

GAURAV MERCANTILES LIMITED

3rd Floor, Tower 2B, One Indiabulls Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai,
Maharashtra 400 013 - Tel: 020 4540 4000

Website: www.gmlmumbai.com, email: cs@gmlmumbai.com, CIN:L74110MH1985PLC176592

Notice of Postal Ballot (“Notice” or “Postal Ballot Notice”)

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars (defined below)

Dear Shareholders,

Notice is hereby given to the shareholders of Gaurav Mercantiles Limited (“GML” or the “Company”) that in terms of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended and including any statutory modifications, amendments or re-enactments thereto, (the “Act”), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (the “Management Rules”) read with the General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (“MCA”) in view of COVID-19 (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR”), any other applicable laws including any statutory modification or re-enactment thereof for the time being in force, the Company is seeking consent of its shareholders for the proposed resolution as set-out hereinbelow, through postal ballot (“Postal Ballot”) by way of voting through electronic means (“E-voting”).

In terms of the MCA Circulars, due to this pandemic which requires social distancing, companies are advised to take all decisions requiring shareholder’s approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules framed thereunder, without holding a general meeting that requires physical presence of shareholders at a common venue.

MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot upto 30 June 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided under the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the shareholders will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the E-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are also annexed.

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You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of the E-voting facility provided by the Company.

SPECIAL BUSINESS:

1. Acquisition of Digital Business from Quintillion Media Private Limited being a related party

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment(s), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the shareholders of the Company be and is hereby is accorded for acquisition of digital content business operated under the name and brand name of ‘The Quint’ (www.thequint.com) of Quintillion Media Private Limited, a related party within the meaning of the Section 2(76) of the Act, comprising of all the assets, movable and immoveable properties, liabilities, obligations, employees, underlying licenses, consents, permissions, consents and approvals, on a slump sale basis for a lump sum cash consideration of INR 12,62,26,644 (Twelve Crores Sixty Two Lakhs Twenty Six Thousand Six Hundred Forty Four Only), agreed on the basis of fair valuation report issued by an Independent Valuer, subject to adjustments for debt and working capital on the closing date.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, and to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or any Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company be and are hereby severally authorised to finalize, settle and execute such documents

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/deeds /writings /papers /agreements including business transfer agreement as may be required and to give necessary consents and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

2. Approval for related party transactions to be entered upon acquisition of the Digital Business from Quintillion Media Private Limited

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment(s) notified thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, in anticipation of acquisition of digital content business of Quintillion Media Private Limited, the consent of the shareholders be and is hereby accorded to enter into related party transactions with following persons identified as related party within the meaning of the Section 2(76) of the Act on arm’s length basis and in ordinary course of business, for avoiding any interruption in business proposed to be acquired:

#	Name of Related Party	Description of contract	Period	Maximum value
1	Quintillion Business Media Private Limited	Cost sharing and content procurement	On-going	INR 3 Crores per annum
2	Quintype Technologies India Private Limited	Website development and maintenance	On-going	INR 1 Crores per annum
3	Spunklane Media Private Limited	Purchase of content	12 months	INR 20 Lakhs

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, and to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or any Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company be and are hereby severally authorised to finalize, settle and execute such documents /deeds /writings /papers /agreements including any service agreement as may be required and to give necessary consents and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

3. **Increasing the borrowing powers and creation of charge or mortgage or hypothecation against the assets or properties of the Company**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of all the earlier resolution passed in this regard, pursuant to the provisions of Section 180(1)(c) and any other applicable provision of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the shareholders be and is hereby accorded to empower Board of Directors (including any committee constituted or to be constituted by the Board of Directors, for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorized by the Board in this regard) to borrow any sum of monies, from time to time, whether in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board of Directors may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed at any time a sum equivalent to INR 100 Crore (Indian Rupees One Hundred Crore Only).

