance with the provisions of the Act and rules made thereunder; and other applicable laws, an Independent Director will serve on the Board of the Company for a term upto..... Appointment of Independent Director is also subject to the maximum permissible number of directorships under the Act and the listing agreement, as amended from time to time.

### **2. Board Committees**

The Board constitutes committee of Directors from time to time, and delegates the requisite powers to them. Subject to the applicable laws and as deemed fit by the Board, Independent Director may be required to serve on one or more committees of the Board. Upon nomination of Independent Director to any one or more committee, he will be provided with the appropriate committee charter which would set out its functions.

### **3. Time Commitment**

Time commitment of Independent Directors is anticipated involving attendance at all Board and committee meetings (of which Independent Directors are a member); and the general meetings of the members.

In terms of the Act, the Independent Directors are required to hold atleast one separate meeting, without the attendance of Non-Independent Directors and members of management. The Independent Directors shall strive to be present at such meeting(s).

### **4. Functions, Duties and Liabilities of Independent Director**

Functions and duties, of the Independent Directors, shall be as such outlined in para II and III of Schedule IV of the Act, as amended from time to time.

#### **Liabilities**

As per provisions of the Act, Independent Director shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

## 5. **Professional Conduct**

An Independent Director, is expected to:-

- (a) uphold ethical standards of integrity and probity;
- (b) act objectively and constructively while exercising your duties;
- (c) exercise responsibilities in a *bona fide* manner in the interest of the Company;
- (d) devote sufficient time and attention to your professional obligations for informed and balanced decision-making;
- (e) not allow any extraneous considerations that will vitiate your exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision-making.
- (f) not abuse 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.
- (g) refrain from any action that would lead to loss of your independence;
- (h) if circumstances arise under which you may lose your independence, inform the Board accordingly;
- (i) assist the Company in implementing the best corporate governance practices.

## 6. **Memberships of other boards**

It is expected that Independent Director will not serve on the board of competing companies. Apart from the applicable provisions of law on maximum number of directorships and good corporate governance practices, there are no other additional limitations.

## 7. **Fees/reimbursement of expenses**

- 7.1 Independent Directors are entitled to sitting fee for attending Board and committee meetings, as fixed by the Board from time to time.
- 7.2 Independent Directors are also entitled to profit related commission not exceeding 1% of the net profits of the Company, for each of the financial year, in accordance with the provisions of Section 198 of the Act, subject to a limit of Rs.10 Lac per director per annum.
- 7.3 The Company shall pay or reimburse on actual basis, fair and reasonable incidental expenditure, incurred by an Independent Director while performing the role as an Independent Director.

## 8. **Evaluation**

The performance of Independent Directors shall be evaluated periodically, in terms of the provisions of the Act.

## 9. **Compliance with various Codes of the Company**

Independent Directors shall adhere to Schedule IV of the Act (Code for Independent Directors). He will follow the Company's policies applicable to Directors including the Code of Conduct and Code for Prevention of Insider Trading.