



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

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

To
The Member(s),

Notice is hereby given to the members of Quint Digital Media Limited (formerly known as Gaurav Mercantiles Limited and hereinafter referred to as “QDML” 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, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020 and General Circular No. 10/ 2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) in view of COVID-19 (hereinafter collectively referred to as the “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR”) and any other applicable laws including any statutory modification or re-enactment thereof for the time being in force, the Company is seeking consent of the members for the resolutions as set-out hereinbelow, through this postal ballot (the “Postal Ballot”) by way of remote voting through electronic means (“E-voting”/ “Remote e-voting”).

In terms of the MCA Circulars, due to present pandemic which requires to maintain 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 members at a common venue.

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by e-voting up to December 31, 2021, the requirements provided in Rule 20 of the Management Rules as well as the framework provided under the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send the Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company or Depository/ Depository Participant and the communication of assent/ dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

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

Further, in accordance with the relevant MCA Circulars, members whose e-mail ID is not registered with the Registrar & Share Transfer Agent (the “RTA”) or Depository Participant, are requested to kindly follow procedure mentioned at

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serial no. 12 of the Notes for the registration of their respective e-mail ID to get soft copy of the notice and procedure for E-voting which will enable the members for E-voting for this Postal Ballot.

The Board of Directors of the Company now propose to obtain the consent of the members by way of a Postal Ballot for the matters as considered in the resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act read with the applicable provisions of the SEBI LODR pertaining to the said proposed resolutions setting out material facts and reasons concerning the resolutions is annexed hereto with this Postal Ballot Notice for your consideration.

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

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SPECIAL BUSINESS

1. To approve appointment of Ms. Abha Kapoor (DIN: 01277168) as an Independent Woman Director

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**) and Articles of Association (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Abha Kapoor (DIN: 01277168) in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years from the date of receipt of approval from the Members, , not subject to retirement by rotation, upon such remuneration as detailed in the Explanatory Statement hereto.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, be and are hereby severally authorized on behalf of the Company to do perform all such acts, deeds, matters or things and take such decisions/ steps as may be , necessary, proper or expedient to give effect to the aforesaid resolution.”

2. To approve making investment(s) and/ or providing loan(s) and giving guarantee(s) in excess of the limits prescribed under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT in supersession of earlier special resolution passed in the 31st Annual General Meeting held on September 30, 2016, pursuant to the provisions of Section 186 and any other applicable provision of the Companies Act, 2013 (the **“Act”**) read with the Companies (Meeting of Board and its Power) Rules, 2014 and other applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by the Securities Exchange Board of India, if any, enabling provisions of the Memorandum of Association and the 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, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to:

- a) give loans or inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other body corporate;

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- b) give on behalf of any person or any other body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any other body corporate; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

over and above the limits specified under Section 186(2) and (3) of the Act but shall not exceed at any time a sum equivalent to INR 200 Crores (Indian Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to invest in the subsidiaries, associates, related parties, whether in India or overseas, give loans to them; provide guarantees on their behalf, within the above mentioned limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution including the power to transfer/ dispose of the investments so made, from time to time, and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

3. To approve acquisition of 47.92% stake in Spunklane 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 (the “Act”) read with the 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 of Association 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 the appropriate authorities, to the extent applicable and wherever necessary, the consent of the Members be and is hereby accorded for acquisition of 3,68,000 (Three Lakhs and Sixty Eight Thousand) Equity Shares having face value of INR 10 (Indian Rupees Ten only) each of Spunklane Media Private Limited (CIN: U74900KA2015PTC082914), from Mr. Raghav Bahl, a related party within the meaning of the Section 2(76) of the Act, for an aggregate consideration of INR 5,65,90,862 (Indian Rupees Five Crores Sixty Five Lakhs Ninety Thousand Eight Hundred and Sixty Two only), payable on a deferred basis and subject to the applicable closing adjustments, agreed on the basis of a fair valuation report issued by an independent valuer.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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 of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director or any Officer(s)/ Authorized 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 Board of Directors of the Company be and are hereby severally authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements including share purchase 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.”

