



HT MEDIA LIMITED

POLICY FOR DETERMINING MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGES

1.0 OBJECTIVE

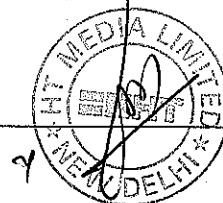
- 1.1 This Policy may be called the '*Policy for determining materiality of events/information for disclosure to stock exchanges*' (the '*Policy*').
- 1.2 The Policy is framed to lay principles for determination of materiality of events/information for the purpose of disclosure to stock exchanges where the securities of HT Media Limited ('**the Company**') are listed, in accordance with, and to comply with the provisions of Clause 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**').
- 1.3 The Policy has been approved by the Board of Directors ('**the Board**') on 19th November, 2015, and is applicable w.e.f. 1st December, 2015.

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/or the Listing Regulations ('**Statutory Provisions**'), as the case may be.

3.0 MATERIAL INFORMATION/EVENTS

- 3.1 Events/information specified in Para A of Part A of Schedule III of the Listing Regulations shall deemed to be material events/information and the Company shall make disclosure of such events/information to the stock exchanges.
- 3.2 Events/information specified in Para B of Part A of Schedule III of the Listing Regulations and as listed in *Annexure-1* shall be considered 'material' if it is likely to have an impact exceeding (a) 10% of the gross turnover or revenues; or (b) 20% of the net worth, whichever is lower, as per the last audited consolidated financial statements of the Company.
- 3.3 The Company shall disclose the events or information with respect to its subsidiary companies which are material for the Company.
- 3.4 In case of an event/information where materiality thresholds prescribed in para 3.2 are not applicable, the Company may make disclosure of the same, if in the opinion of the Board of Directors of the Company, the event / information is considered material.
- 3.5 Any two of Chief Executive Officer, Group Chief Financial Officer and Group General Counsel & Company Secretary, Executive Director – Operations & HR, Chief Financial Strategist, Business Head – Radio, Business Head – Digital and Chief Digital Officer acting jointly, provided that atleast one is a KMP (designated as such under the Companies Act, 2013), shall



determine the materiality of any event/ information and disclose the same to the stock exchanges.

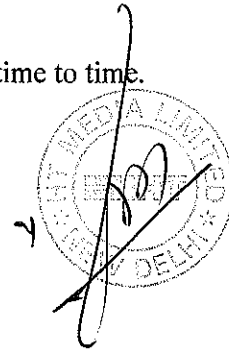
3.6 The Company may also disclose any other event/information to stock exchanges which in the opinion of the Board of Directors of the Company is considered material.

4.0 DISCLOSURE

The Company shall host the Policy on its website www.htmedia.in.

5.0 REVIEW / AMENDMENT

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



ANNEXURE-1

(Ref.: para 3.2)

List of events/information of which materiality is required to be determined for the purpose of disclosure to the Stock Exchanges:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/ division
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/ division (entirety or piecemeal).
3. Capacity addition or product launch
4. Awarding, bagging/ receiving, amendment or termination of awarded/ bagged orders/ contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or divisions of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc
7. Effect(s) arising out of change in the regulatory framework applicable to the Company
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/ defaults, etc. by directors (other than key managerial personnel) or employees of the Company.
10. Options to purchase securities including any ESOP/ ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