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RESOLVED FURTHER THAT in supersession of all the earlier resolution passed in this regard, pursuant to the provisions of Section 180(1)(a) and any other applicable provision of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the shareholders of the Company be and is hereby accorded to empower Board of Directors (including any committee constituted or to be constituted by the Board of Directors, for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorized by the Board in this regard) to mortgage, hypothecate, create charge, in addition to mortgage, hypothecate, create charge already created by the Company, in such manner as the Board may determine, on all or any of the moveable or immoveable properties or assets of the Company, both present and future and or whole or any part of undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of defaults to secure the borrowings of the Company, in foreign currency and / or rupee currency and securities (comprising fully / partly convertible Debentures and / or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds (including Masala Bonds) or other debt instruments) issued / to be issued by the Company from time to time, in favor of the Lender(s), Agent(s) and Trustee(s), subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compounded interest, in case of default accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agents / Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Trust Deeds(s) / other Agreement(s) / any other documents, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms, conditions and covenants in respect of enforcement of security as may be stipulated in that behalf from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of

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the powers conferred herein to any committee of directors or officers of the Company.”

4. Alteration of Articles of Association

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), the new set of Articles of Association be and is hereby approved by the shareholders of the Company and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies/ Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company, as approved by the Board and the shareholders of the Company and/ or generally to give effect to the foregoing resolutions.”

5. Shifting of registered office from the State of Maharashtra to National Capital Territory of Delhi and consequent amendment to Memorandum of Association of the Company

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 30 of the Companies (Incorporation) Rules 2014 and other applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), subject to the approval of the Central Government (Power delegated to the Regional Director) and/ or any authority(ies) as may be prescribed from time to time and subject to such approvals, permissions, consents and sanctions as might be required from any regulatory authority, consent of the shareholders be and is hereby accorded to shift the Registered Office of the Company from the State of Maharashtra to National Capital Territory (NCT) of Delhi and that Clause II of the Memorandum of Association of the Company be altered and substituted with the following clause:

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II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi

RESOLVED FURTHER THAT the Board of Directors of the Company, including any of its duly constituted Committees or key managerial personnel or any officer/executive/representative and/or any other person so authorized by the Board of Directors, be and are hereby severally authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions including affidavits, issue notices, advertisements, to finalization the cut-off date for creditors, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company."

6. Change of name of the Company and consequent amendment to Memorandum & Articles of Association of the Company

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Companies (Incorporation) Rules 2014 and other applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), subject to the approval of the Central Government (Power delegated to the Registrar of Companies/ Central Registration Centre), the BSE Limited and/ or any authority(ies) as may be prescribed from time to time and subject to such approvals, permissions, consents and sanctions as might be required from any regulatory authority, consent of the shareholders be and is hereby accorded to change the name of the Company from "Gaurav Mercantiles Limited" to "The Quint Media Limited" or "Quint Media Limited" or "The Quint Digital Media Limited" or "Quint Digital Media Limited" or any such other name as reserved by the concerned Registrar of Companies/ Central Registration Centre.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "Gaurav Mercantiles Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name as approved by the Registrar of Companies/ Central Registration Centre.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any of its duly constituted Committees or any officer/executive/representative and/or any other person so authorized by the Board of Directors, be and are hereby severally authorized on behalf of the

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Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for change of name of the Company from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company."

Registered Office:

Third Floor, Tower 2B
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Lower Parel (West)
Mumbai, Maharashtra – 400013