4. To approve acquisition of 100% stake of 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 (the “Act”) read with the 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 of Association and the 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 the appropriate authorities, to the extent applicable and wherever necessary, the consent of the Members be and is hereby accorded for the acquisition of 100% stake, on a fully diluted basis, of Quintillion Media Private Limited (CIN: U74999DL2014PTC270795) from RB Diversified Private Limited and Mr. Raghav Bahl, related parties within the meaning of the Section 2(76) of the Act, for an aggregate consideration of INR 18,86,63,640 (Indian Rupees Eighteen Crores Eighty Six Lakhs Sixty Three Thousand Six Hundred and Forty only), payable on a deferred basis and subject to the applicable closing adjustments, agreed on the basis of a fair valuation report issued by an independent valuer.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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 authorized to delegate all or any of the powers herein conferred, to any Director or any Officer(s)/ Authorized 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 Board of Directors of the Company be and are hereby severally authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements including share purchase 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.”

5. To approve making of additional investment in Spunklane 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 (the “Act”) read with the 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 of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the Members be and is hereby accorded for making an investment upto INR 5 Crores (Indian Rupees Five Crores only), by subscribing to the equity shares and/ or the compulsory convertible preference shares and/ or the compulsorily convertible debentures of Spunklane Media Private Limited (CIN: U74900KA2015PTC082914), a related party within the meaning of the Section 2(76) of the Act, in one or more tranches on mutually agreed terms and conditions.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution including with the power to transfer/ dispose of the investments so made, from time to time, and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

6. To approve making of investment in Quintillion Business 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 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and

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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 of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the Members be and is hereby accorded for making an investment upto INR 12 Crores (Indian Rupees Twelve Crores only) by subscribing to the equity shares and/ or the compulsory convertible preference shares and/ or the compulsorily convertible debentures of Quintillion Business Media Private Limited (CIN: U74999DL2015PTC288438), a related party within the meaning of the Section 2(76) of the Act, in one or more tranches, on mutually agreed terms and conditions.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution including with the power to transfer/ dispose of the investments so made, from time to time, and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

7. To approve granting of loan(s), provision of guarantee(s) etc. to Quintillion Business Media Private Limited under Section 185 of the Companies Act, 2013

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 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules (including any statutory modification(s) or re- enactment(s), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the Members be and is hereby accorded to grant loan or give guarantee or provide security in respect of any loan granted, for an amount upto INR 12 Crores (Indian Rupees Twelve Crores only) to Quintillion Business Media Private Limited (CIN: U74999DL2015PTC288438), a related party within the meaning of the Section 2(76) of the Act, in one or more tranches, on mutually agreed terms and conditions, which shall be used for its principal business activities only.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or

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approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and to make such filings as may be necessary, expedient and desirable, in order to give effect to this resolution in the best interest of the Company.”

8. To approve granting of loan(s) or provision of guarantee(s) etc. to Quintillion Business Media Private Limited under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules (including any statutory modification(s) or re- enactment(s) Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the Members be and is hereby accorded to grant loan or give guarantee or provide security in respect of any loan granted, for an amount upto INR 12 Crores (Indian Rupees Twelve Crores only) to Quintillion Business Media Private Limited (CIN: U74999DL2015PTC288438), a related party within the meaning of the Section 2(76) of the Act, in one or more tranches, on mutually agreed terms and condition, which shall be used for its principal business activities only.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and to make such filings as may be necessary, expedient and desirable, in order to give effect to this resolution in the best interest of the Company

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9. To approve making investment in Quintype Technologies India 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 (the **“Act”**) read with the 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 of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the Members be and is hereby accorded for making an investment upto INR 12 Crores (Indian Rupees Twelve Crores only) by subscribing to the equity shares and/ or the compulsory convertible preference shares and/ or the compulsorily convertible debentures of Quintype Technologies India Private Limited (CIN: U72200KA2015FTC082998), a related party within the meaning of the Section 2(76) of the Act in one or more tranches on mutually agreed terms and conditions.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution including with the power to transfer/ dispose of the investments so made, from time to time, and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

10. To approve granting of loan(s), provision of guarantee(s) etc. to Quintype Technologies India Private Limited under Section 185 of the Companies Act, 2013

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 185 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules (including any statutory modification(s) or re- enactment(s), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the Members be and is hereby accorded to grant loan or give guarantee or provide security in respect of any loan granted, for an amount upto INR 12 Crores (Indian Rupees Twelve Crores only) to Quintype Technologies India Private Limited (CIN: U72200KA2015FTC082998), a related party within the meaning of the Section 2(76) of the Act, in one or more tranches, on mutually agreed terms and conditions, which shall be used for its principal business activities only.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution including with the power to transfer/ dispose of the investments so made, from time to time, and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and to make such filings as may be necessary, expedient and desirable, in order to give effect to this resolution in the best interest of the Company.

