



HT Media Limited

CORPORATE SOCIAL RESPONSIBILITY POLICY

Version	Date of approval by the Board	Effective date
V-1.0	25 th July, 2014	1 st April, 2014
V-2.0	4 th August, 2021	1 st April, 2021



CONTENTS

1. Preamble.....	3
2. Title & Scope.....	3
3. Definitions.....	3
4. CSR Vision and Guiding Principles for selection, implementation & monitoring of CSR Activities	4
5. Annual Action Plan.....	6
6. CSR Expenditure.....	6
7. Responsibilities of the Implementing Agency	7
8. Disclosures/ Reporting.....	7
9. Miscellaneous.....	7



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1.0 Preamble

HT Media Limited (the “Company”) strives to achieve excellence when it comes to undertaking business in a socially, ethically and environmentally responsible manner. The formulation of this Corporate Social Responsibility (CSR) Policy, is one such step forward in that direction.

2.0 Title & Scope

- 2.1 This policy shall be called the ‘**HTML Corporate Social Responsibility Policy**’ (the “Policy”), and is framed to comply with the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder (both as defined hereinafter).
- 2.2 The Policy outlines the Company’s philosophy as a responsible corporate citizen of India. It also lays down the guidelines and mechanism for selection, implementation and monitoring of socially useful CSR projects or programmes for welfare & sustainable development of the community, in and around area of operations of the Company and other parts of the country.
- 2.3 The Policy has been revised and approved at the meeting of the Board of Directors held on 4th August, 2021, and is effective from 1st April, 2021.

3.0 Definitions

- 3.1 “**Act**” means the Companies Act, 2013, as amended from time to time.
- 3.2 “**Board**” means the Board of Directors of the Company.
- 3.3 “**Corporate Social Responsibility (CSR) Activities**” means the projects and/or programmes undertaken by the Company for welfare & sustainable development of the community, including those in pursuance of its obligation under Section 135 of the Act read with Schedule VII thereto and the Rules (as defined hereunder).
- 3.4 “**CSR Committee**” means the committee of the Board of Directors constituted pursuant to Section 135(1) of the Act and the Rules.
- 3.5 “**Implementing Agency(ies)**” means any trust, society, company or other entity which is eligible to undertake CSR activities on behalf of the Company in due compliance of the Act and Rules.
- 3.6 “**Ongoing Project**” means a multi-year project undertaken by the Company in fulfillment of its CSR obligation having timelines not exceeding three years, excluding the financial year in which it was commenced, and shall include such project(s) that were initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification.
- 3.7 “**Rules**” means the Companies (Corporate Social Responsibility Policy) Rules, 2014 or any other



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rule(s) made under Section 135 of the Act.

Words and expressions used in the Policy and not defined herein but defined in the Act or Rules, or the Articles of Association of the Company or any other applicable laws shall have the meaning as assigned thereunder.

4.0 CSR Vision and Guiding Principles for selection, implementation & monitoring of CSR Activities

4.1 Vision

The Company is committed to build and execute a model of sustainable growth & development, for the benefit of present and future generations of its stakeholders and the society at large. In the endeavor to realize this vision of inclusive growth, the Company shall follow and integrate responsible business practices into its strategies and operations, to achieve the triple objectives of - economic prosperity; social development; and environmental sustainability.

4.2 Guiding Principles - selection of CSR Activities

- 4.2.1 The CSR Activities shall be undertaken by the Company within India, with due consideration and preference to the local areas wherein the Company has its operations.
- 4.2.2 Beneficiaries of the CSR Activities of the Company shall not be discriminated basis their caste, gender, religion, race, domicile, disability, sexual orientation etc. However, CSR Activity may focus on upliftment of economically and socially weaker section(s) of the society.
- 4.2.3 A particular CSR Activity shall be selected on the basis of its relevance and importance to the society/environment. Such CSR Activity shall relate to one or more entry(ies) in Schedule VII to the Act, which should be interpreted liberally so as to also cater to any emergent situation arising out of natural calamity, disaster, pandemic etc.
- 4.2.4 The allocated CSR budget will be utilized for CSR Activities undertaken by the Company, specifically excluding the following –
- (i) activities undertaken in pursuance of normal course of business of the Company;
 - (ii) activities undertaken by the Company outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
 - (iii) contribution of any amount directly or indirectly to any political party;



- (iv) activities benefitting employees of the Company;
 - (v) activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services;
 - (vi) activities carried out for fulfillment of any other statutory obligations under any law in force in India;
 - (vii) any other activity restricted under the Act and/or Rules, from time to time.
- 4.2.5 The list of CSR Activity(ies) approved by the Board to be undertaken during a financial year, shall be annexed to the Policy as Schedule-I. Any year-on-year or mid-term revision of Schedule I approved by the Board, shall not entail revision of the Policy.