By order of the Board of Directors
For Gaurav Mercantiles Limited

Anukrati Agarwal
Company Secretary

Place: Noida
Date: May 15, 2020

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as **Annexure 1**.
2. The Notice is being sent by email to all the shareholders holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. May 8, 2020 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400 072.
3. A copy of this Notice will also be available on the Company's website <http://gmlmumbai.com> and on the website of Central Depository Services (India) Ltd (the "CDSL") i.e. www.evotingindia.com and at the relevant sections of the website of the BSE Limited.
4. In compliance with Regulation 44 of the LODR and Sections 108, 110 and other applicable provisions of Act, if any, read with the rules made thereunder and MCA Circulars, the Company is providing facility for voting by E-Voting to all the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd (the "CDSL") for facilitating E-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8 April 2020 read with General Circular No.17/2020 dated 13 April 2020 issued by the MCA, voting can be done only by remote E-voting. As the E-voting does not require a person to attend to a meeting physically, the shareholders are strongly advised to use the remote E-voting procedure by themselves and not through any other person / proxies.
5. Shareholders holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. May 8, 2020 will have to cast their votes electronically on the resolutions as set out in the Postal Ballot Notice through electronic voting system of the CDSL up to 5.00 p.m. on June 14, 2020.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the equity shareholders(s) on the cut-off date, i.e. May 8, 2020. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.
7. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Practicing Company Secretary and Partner of M/s Sanjay Grover & Associates, having CP No. 13700, as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website <http://gmlmumbai.com>, besides communicating to the BSE Limited, where the equity shares of the Company are listed on June 15, 2020. In case,

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the national lockdown on account of COVID-19 situation is eased off and the Company's offices are open for business, the Company will also display the results of the postal ballot at its Registered Office. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for E-voting, i.e. June 14, 2020, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

8. A shareholder may seek duplicate Postal Ballot Notice and Postal Ballot Form from the Company by writing to Ms. Anukrati Agarwal, Company Secretary and Compliance Officer, email:cs@gmlmumbai.com.
9. In case, the national lockdown on account of COVID-19 situation is eased off and the Company's offices are open for business, the Company will make available all documents referred to in this Postal Ballot Notice and Explanatory Statement setting-out the material facts for inspection of the Shareholders at the Registered Office of the Company during office hours (except Saturdays, Sundays and Government Holidays).
10. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the LODR, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).
11. All documents proposed for approval, if any, in the above Postal Ballot Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.csgmlmumbai.com to facilitate online inspection of relevant documents till announcement of the results of this Postal Ballot.
12. **The instructions for E-voting are as under:**
 - (a) The voting period begins on May 16, 2020 at 9.00 a.m. and ends on June 14, 2020 at 5.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (b) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (c) Click on Members
 - (d) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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- (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (g) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to

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share your password with any other person and take utmost care to keep your password confidential.

- (j) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the relevant Company i.e. Gaurav Mercantiles Limited on which you choose to vote.
- (l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (n) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (q) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.
- (r) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (s) Note for Non – Individual Shareholders and Custodians
 - (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- (iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (t) In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“**FAQs**”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or you may contact you may contact Mr. Subhash Dhingreja, **Skyline Financial Services Pvt. Ltd.**, at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072 at his email address: subhashdhingreja@skylinerta.com or Contact No. 022 28511022 / 49721245.
- (u) **Those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:**

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the shareholders would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- (a) Keeping in view the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the Postal Ballot Notice through email, may get their email registered with the Company’s Registrar and Share Transfer Agent, **Skyline Financial Services Pvt. Ltd.**, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072.
- (b) Shareholders holding shares in physical form are requested to send following details to the Company’s Registrar and Share Transfer Agent, **Skyline Financial Services Pvt. Ltd.**, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072 at his email address: subhashdhingreja@skylinerta.com on or before June 8, 2020:

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- i. Full Name
- ii. Address
- iii. Email address
- iv. No. of shares held
- v. Folio no.
- vi. Certificate No.
- vii. Distinctive No.
- viii. Scan copy of PAN and Aadhaar Card

- (c) Shareholders holding shares of the Company in dematerialized form but who have not registered their email address are also requested to approach their respective Depository through Depository Participant and complete the registration process on or before June 8, 2020 and communicate information about such registration to Company's Registrar and Share Transfer Agent, **Skyline Financial Services Pvt. Ltd**, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072 at his email address: subhashdhingreja@skylinerta.com or Contact No. 022 28511022 / 49721245.