11. To approve granting of loan(s), provision of guarantee(s) etc. to Quintype Technologies India Private Limited under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 (the **“Act”**) read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules (including any statutory modification(s) or re- enactment(s) Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the Members be and is hereby accorded to grant loan or give guarantee or provide security in respect of any loan granted, for an amount upto INR 12 Crores (Indian Rupees Twelve Crores only) to Quintype Technologies India Private Limited (CIN: U72200KA2015FTC082998), a related party within the meaning of the Section 2(76) of the Act, in one or more tranches, on mutually agreed terms and conditions, which shall be used for its principal business activities only.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

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9th Floor, Sector 16A, Film City, Noida-201301 Tel: 0120 475 1818 Website: www.quintdigitalmedia.com, email: cs@thequint.com,

CIN: L74110DL1985PLC373314



RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and to make such filings as may be necessary, expedient and desirable, in order to give effect to this resolution in the best interest of the Company

12. To approve lease agreement between Quintillion Media Private Limited and Mr. Mohan Lal Jain

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 (the “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, consent of the Members be and is hereby accorded for Quintillion Media Private Limited to continue to use the premise owned by Mr. Mohan Lal Jain (Non-Executive Director and part of Promoter Group), identified as related party within the meaning of the Section 2(76) of the Act, as its registered office, as per the terms & conditions of the existing lease arrangement or such other terms as may be mutually agreed between them based on best prevailing practices, without any interruption.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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 of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director or any Officer(s)/ Authorized 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 authorized to finalize, settle and execute such documents /deeds / writings/ papers/ agreements including any 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.”

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13. To approve lease agreement between Quintillion Business Media Private Limited and Mr. Mohan Lal Jain

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 (the **“Act”**) read with the 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, consent of the Members be and is hereby accorded for Quintillion Business Media Private Limited to continue to use the premise owned by Mr. Mohan Lal Jain (Non-Executive Director and part of Promoter Group), identified as related party within the meaning of the Section 2(76) of the Act, as its registered office, as per the terms & conditions of the existing lease arrangement or such other terms as may be mutually agreed between them based on best prevailing practices, without any interruption.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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 of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director or any Officer(s)/ Authorized 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 authorized to finalize, settle and execute such documents /deeds / writings/ papers/ agreements including any 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.”

Registered Office:

403 Prabhat Kiran, 17
Rajendra Place
Delhi- 110 008
Tel: 011 4514 2374

Place: Noida

Date: December 1, 2021

By order of the Board of Directors

For Quint Digital Media Limited

QUINT DIGITAL MEDIA LTD.

Company Secretary

Tarun Belwal

Company Secretary & Compliance Officer

M. No. A39190

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NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts is annexed hereto as **Annexure 1**.
2. The Postal Ballot Notice is being sent by email to all the members holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. November 26, 2021 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 the Postal Ballot Notice will also be available on the Company's website <https://quintdigitalmedia.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 SEBI LODR and Sections 108, 110 and other applicable provisions of the Act, if any, read with the applicable rules made thereunder and the MCA Circulars, the Company is providing facility for voting by E-Voting to all the members 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 CDSL for facilitating E-voting to enable the members to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, 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 members are strongly advised to use the remote E-voting procedure by themselves and not through any other person/ proxies.
5. Members holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. November 26, 2021 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 December 31, 2021.
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. November 26, 2021. 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 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 <https://quintdigitalmedia.com>, besides communicating to the BSE Limited, where the equity shares of the Company are listed on or before January 2, 2022. 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 Evoting, i.e. December 31, 2021, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

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8. A shareholder may seek duplicate Postal Ballot Notice from the Company by writing to Mr. Tarun Belwal, Company Secretary and Compliance Officer, email: cs@thequint.com.
9. The Company will make available all documents referred to in this Postal Ballot Notice and the Explanatory Statement setting-out the material facts for inspection of the members at the Registered Office of the Company during office hours (except Saturdays, Sundays and Government Holidays).