4.3 Guiding Principles - implementation of CSR Activities

4.3.1 CSR activities of the Company may be undertaken via one or more of the following modes –

- directly by the Company; or
- through any eligible Implementing Agency (eligible under the Act and/ or Rules); or
- in collaboration with other companies; provided that CSR Committee of the Company, shall separately report to the Board, such projects or programmes, in accordance with the Rules.

4.3.2 The Company shall ensure that all CSR activities are undertaken as per the Annual Action Plan, as approved by the Board from time to time.

4.3.3 The time period for implementation of a particular CSR Activity shall depend on, amongst other things, its nature, extent of coverage, intended impact of the programme etc.

4.4 Guiding Principles – monitoring and evaluation of CSR Activities

4.4.1 In order to ensure effective implementation of CSR Activity(ies), the Board, while approving the Annual Action Plan, shall decide the implementation schedule and frame suitable project-specific monitoring mechanism.

4.4.2 The CSR activities will be monitored effectively and objectively using appropriate monitoring tools that may include one or more of the following modes viz. field visits, periodical reports from Implementation Agency, feedback surveys, engagement of International Organizations, third-party audit or certification, self-assessment reports, impact assessment, need-assessment, periodical review or any other appropriate mechanism.

4.4.3 CSR Committee may delegate the power(s)/authorize one or more of senior executives/officers of the Company, as deemed fit and necessary, to execute, implement and monitor CSR Activities.



4.4.4 CSR Committee shall periodically review the progress on Annual Action Plan, including utilization of funds.

4.4.5 In case of Ongoing Project(s), the CSR Committee and Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall make modifications, if any, for smooth implementation of the project within the overall permissible time period.

5.0 Annual Action Plan

5.1 The Board, on the recommendation of CSR Committee, shall approve an Annual Action Plan for implementation of CSR Activity(ies) which shall contain the following particulars:

- (a) list of CSR projects or programmes, to be undertaken in the relevant financial year, in areas or subjects specified in Schedule VII of the Act;
- (b) manner of execution;
- (c) modalities of utilisation of funds;
- (d) implementation schedules;
- (d) monitoring and reporting mechanism; and
- (e) details of need and impact assessment, if any.

5.2 The Board, on the recommendations of CSR Committee, may alter, modify, amend, withdraw the Annual Action Plan at any time during the financial year, depending upon the needs and reasonable justification at that point in time.

6.0 CSR Expenditure

6.1 Every year, the Company shall allocate and spend atleast 2% of its average Net profit made during the three immediately preceding financial years (calculated in the manner prescribed under the Act and/or the Rules), or such other percentage as may be prescribed by the Central Government from time to time (*hereinafter to be referred as the "CSR Obligation"*) on CSR activities as per approved Annual Action Plan.

6.2 The Board shall monitor that the Company spends the requisite amounts specified under the Act and/or Rules on CSR Activities. At the end of any financial year, where the Company is not able to spend its CSR Obligation, the requirements under the Act and/or the Rules shall be complied with.

6.3 Any surplus arising out of CSR Activities shall not form part of the business profit of the Company and shall be utilized towards eligible CSR activities only, in accordance with the Act and the Rules.

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6.4 During any particular financial year, where the Company spends any amount in excess of its CSR Obligation, such excess amount may be set off against the future CSR Obligations of subsequent year(s), in terms of the Act and the Rules.

7.0 Responsibilities of the Implementing Agency

7.1 The Implementing Agency which undertakes CSR Activities on behalf of the Company shall ensure that:

(i) CSR Activities comply with the Policy and the Act and/ or Rules.

(ii) CSR Activities are undertaken as per the approved Annual Action Plan.

(iii) CSR Co-ordinator is updated on the progress of CSR Activities and status of implementation of the Annual Action Plan.

(iv) Records are maintained for all CSR Activities undertaken on behalf of the Company.

(v) All such acts, deeds and things are performed as may be directed by CSR Co—ordinator in pursuance of the CSR Policy and for the effective implementation of the Annual Action Plan.

8.0 Disclosures/ Reporting

8.1 Annual Report on CSR Activities shall be included in the Board's Report which forms part of the Company's Annual Report.

8.2 Composition of the CSR Committee, the Policy and projects approved by the Board to be executed during the current financial year shall be displayed on the company's website 'www.htmedia.in'.

9.0 Miscellaneous

9.1 The interpretation of the Managing Director on the provisions of the Policy shall be final.

9.2 Chairperson, MD&CEO and Group General Counsel & Company Secretary of the Company shall be severally authorized to amend this Policy to incorporate statutory amendments from time to time. The revised policy shall be subsequently placed before the CSR Committee and the Board for information.

9.3 The Company reserves the right to amend, cancel, or replace this Policy at any time subject to the provisions of the extant provisions of the Act and Rules