13. The Company shall send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the shareholders will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated by the Company in compliance with the MCA Circulars.
14. It may be noted that, the current guidance under the MCA Circulars on postal ballot has been provided to be valid upto 30 June 2020 or till further orders, whichever is earlier, the Company is providing Postal Ballot Form as below in compliance with the extant provisions of the Act and the rules as applicable to obtaining approval of the shareholders by way of Postal Ballot. It is clarified that the use of such Postal Ballot Form shall be valid only and only if the MCA revises its guidelines issued vide the MCA Circulars on or before June 14, 2020 being the last date specified in this Notice for e-voting and permits use of Postal Ballot Forms.
15. Further, the guidelines for submitting the Postal Ballot Form as provided herein are in compliance with the extant provisions of the Act and the rules as applicable to obtaining approval of the shareholders by way of Postal Ballot (without taking into consideration the MCA Circulars) and thus shall be subject to such modification(s) as the MCA may prescribe while reintroducing the use of the Postal Ballot Forms in amendment to the current provisions of the MCA Circulars.

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Annexure 1 to the Postal Ballot Notice

EXPLANATORY STATEMENT

Pursuant to section 102(1) and 110 of the Companies Act, 2013

1. Acquisition of Digital Business from Quintillion Media Private Limited being a related party

The Company had altered its main objects specified under the Memorandum of Association to undertake media and entertainment business with the prior approval of shareholders obtained through postal ballot on May 12, 2019. Further, the Board of Directors vide their meeting held on July 17, 2019, discussed the preliminary proposal to acquire the digital content business of Quintillion Media Private Limited, a company owned and controlled by Mr. Raghav Bahl and Ms. Ritu Kapur, which is being operated under brand name of "The Quint" ("**Digital Business**").

Quintillion Media Private Limited runs and operates three digital platforms under digital content business i.e. "www.thequint.com", "www.hindi.thequint.com" and "www.fit.thequint.com". These platforms offer news in various categories such as politics, businesses, opinions, entertainment matters, sports, technology aspects, life matters, health and fitness matters, women matters, blogs, hot wires, photos and videos, as well as India and international news. The Digital Business offers journalism and media in the form of 5 platforms- live, articles, videos, quint lab and audio podcasts.

The fair valuation of the Digital Business has been recommended at an Enterprise Valuation of INR 30,58,55,459 (Thirty Crores Fifty Eight Lakhs Fifty Five Thousand Four Hundred Fifty Nine Only) and an Equity Value of INR 12,62,26,644 (Twelve Crores Sixty Two Lakhs Twenty Six Thousand Six Hundred Forty Four Only), adjusted in accordance with the terms of the Business Transfer Agreement (including net debt and closing adjustments on the closing date), based on the fair valuation report of an Independent Valuer. The Company has also obtained a fairness opinion from a Category I Merchant Banker registered with the Securities and Exchange Board of India.

Your Company proposes to acquire the Digital Business, which would have the following key advantages:

- (i) Give the company a strong foothold in the digital media business of the economy;
- (ii) Enable the Company and its shareholders to reap benefits from projected growth in the digital media business going forward. The key drivers for growth in digital media business are:
 - a) **Digital demography:** increase in internet penetration and mobile subscribers

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- b) **Digital monetization:** increased investment in acquiring original content and investment in digital infrastructure
 - c) **Regional content:** share of regional languages is set to grow as the market players start to focus on content offerings in regional languages.
 - d) **Uptake in consumer spending:** rise in discretionary personal expenditure will increase the propensity to pay for digital content
- (iii) Gain from the experience and expertise of Mr. Raghav Bahl and Ms. Ritu Kapur, the pioneers of Indian Media and Entertainment Industry.

It is informed that as per the provisions of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR”), Quintillion Media Private Limited shall be considered as related party and proposed acquisition of Digital Business shall be considered as related party transaction. Accordingly, as required under Section 188 of the Companies Act, 2013 read along with the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of the LODR and the Company’s policy on Related Party Transactions, the proposed transaction shall require the approval of the shareholders by way of an ordinary resolution.