As required under Rule 20 and Rule 22 of the Management Rules read with the MCA Circulars and the SEBI 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 Hindi daily newspaper circulating in Delhi (in Hindi language).

10. 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 <https://quintdigitalmedia.com> to facilitate online inspection of relevant documents till announcement of the results of this Postal Ballot.

11. **The instructions for E-voting are as under:**

- (a) The voting period begins on December 2, 2021 at 9.00 a.m. and ends on December 31, 2021 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its members, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional members/retail members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (c) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by the Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual members holding securities in Demat mode is given below:

Type of members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service

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Type of members	Login Method
	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

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Login type	Helpdesk details
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (d) Login method of e-Voting for members other than individual shareholders & physical shareholders.
- i. The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii. Click on the “shareholders” module.
 - iii. Now select the Company name from the drop down menu and click on “SUBMIT”
 - iv. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. 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.
 - vii. If you are a first time user follow the steps given below:

Details	For Members holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	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. 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).

- viii. After entering these details appropriately, click on “SUBMIT” tab.

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- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Quint Digital Media Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Facility for Non – Individual Members and Custodians –Remote Voting**
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - 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.

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- 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.
- Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz cs@thequint.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

12. Process for those members whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. **For Physical Shareholders-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrar and Share Transfer Agent (Skyline Financial Services Private Limited) at subhashdhingreja@skylinerta.com.
2. **For Demat Shareholders-** Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company's Registrar and Share Transfer Agent (Skyline Financial Services Private Limited) at subhashdhingreja@skylinerta.com.

Those members 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 members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Members 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 December 24, 2021:

- i. Full Name:
- ii. Address:
- iii. Email address:
- iv. No. of shares held:

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- v. Folio no.:
- vi. Certificate No.:
- vii. Distinctive No.:
- viii. Scan copy of PAN and Aadhaar Card:

13. The Company shall send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members 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 up to December 31, 2021, 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 members 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 December 31, 2021 being the last date specified in this Notice for e-voting and permits use of the Postal Ballot Forms.
15. Further, the guidelines for submitting the Postal Ballot Form as provided herein are following the extant provisions of the Act and the rules as applicable to obtaining approval of the members 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.
16. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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CIN: L74110DL1985PLC373314



ANNEXURE 1 TO THE POSTAL BALLOT NOTICE DATED DECEMBER 1, 2021

EXPLANATORY STATEMENT

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

Item No. 1

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on July 16, 2021 approved the appointment of Ms. Abha Kapoor (DIN: 01277168) as an Additional Director (Non-Executive & Independent) with effect from the conclusion of the Board meeting dated July 16, 2021, to hold office till the conclusion of the ensuing General Meeting of the Company.

Further, it has been decided to appoint Ms. Abha Kapoor as an Independent Director of the Company for a period of five years from the date of receipt of approval from the Members pursuant to this Postal Ballot.

Ms. Abha Kapoor will be appointed as a Non-Executive & Independent Director of the Company on a sitting fee of Rs. 25,000/- and reimbursement of expenses for participating/attending each meeting of Board of Directors or Committee(s) thereof, until any revision is recommended by the Nomination and Remuneration Committee.

Ms. Abha Kapoor is the founding partner of K&J Associates, a pioneer and leading executive search firm in the Media, Entertainment and Communication sector. She co-founded the company in 1995 with her business partner and over the course of over two decades together, they made it a byword in excellence and professionalism.

Ms. Abha Kapoor started her career by working for an International bank before moving on as a Regional Head, West for a financial services Company. Always a people's person, Ms. Abha Kapoor's informal recommendations for banking and finance personnel during her international stints became well known, prompting her to eventually co found K&J Search Consultants.

