



Date:

To,

Independent Director

Add: _____

Subject: Appointment as an Independent Director on the Board of the Quint Digital Media Limited

Dear Sir/ Madam,

We are pleased to inform you that the Shareholders of Quint Digital Media Limited ('The Quint' or 'the Company') at the _____ has approved your appointment as an Independent Director of the Company to hold office for a term of _____.

In this regard, this letter of appointment sets out the terms and conditions of your appointment as an Independent Director and are subject to the extant provisions of (i) the Companies Act, 2013 (the Act) (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations), as amended from time to time, and (iii) Articles of Association of the Company.

1. Appointment

- I. In compliance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director on the Board of Directors of the Company for a period and your appointment will not be subject to liable to retire by rotation.
- II. Your appointment will be subject to applicable laws including the Act, the Listing Regulations and the Company's Articles of Association, as amended from time to time. As per the declaration provided by you, it is noted that you meet the criteria of being appointed as an Independent Director of the Company in terms of the provisions of Section 149 of the Act and rules framed thereunder, from time to time. You shall on a yearly basis declare to the Company that you continue to meet these eligibility criteria. In case of happening of any event, if you cease to meet the eligibility criteria for Independent Director, you shall promptly inform the Company of the same and shall cease to become an Independent Director of the Company.
- III. You will not be an employee of the Company and this letter shall not constitute a contract of employment.
- IV. You will not be entitled to any stock option offered by the Company.
- V. In the event you propose to resign as an Independent Director of the Company, request you to give reasonable notice to the Company of your intention to resign so that the Company can plan for

QUINT DIGITAL MEDIA LIMITED

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Corporate Office: Carnousties's Building, Plot No. 1, 9th Floor, Sector 16A, Film City, Noida-201301 Tel: 0120 4751818

Website: www.quintdigitalmedia.com, email: cs@thequint.com, CIN: L74110DL1985PLC373314



succession of skills and experience on the Board. In addition, the Appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or applicable laws including on failure to meet the parameters of independence as defined in Section 149(6) or on the occurrence of any event as defined in Section 167 of the Act. Upon such termination or resignation for any reason, you shall not be entitled to any damages for loss of office and no fee will be payable to you in respect of any unexpired portion of the term of the Appointment.

- VI. Your re-appointment at the end of the term shall be based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board of Directors and shareholders of the Company.

2. Committee Membership

- I. Presently, the Company has the following Board Committees which have been constituted/ re-constituted in terms of the decisions at previous Board Meetings:
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholder Relationship Committee
 - Risk Management Committee
- II. The Board of Directors may invite you to join any one or more of the Committees as mentioned above as a Member or Chairperson of such Committee(s) of the Board. The Board may also invite you to join any other Committee which the Board may constitute in the future. Your appointment as a Member/ Chairperson of any Committee of the Board, in the future shall be subject to the applicable regulations and laws under the Act and/ or Listing Regulations.
- III. As an Independent Director, you will participate in the meeting of the Independent Directors separately without the presence of Non-Independent Director and Members of the Management.

3. Time Commitment

- I. You will devote sufficient time to the affairs of the Company while functioning as Independent Director as would be required to help the Company to achieve its objectives.
- II. As an Independent Director on the Board, you are expected to bring independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, risk management and ensuring the highest standards of financial probity and corporate governance.
- III. You are expected to attend each and every Board Meeting, Committee Meeting, if any, to which you are a member and the AGM / EGM of the Company during your tenure as an Independent Director on the Board. The Schedule of Meetings shall be communicated to you well in advance

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including any change in day, date, time and venue thereof to make it convenient for you to attend the meetings.

4. Role, Functions and Duties

As an Independent Director on the Board, your role, functions and duties shall be governed by the applicable provisions of Act read with Rules framed thereunder, Schedule IV of the Act, Listing Regulations, Articles of Association of the Company and other Statutes as may be applicable from time to time.

5. Conflict of interest/ Disclosure of interest

- I. The Company acknowledges that being an Independent Director on the Board of the Company you may have business interest other than that of the Company, you will be required to disclose your other directorship, appointments, interest, etc. to the Board in writing in the prescribed format and keep the Board informed about changes, if any, immediately after the change is made effective.
- II. As an Independent Director, you will be liable to disclose your interest in any contracts or arrangements with any Company, firm, association or individual where you are interested as a director or a relative or partner or in any other capacity. Such disclosure is necessary to ensure that the Company complies with applicable provisions of Act and the Listing Regulations. In addition to the above, you are required to disclose to the Board of Directors your appointment, removal, or cessations as Director in other companies. You are also required to disclose your Committee Membership in other companies.
- III. You will be required to maintain your Directorship, Committee Membership, Chairpersonship of other Companies within the maximum permissible limit under the Act and the Listing Regulations. You will also be required to submit your Annual Declarations in the prescribed format to the Board of Directors of the Company so that the Board can take note of the same in the Meeting.

6. Training

The Company shall provide you suitable training to familiarize you with the Company, your role, duties, responsibilities in the Company, nature of the industry in which the Company operations, business model of the Company etc.

7. Fees and Expenses

You will be paid remuneration by way of sitting fee and reimbursement of expenses for participation in the Board and other Committee meetings, if any and commission and/or such other payments as may be decided by the Board from time to time, subject to the provisions of Section 197 and 198 and other relevant rules and provision of

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Act and any amendments /subsequent legislation applicable to such appointments / reappointment / extension of term of appointment.

8. Insurance

The Company will maintain a Directors and Officers insurance ('D and O insurance') in respect of any matter occurring or alleged to have occurred while you are or were a director of the Company.

9. Code of Conduct

During the Appointment, you will comply with any relevant regulations as may be issued by the SEBI, including the code of conduct for Directors of Company and Schedule IV of Act and such other requirements as the Board of Directors may decide from time to time.

10. Confidentiality

- I. Upon accepting the appointment, you will need to apply the highest standards of confidentiality and not disclose to any person or Company (whether during the course of the Appointment or at any time after termination) any confidential information concerning the Company and any Group Companies, if any, with which you come into contract with by virtue of your position as an Independent Director of the Company.
- II. Your attention is drawn to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 in respect of disclosure of price-sensitive information. Consequently, you are hereby informed not make any statements and/or enter into transactions that might risk a breach of these Regulations in any manner, whatsoever.

11. Performance Appraisal / Evaluation Process

Performance appraisal/ evaluation process as a member of the Board, your performance will be evaluated on the basis of the criteria determined by the Nomination and Remuneration Committee. The criteria for performance evaluation, as laid down by the Nomination and Remuneration Committee shall be disclosed in the Company's Annual Report.

12. General

- I. This letter shall be open for inspection at the registered office of the Company by any member during normal business hours. Further, your terms and conditions of appointment shall also be posted on the Company's website.

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- II. This letter is governed by the laws of India and any dispute arising out of this appointment shall be subject to the exclusive jurisdiction of the Courts of India.
- III. Please confirm your agreement to the above by signing and returning to me the enclosed duplicate of this letter.

Looking forward to your continued support and commitment to the Company.

Thanking you.

For and on behalf of
Quint Digital Media Limited

Ritu Kapur
Managing Director
(DIN: 00015423)

AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name:

Place:

Date:

Encl: Director Induction Kit

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