Thus, after obtaining the prior approval of Audit Committee on May 6, 2020, the Board of Directors of the Company approved the proposal of acquisition of the Digital Business in their meeting held on May 6, 2020 and entered into a Business Transfer Agreement with Quintillion Media Private Limited.

The specific information relating to proposed related party transaction required to be disclosed under Postal Ballot Notice pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

S. No	Details required about related party	Information
1.	Name	Quintillion Media Private Limited
2.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur and Mr. Mohan Lal Jain
3.	Nature of relationship to qualify as related party	Mr. Raghav Bahl and Ms. Ritu Kapur are common directors in the Company and Quintillion Media Private Limited. In addition, Mr. Raghav Bahl and Ms. Ritu Kapur, the promoters of Gaurav Mercantiles Limited collectively owning 66.42% of the share capital, are the ultimate beneficial shareholders of Quintillion Media Private Limited.

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		In addition, as a matter of good corporate governance it is also disclosed that Mr. Mohan Lal Jain, promoter of Gaurav Mercantiles Limited, is a director on the Board of the Holding company of Quintillion Media Private Limited.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	<ul style="list-style-type: none">• Business Transfer Agreement for the acquisition of Digital Business from Quintillion Media Private Limited for a lump sum cash consideration at an Enterprise Valuation of INR 30,58,55,459 (Thirty Crores Fifty Eight Lakhs Fifty Five Thousand Four Hundred Fifty Nine Only) and an Equity Value of INR 12,62,26,644 (Twelve Crores Sixty Two Lakhs Twenty Six Thousand Six Hundred Forty Four Only), adjusted in accordance with the terms of the Business Transfer Agreement (including net debt and closing adjustments as on closing date).• The transaction is being undertaken on an 'arm's length basis as per the fair valuation report of an Independent Valuer. The Company has also obtained a fairness opinion dated May 05, 2020 from a Category I Merchant Banker registered with the Securities and Exchange Board of India.• The proposed business transfer is being undertaken as a slump sale in accordance with Section 2(42)C and Section 50B of the Income Tax Act, 1961.
5.	Any other information relevant or important for the shareholders to take a decision on the proposed resolution	No other information remains undisclosed.

These above being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in said transaction.

Except Mr. Raghav Bahl, Ms. Ritu Kapur and Mr. Mohan Lal, none of the Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

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The Board of Directors recommends the resolution for approval of the shareholders of the Company as an **Ordinary Resolution**.

2. Approval for related party transactions to be entered upon acquisition of Digital Business from Quintillion Media Private Limited

It is informed that upon acquisition of digital content business of Quintillion Media Private Limited as discussed under abovementioned Item No 1, the arrangement/ contracts executed by Quintillion Media Private Limited with other related parties of the Company shall be required to be novated/ executed in the name of the Company immediately to avoid any interruption of business activities.

Further, it is informed that certain persons have been identified as 'related party' in terms of the provisions of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR"). Accordingly, as required under Section 188 of the Companies Act, 2013 read along with the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of the LODR and the Company's policy on Related Party Transactions, the proposed transaction shall require the approval of the shareholders by way of an ordinary resolution.

Thus, after obtaining prior approval of Audit Committee on May 6, 2020, the Board of Directors of the Company approved the proposal of such related party transactions in their meeting held on May 6, 2020, subject to the approval of the shareholders.

The specific information relating to proposed related party transactions required to be disclosed under Postal Ballot Notice pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

S. No	Details required about related party	Information
1.	Name	Quintillion Business Media Private Limited ("QBM")
2.	Name of the Director or KMP who is related	1. Raghav Bahl, Director and CEO 2. Ritu Kapur, Director
3.	Nature of relationship to qualify as related party	Private Company in which Mr. Raghav Bahl and Ms. Ritu Kapur are directors.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Cost sharing and content procurement between the Company and QBM. Monetary Value of the proposed arrangement: upto INR 3 Crores per annum as per the terms of the best prevailing practices.