The Board is of the view that Ms. Abha Kapoor possesses appropriate skills, capabilities and competencies and has rich and varied experience which would benefit the Company. In the opinion of the Board, Ms. Abha Kapoor fulfills the conditions specified under the Companies Act, 2013 (the "Act") and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (the "SEBI LODR") and is independent from the management of the Company. In terms of Section 160 of Act, the Company has received necessary notice in writing from a member proposing the candidature of Ms. Abha Kapoor as a Woman Independent Director.

In accordance with the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall not be liable to retire by rotation.

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Ms. Abha Kapoor is interested in the Special Resolution set out at Item No. 1 with respect to her appointment. The relative(s) of Ms. Abha Kapoor may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

A copy of draft letter of appointment of Ms. Abha Kapoor setting out the terms and conditions of her appointment are hosted on the Company's website <http://quintdigitalmedia.com/wp-content/uploads/2021/08/Draft-ID-Appointment-Letter.pdf> and is also available for inspection by the Members at the Registered Office of the Company during normal business hours on working days.

The relevant disclosures required under Regulation 36 of the SEBI LODR and Secretarial Standard 2 are annexed to this Notice.

The Board of Directors recommends the Special Resolution set forth in Item No 1 for approval of Members.

Item No. 2

It is hereby informed to the Members that pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "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)), Members of the Company, at the 31st Annual General Meeting dated September 30, 2016, had authorized the Board of Directors of the Company for making investments and/ or giving guarantees or providing security to other body corporate(s) and other person(s) up to an aggregate limit of Rs. 15 Crores outstanding at any point of time.

The provisions of Section 186(2) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, *inter-alia*, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding:

- i. sixty percent of its paid-up share capital, free reserves and securities premium account; or
- ii. one hundred per cent of its free reserves and securities premium account, whichever is more.

Keeping in view of current capital structure and to provide greater financial flexibility to the Board of Directors/ Company in meeting the requirements of the business in an everchanging financial landscape and considering the various strategic acquisitions, including those proposed under this Postal Ballot (summarized hereinbelow), it is proposed to enhance the limits as prescribed under Section 186 of the Act upto an aggregate sum of INR 200 Crores (Indian Rupees Two Hundred Crores Only) notwithstanding that the aggregate of loans and investments, so far made, the amounts for which guarantee is given along with the investments, loans, inter-corporate deposits, guarantee proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Act.

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#	Name and CIN of the Company	Item Nos in the Postal Ballot	Amount (INR)
1.	Spunklane Media Private Limited CIN: U74900KA2015PTC082914	Item Nos 3 and 5	Secondary Investment: INR 5,65,90,862 (Indian Rupees Five Crores Sixty Five Lakhs Ninety Thousand Eight Hundred and Sixty Two only), subject to the applicable closing adjustments Primary Investment: Upto INR 5 Crores
2.	Quintillion Media Private Limited CIN: U74999DL2014PTC270795	Item No 4	Secondary Investment: INR 18,86,63,640 (Indian Rupees Eighteen Crores Eighty Six Lakhs Sixty Three Thousand Six Hundred and Forty only), subject to the applicable closing adjustments
3.	Quintillion Business Media Private Limited CIN: U74999DL2015PTC288438	Item Nos 6,7 and 8	Investment: Upto INR 12 Crores Loans/ guarantees etc.: Upto INR 12 Crores
4.	Quintype Technologies India Private Limited CIN: U72200KA2015FTC082998	Item Nos 9,10 and 11	Investment: Upto INR 12 Crores Loans/ guarantees etc.: Upto INR 12 Crores

Therefore, it is proposed to seek fresh approval of members by way of a Special Resolution under Section 186(2) of the Act to authorize the Board of Directors of the Company to make investments in, giving loans, inter corporate deposits and guarantees to various persons and bodies corporate from time to time as mentioned in the abovementioned enabling resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set forth in Item No 2 for approval of Members.

