

HT Media Limited

Dividend Distribution Policy

1.0 Preface

- 1.1 HT Media Limited (*"the Company"*) has adopted the Dividend Distribution Policy (*"the Policy"*) for due consideration thereof, while recommending/declaring, interim and/or final/special dividend to its shareholders.
- 1.2 The Policy is neither an alternative nor in any way abrogates the powers of the Board of Directors to recommend or declare dividend taking into consideration any other relevant factor(s) not outlined herein.
- 1.3 The Policy has been framed and adopted in compliance of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the *"Listing Regulations"*).
- 1.4 The Policy has been adopted by the Board of Directors (the *"Board"*) of the Company in its meeting held on January 24, 2017.
- 1.5 The Policy shall come into force for accounting periods commencing from April 01, 2016.

2.0 Objective

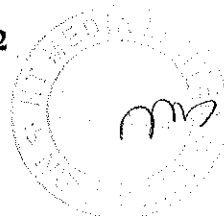
- 2.1 The Policy addresses the requirement of the Listing Regulations to outline the following –
 - circumstances under which shareholders of the Company may or may not expect dividend;
 - the financial parameters that shall be considered while declaring dividend;
 - internal and external factors that shall be considered for declaration of dividend;
 - policy as to how the retained earnings shall be utilized; and
 - parameters that shall be adopted with regard to various classes of shares.

3.0 Circumstances under which shareholders of the Company may or may not expect dividend

- 3.1 Dividend will generally be recommended by the Board of Directors once in a year, after the announcement of the full year results and before the Annual General Meeting (AGM) of the members, as may be permitted under the law. The Board of Directors may also declare interim dividend as may be permitted by law. Further, the Board of Directors may additionally recommend special dividend in special circumstances.
- 3.2 The circumstances wherein shareholders of the Company may or not expect dividend shall depend upon one or more factors outlined hereunder and/or any other consideration that may emerge from time to time.

4.0 Financial parameters that shall be considered while declaring dividend

- 4.1 Dividend shall be recommended/declared only in case of adequacy of profit calculated in the manner prescribed under the Companies Act, 2013.



4.2 Only in exceptional circumstances, including but not limited to loss after tax in any particular financial year, the Board of Directors may consider utilizing retained earnings for declaration of dividend, subject to the provisions of law in the said behalf.

4.3 The financial parameters to be considered while recommending/declaring dividend shall include, amongst others, profits earned (standalone), distributable reserves, Earning Per Share (EPS); Return on Assets (RoA); Return on Capital Employed (RoCE), alternative use of cash, debt repayment schedule etc.

5.0 **Internal and external factors that shall be considered for declaration of dividend**

5.1 While determining the quantum of dividend pay-out, the Board of Directors shall take into account, amongst others, one or more of the following factors.

Internal factors: Profitability, cash flow position, accumulated reserves, earnings stability, dividend history, payout sustainability, capex/opex plans, merger/acquisition, investment in new business, deployment of funds in short-term marketable investments, funds required to service debt, cost of raising fund from alternate source, etc.

External factors: Economic environment, business cycles, tax regime, industry outlook, interest rate structure, economic and regulatory framework, government policies etc.

6.0 **Policy as to how the retained earnings shall be utilized**

6.1 Subject to the provisions of applicable laws and regulations, retained earnings may be utilized for one or more permitted heads, including but not limited to declaration of dividend (interim/final), capitalization of shares, buy-back of shares, repayment of debt, capex/opex, organic and/or inorganic growth, investment in new business, general corporate purposes (including contingencies) etc.

7.0 **Parameters that shall be adopted with regard to various classes of shares**

7.1 At present, the Company has issued only one class of shares i.e. Equity Shares. These Equity Shares rank *pari-passu* with each other.