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5.	Any other information relevant or important for the shareholders to take a decision on the proposed resolution	Approval is being obtained for transactions on an on-going basis.
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S. No	Details required about related party	Information
1.	Name	Quintype Technologies India Private Limited ("Quintype")
2.	Name of the Director or KMP who is related	1. Raghav Bahl, Director and CEO 2. Ritu Kapur, Director
3.	Nature of relationship to qualify as related party	Private Company in which Mr. Raghav Bahl and Ms. Ritu Kapur are directors
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Website development and maintenance services by Quintype to the Company Monetary Value: upto INR 1 Crores per annum
5.	Any other information relevant or important for the shareholders to take a decision on the proposed resolution	Approval is being obtained for transactions on an on-going basis

S. No	Details required about related party	Information
1.	Name	Spunklane Media Private Limited ("Spunklane")
2.	Name of the Director or KMP who is related	1. Raghav Bahl, Director and CEO 2. Ritu Kapur, Director
3.	Nature of relationship to qualify as related party	Private Company in which Ms. Ritu Kapur is a director. In addition, Mr. Raghav Bahl owns 47.92% equity stake on a fully diluted basis
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Purchase and sale of content from Spunklane Monetary Value: upto INR 20 Lakhs
5.	Any other information relevant or important for the shareholders to take a decision on the proposed resolution	Approval is being obtained for a period of 12 months

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These above being related party transactions, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in said transaction.

Except Mr. Raghav Bahl, Ms. Ritu Kapur and Mr. Mohan Lal, none of the Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company as an **Ordinary Resolution**.

3. Increasing the borrowing powers and creation of charge or mortgage or hypothecation against the assets or properties of the Company

It is informed that the provisions of Section 180(1)(c) of the Companies Act, 2013 imposes restrictions on the borrowing powers of the Board of Directors of the Company to the extent of aggregate amount of paid-up capital, free reserves & security premium however, amount in excess of said limits can be borrowed after obtaining prior approval of shareholders of the Company by way of special resolution.

Considering the business plan of the Company to commence and grow digital media business during this financial year, the Company may require to borrow additional funds from time to time to support its business operations from various persons such as banks, financial institutions, NBFCs or any other person which may be more than abovementioned limits. Hence it is proposed to increase the borrowing powers of the Board upto to INR 100 Crore (Rupees One Hundred Crore Only) for smooth functioning of the Company.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorised Committee of the Company from time to time, in consultation with the lender(s).

It is therefore, necessary for the shareholders to pass a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, as set out at Item No. 3 of the Notice, to enable the Board of Directors to borrow money upto INR 100 Crores (Indian Rupees One Hundred Crores) and *inter alia*, authorised the Board of Directors to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

None of the Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

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The Board of Directors recommends the resolution for approval of the shareholders of the Company as a **Special Resolution**.

4. Alteration of Articles of Association

It is informed that upon enactment of the Companies Act, 2013 various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the Companies Act, 2013.

Hence, it is proposed to alter existing Articles of Association of the Company by adoption of new set of Articles of Association to comply with the provisions of the Companies Act, 2013.

In case, the national lockdown on the account of COVID-19 situation is eased off and the Company's office are open for business, the Company will make available a copy of the altered Articles of Association as on date and a copy indicating the proposed amendments for inspection at the Registered Office of the Company on any working day during office hours from 11:00 Hours to 13:00 Hours (except Saturdays, Sundays and Government Holidays). However, in the interim, the copy of the altered Articles of Association of the Company has been placed on the website (www.gmlmumbai.com) of the Company for perusal by the shareholders.

None of the Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company as a **Special Resolution**.