Item Nos. 3 and 4

As another step towards growth & expansion and to further establish its position as a leading digital media company in India, the Board of Directors, based on the recommendation of the Audit Committee and the Committee of Independent Directors, at their meeting held on November 10, 2021 had, subject to necessary approvals, approved the acquisition of:

- a) 47.92% stake in Spunklane Media Private Limited (“SMP”); and
- b) 100% stake in Quintillion Media Private Limited (“QMPL”)

The aforesaid acquisition shall be undertaken for an aggregate consideration of INR 24,52,54,502 (INR Twenty Four Crores Fifty Two Lakhs Fifty Four Thousand Five Hundred and Two only), subject to necessary closing adjustments as

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envisaged under the relevant Share Purchase Agreement and Securities Purchase Agreement. Further, the Company shall discharge the purchase consideration for the above mentioned acquisitions on a deferred basis i.e. 5% on closing of the respective acquisitions and balance 95% within a period of 12 months from the respective closing.

The acquisition of 100% stake in QMPL would result in acquisition of stakes in the following digital media and media technology companies:

#	Name	Business activities	% stake held by QMPL
1.	Quintillion Business Media Private Limited ("QBM")	<ul style="list-style-type: none"> QBM is an Indian business and financial news company and operates a leading business news digital platform in India. Its main content is based on the Indian economy, international finance, corporate law & governance and business news. The Company (via QMPL) will acquire 100% stake in QBM along with amended Program Services and Content Sharing Agreement with Bloomberg Television Production Services India Private Limited which <i>inter-alia</i> has extended the tenure of the partnership by 10 years along with necessary royalty payments. <p>QMPL has entered into necessary agreement to acquire 25.97% stake in QMPL for a nominal consideration of INR 1, subject to compliance with applicable laws. In addition, QBM has agreed to a full and final settlement of the outstanding unsecured liability to Bloomberg L.P. at INR 4,76,63,577 (Indian Rupees Four Crores Seventy Six Lakhs Sixty Three Thousand Five Hundred Seventy Seven only).</p>	<p>74.03%</p> <p>QMPL has entered into necessary agreement to acquire 25.97% stake in QMPL. Post the acquisition, QMPL's stake in QBM will be 100%</p>
2.	Quintype Technologies India Private Limited ("QTIPL")	<ul style="list-style-type: none"> QTIPL is a Bengaluru head quartered company and is engaged in providing Software-As-A-Service (SaaS) platform to digital media publishers. QTIPL was set up in 2015, and it provides digital publishers with state-of-the-art content and subscription management systems. 	50.41% (on a fully diluted basis)
3.	YKA Media Private Limited ("YKA")	<ul style="list-style-type: none"> YKA is India's largest media platform (www.youthkiawaaz.com) for young changemakers who want to change the world. YKA was founded by Anshul Tiwari, Founder and Chief Executive Officer in 2014 	<p>21.05%. In addition, QMPL owns Compulsory Convertible Debentures amounting to INR 2 Crores in YKA. On a fully diluted basis, QMPL will own 34.6% in YKA</p>

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As per the provisions of Section 2(76) of the Companies Act, 2013 (the “Act”) read with Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR”), Mr. Raghav Bahl, Ms. Ritu Kapur, Mr. Mohan Lal Jain (as applicable), Ms. Vandana Malik and RB Diversified Private Limited (“RBD”) shall be considered as “related parties” and the proposed acquisition of a) 47.92% stake of SMP from Mr. Raghav Bahl and b) 100% stake of QMPL from Mr. Raghav Bahl and RB Diversified Private Limited, shall be considered as “related party transactions”.

Accordingly, as required under Section 188 of the Act read along with the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of the SEBI LODR and the Company’s policy on Related Party Transactions, the proposed acquisition of a) 47.92% stake of SMP from Mr. Raghav Bahl and b) 100% stake of QMPL from Mr. Raghav Bahl and RBD, shall require the approval of the members by way of an ordinary resolution.

After obtaining the prior approval of the Audit Committee on November 10, 2021, the Board of Directors of the Company approved the proposal of acquisition of a) 47.92% stake of SMP from Mr. Raghav Bahl and b) 100% stake of QMPL from Mr. Raghav Bahl and RBD, in their meeting held on November 10, 2021.

