

Terms of appointment of Non – Executive Independent Directors of HT Media Limited

1. Appointment

- a. An Independent Director shall be appointed for a term of, subject to the approval of members. This tenure is subject to his meeting the criteria for being an Independent Director at all times during his tenure, and not being disqualified to be a Director under the applicable provisions of the Act and SEBI LODR.
- b. An Independent Director, will not be liable to retire by rotation.

2. Independence

The Board shall give due consideration to the declaration of Independent Directors being qualified as Independent in accordance with the provisions of the Act and SEBI LODR. Independent Director should agree to continue to be qualified as "independent" during his tenure and provide periodic declaration to the effect as required by the applicable laws. Independent Director will be identified as Non-Executive Independent Director in the annual report and other documents and publications of the Company. Independent Director shall promptly inform the Chairperson and the Company Secretary, should he cease to be qualified as "independent" during your tenure.

3. Role on the Company's Board and Board Committees

Independent Director on the Board and shall abide by all the provisions of any law for the time being in force with respect to rights, duties and responsibilities of a Director. Moreover, Independent Director shall also abide by other provisions of any law for time being in force, which are specifically applicable to an Independent Director.

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 as a member / Chairperson. Upon nomination of Independent Director to any one or more committee (s), he will be provided with the appropriate committee charter which would set out its functions.

Independent Director may also be appointed as Non-Executive Independent Director on the Board of "Material Subsidiary" in accordance with the extant provisions of SEBI LODR.

4. Induction/Training

The Company shall conduct suitable training/familiarization sessions, *inter-alia*, to familiarize Independent Directors with following:

- a. Board's roles, rights and responsibilities;
- b. Business model of the Company;
- c. Company's vision, strategic direction, core values, ethics and corporate governance practices;

5. Time Commitment

The Company expects time commitment of Independent Director involving attendance at all Board and committee meetings (of which he is a member); and the general meetings of the members. Usually, the Company has four Board meetings and some more meetings on need basis, an Annual General Meeting and Extra – Ordinary General Meeting(s) of members of the Company as and when required. In addition, principal Board Committees meet four or five times a year and other Committees meet on need basis. Ordinarily, all meetings are held in New Delhi.

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

6. Role & Duties of Independent Director

Independent Directors may refer to Section 166 of the Act which entails duties of Directors, which are as follows:

- a. a director of a company shall act in accordance with the articles of the company.
- b. a director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- c. a director of a company shall exercise his/ her duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d. a director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- e. a director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself/ herself or to his/ her relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- f. a director of a company shall not assign his / her office and any assignment so made shall be void.
- g. 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.

- h. Apart from the above, he shall also fulfil the role and responsibilities as provided under SEBI LODR.

7. Professional Conduct

An Independent Director is expected to:-

- (a) uphold ethical standards of integrity and probity;
- (b) act objectively and constructively while exercising his duties;
- (c) exercise responsibilities in a *bona fide* manner in the interest of the Company;
- (d) devote sufficient time and attention to his professional obligations for informed and balanced decision-making;
- (e) not allow any extraneous considerations that will vitiate his 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) use his position only for the benefit of the Company or its shareholders and not 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 his independence;
- (h) if circumstances arise under which he may lose his independence, inform the Board accordingly;
- (i) assist the Company in implementing the best corporate governance practices.

8. D&O Insurance

The Company maintains Directors' & Officers' liability insurance policy (D&O policy) and it is intended to maintain such cover for the full term of his appointment.

Broadly, the policy covers the personal liability of a Director/Officer in the event of a claim or law suit alleging wrong-doing in connection with company's business, other than professional indemnity. The policy also indemnifies for judgmental errors; and covers past, present and future directors and officers of the Company on unnamed basis. At present, the sum insured under the D&O policy is Rs.750 million.

9. Memberships of other boards

It is expected that Independent Directors 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.

10. Fees/reimbursement of expenses

- 10.1 Independent Directors are entitled to sitting fee for attending Board and committee meetings, as fixed by the Board from time to time.
- 10.2 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 197 read with Section 198 of the Act, subject to a limit of Rs.10 Lac per director per annum. The entitlement under this clause shall be subject to approval of Board of Directors and such other approvals as may be required under the applicable laws.
- 10.3 The Company shall pay or reimburse on actual basis, fair and reasonable incidental expenditure, incurred by Independent Director while performing the role as an Independent Director.

11. Evaluation

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

12. Compliance with various Codes of the Company

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

13. Disclosures

During tenure of Independent Director, he must promptly notify the Company of any change in his directorships and provide such other disclosures as may be required under the applicable laws. Independent Director should also agree that in case he becomes aware of any potential conflict of interest with his position as an Independent Director, he shall promptly disclose the same to the Chairperson and the Company Secretary.

During tenure as Director, Independent Director must agree to provide the declaration of fulfillment of meeting the criteria of independence under Section 149(7) of the Act, upon any change in circumstances which may affect his status as an Independent Director.

14. Confidentiality

Any information that Independent Director would acquire during his association as Independent Director is confidential and should not be released either during his tenure or thereafter, to third parties without prior clearance of the Chairperson, save and except as may be required by law. On request, Independent Director shall surrender documents and other material provided to him by the Company.

15. Termination

Directorship of Independent Director shall terminate or cease in accordance with law. Independent Director may also resign from his position at any time and should he wish to do so, he is requested to send a written notice to the Board stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by Independent Director in the notice, whichever is later.

The Appointment is subject to disengagement in accordance with the provisions of the Articles of Association of the Company, the Act and other applicable laws, rules and regulations.