5. Shifting of registered office from the state of Maharashtra to National Capital Territory of Delhi and consequent amendment to Memorandum of Association of the Company

Presently, the Registered Office of the Company is located in the State of Maharashtra. However, given that the digital content business proposed to be acquired from Quintillion Media Private Limited is based out of the Delhi/ NCR region, it is desirable to shift the Registered Office to the National Capital Territory of Delhi. Therefore, to utilize the existing physical infrastructure, connectivity facility, human resources coupled with business opportunities for managing the operations and streamline the management of affairs, the Board of Directors of the Company in its meeting held on May 6, 2020 has recommended to shift the State of Maharashtra to the National Capital Territory (NCT) of Delhi

The shifting of Registered Office from the State of Maharashtra to National Capital Territory of Delhi is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

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It is informed that as per the provisions of Section 12 and 13 read with 110 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, shifting of the Registered Office of the Company from one State to another and alteration of Clause II of the Memorandum of Association requires approval of shareholders by way of a Special Resolution and confirmation of concerned office of Regional Director.

In case, the national lockdown on the account of COVID-19 situation is eased off and the Company's office are open for business, the Company will make available a copy of the altered Memorandum of Association as on date and a copy indicating the proposed amendments for inspection at the Registered Office of the Company on any working day during office hours from 11:00 Hours to 13:00 Hours (except Saturdays, Sundays and Government Holidays). However, in the interim, the copy of the altered Memorandum of Association of the Company has been placed on the website (www.gmlmumbai.com) of the Company for perusal by the shareholders.

None of the Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company as a **Special Resolution**.

6. **Change of name of the Company and consequent amendment to Memorandum & Articles of Association of the Company**

The commencement of new business line in the media domain necessitates changing the name of the Company in such a manner that it represents such nature of business.

It is proposed to change the name of the Company from "Gaurav Mercantiles Limited" to "The Quint Media Limited" or "Quint Media Limited" or "The Quint Digital Media Limited" or "Quint Digital Media Limited" or any such other name as reserved by the concerned Registrar of Companies and alter the Memorandum & Articles of Association of the Company by substituting such new name.

It is informed that as per the provisions of Section 13 and 14 read with 110 of the Companies Act, 2013 change of the Company requires approval of the shareholders by way of a Special Resolution for alteration of Memorandum & Articles of Association and approval of the concerned Registrar of Companies.

The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

In case, the national lockdown on the account of COVID-19 situation is eased off and the Company's office are open for business, the Company will make available the copy of the

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altered Memorandum of Association and Articles of Association as on date and a copy indicating the proposed amendments for inspection at the Registered Office of the Company on any working day during office hours from 11:00 Hours to 13:00 Hours (except Saturdays, Sundays and Government Holidays). However, in the interim, the copy of the altered Memorandum of Association and altered Articles of Association of the Company has been placed on the website (www.gmlmumbai.com) of the Company for perusal by the shareholders.

None of the Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company as a **Special Resolution**.

Registered Office:

Third Floor, Tower 2B,
One Indiabulls Centre,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai, Maharashtra – 400013

By order of the Board of Directors
For **Gaurav Mercantiles Limited**

Anukrati Agarwal
Company Secretary

Place: Noida

Date: May 15, 2020

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In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular No.14/2020 dated 8 April 2020 and General Circular No.17/2020 dated 13 April 2020 (the “MCA Circulars”), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring shareholders’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of shareholders at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, 2013 while they are transacting any business(es) only by postal ballot up to 30 June 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the company or depository / depository participants and the communication of assent / dissent of the shareholders will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated by the Company in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Provided however, as the current guidance under the MCA Circulars on postal ballot has been provided to be valid upto 30 June 2020 or till further orders, whichever is earlier, the Company is providing Postal Ballot Form as below in compliance with the extant provisions of the Act and the Rules as applicable to obtaining approval of the shareholders by way of Postal Ballot. It is clarified that the use of such Postal Ballot Form shall be valid only and only if the MCA revises its guidelines issued vide the MCA Circulars on or before June 14, 2020 being the last date specified in this Notice for e-voting and permits use of Postal Ballot Forms.

Further, the guidelines for submitting the Postal Ballot Forms as provided herein are in compliance with the extant provisions of the Act and the Rules as applicable to obtaining approval of the shareholders by way of Postal Ballot (without taking into consideration the MCA Circulars) and thus shall be subject to such modification(s) as the MCA may prescribe while reintroducing the use of the Postal Ballot Forms in amendment to the current provisions of the MCA Circulars.

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POSTAL BALLOT FORM

1.	Name and Registered Address of the sole-first named Shareholder	
2.	Name(s) of the Joint Shareholder(s), if any	
3.	Registered Folio no./ DP ID*/Client ID* (*applicable to investors holding shares in dematerialized form)	
4.	No. of Share(s) held	
5.	I/We hereby exercise my/our vote in respect of the Special and Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice dated May 15, 2020 by sending my/our assent or dissent to the said Resolution by placing (✓) mark at the appropriate box below:	

Item No	Description of the Resolution	Ordinary / Special resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Acquisition of Digital Business from Quintillion Media Private Limited being a related party	Ordinary Resolution			
2.	Approval for related party transactions to be entered upon acquisition of Digital Business from Quintillion Media Private Limited	Ordinary Resolution			

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3.	Increasing the borrowing powers and creation of charge or mortgage or hypothecation against the assets or properties of the Company	Special Resolution			
4.	Alteration of Articles of Association	Special Resolution			
5.	Shifting of registered office from the State of Maharashtra to National Capital Territory of Delhi and consequent amendment to Memorandum of Association of the Company	Special Resolution			
6.	Change of name of the Company and consequent amendment to Memorandum & Articles of Association of the Company	Special Resolution			

Place:

Date:

(Signature)

GAURAV MERCANTILES LIMITED

3rd Floor, Tower 2B, One Indiabulls Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai,
Maharashtra 400 013 - Tel: 020 4540 4000

Website: www.gmlmumbai.com, email: cs@gmlmumbai.com, CIN:L74110MH1985PLC176592

Instructions

1. For detailed instruction on e-voting, please refer to the notes appended to the Postal Ballot Notice which is being sent herewith to the shareholders whose names appear in the Register of Shareholders as on close of business hours on Friday, May 8, 2020. The Postal Ballot Notice has also been placed on the Company's website viz. <https://www.gmlmumbai.com/> and on the website of CDSL viz. www.evotingindia.com.
2. A Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier / post at the expense of the Shareholder(s) will also be accepted.
3. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
4. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders. In case of joint holding, the form should be signed by the first named member and in his/her absence, by next named member.
5. The votes should be cast either in favour or against the resolution by putting a tick (✓) mark in the column provided for assent or dissent. Postal Ballot Forms bearing tick (✓) in both the column shall render the form invalid.
6. The voting rights of shareholders shall be in proportion of the share(s) held by them in the paid-up equity share capital of the company as on May 8, 2020.
7. The exercise of vote through postal ballot is not permitted through a proxy
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 P.M. on June 14, 2020. All the Postal Ballot Forms received after the date will be treated as if the reply from such shareholder has not been received.
9. In respect of shares held by Corporate and Institutional shareholders (Companies, Trusts, Societies etc.) the completed Postal Ballot Form should be accompanied by a certified copy of relevant Board resolution / appropriate authorization, with specimen signature(s) of the authorized signatory(ies) duly attested.
10. Shareholders are requested not to send any other matter/document along with the Postal Ballot Form. The Scrutinizer would destroy any extraneous paper found in such envelope.
11. A shareholder may request for duplicate Postal Ballot Form, if so required. However, duly filled in duplicate form should reach the Scrutinizer not later than the date and time specified above.

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12. The Company is pleased to offer e-voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice. A shareholder cannot vote both by post and e-voting and if he does so his voting by post shall be treated as invalid.
13. In case you have of any queries or issues you may contact Mr. Subhash Dhingreja, Skyline Financial Services Pvt. Ltd, at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072 at his email address: subhashdhingreja@skylinerta.com or Contact No. 022 28511022 / 49721245.