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

A. Acquisition of 47.92% stake in SMP:

#	Details required about related party	Information
1	Name	Spunklane Media Private Limited
2	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur and Ms. Vandana Malik
3	Nature of relationship to qualify as related party	<ul style="list-style-type: none">▪ Mr. Raghav Bahl owns 47.92% equity shares on a fully diluted basis and is also the Promoter Shareholder and Director of the Company.▪ Ms. Ritu Kapur is holding directorship in SMP and she is the Promoter Director of the Company. She is the spouse of Mr. Raghav Bahl.▪ Ms. Vandana Malik is the sister of Mr. Raghav Bahl.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Share Purchase Agreement for acquisition of 3,68,000 (Three Lakhs and Sixty Eight Thousand) Equity Shares having face value of INR 10 (Indian Rupees Ten only) each of Spunklane Media Private Limited, from Mr. Raghav Bahl for an aggregate consideration of INR 5,65,90,862 (Indian Rupees Five Crores Sixty Five Lakhs Ninety Thousand Eight Hundred and Sixty Two only), subject to the applicable closing adjustments, agreed on the basis of fair valuation report issued by an independent valuer.

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#	Details required about related party	Information
		<p>The consideration shall be paid on a deferred basis in the following manner:</p> <ul style="list-style-type: none"> ▪ 5% of the purchase consideration shall be paid on transfer of 47.92% stake in SMP to the Company; and ▪ 95% of the purchase consideration shall be paid within a period of 12 months from the closing mentioned above.
5	Any other information relevant or important for the shareholders to take a decision on the proposed resolution	All the important information forms part of the Explanatory Statement pursuant to Section 102(1) of the Act which has been mentioned in the foregoing paragraphs.

All the related parties of the Company as specified above and Mr. Mohan Lal Jain shall not vote on resolution at Item No 3 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 Ms. Vandana Malik, 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.

B. Acquisition of 100% stake in QMPL:

#	Details required about related party	Information
1	Name	Quintillion Media Private Limited (“QMPL”)
2	Name of the Director or KMP who is related	<p>a) <i>Acquisition of 100% equity shares of QMPL</i>: RBD, Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain.</p> <p>b) <i>Acquisition of 100% convertible debentures of QMPL</i>: RBD, Mr. Raghav Bahl, Ms. Ritu Kapur and Ms. Vandana Malik.</p>
3	Nature of relationship to qualify as related party	<p>a) <u>Acquisition of 100% equity shares of QMPL</u></p> <ul style="list-style-type: none"> • Mr. Raghav Bahl along with Ms. Ritu Kapur owns 100% equity stake on a fully diluted basis of RBD. • Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain are holding directorships in RBD. • RBD holds 1.81% (<i>as on September 30, 2021</i>) equity shares of the Company.

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#	Details required about related party	Information
		<p>b) <u>Acquisition of convertible debentures of QMPL</u></p> <ul style="list-style-type: none"> • Mr. Raghav Bahl is the Promoter Shareholder and Director of the Company. • Ms. Ritu Kapur is the spouse of Mr. Raghav Bahl. • Ms. Vandana Malik is the sister of Mr. Raghav Bahl. • RBD holds 1.81% (as on September 30, 2021) equity shares of the Company wherein Mr. Raghav Bahl and Ms. Ritu Kapur owns 100% equity stake on a fully diluted basis.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Securities Purchase Agreement for the acquisition of 100% stake of QMPL by way of acquiring 100% of equity shares and 100% of convertible debentures for an aggregate consideration of INR 18,86,63,640 (Indian Rupees Eighteen Crores Eighty Six Lakhs Sixty Three Thousand Six Hundred and Forty only), subject to the applicable closing adjustments, agreed on the basis of fair valuation report issued by an independent valuer. The consideration shall be split as under:</p> <p>a) Payable to Mr. Raghav Bahl: INR 14,36,47,963 (Indian Rupees Fourteen Crores Thirty Six Lakhs Forty Seven Thousand Nine Hundred and Sixty Three only)</p> <p>b) Payable to RBD: INR 4,50,15,677 (Indian Rupees Four Crores Fifty Lakhs Fifteen Thousand Six Hundred and Seventy Seven only)</p> <p>The consideration shall be paid on a deferred basis in the following manner:</p> <ul style="list-style-type: none"> ▪ 5% of the purchase consideration shall be paid on transfer of 100% stake (100% equity stake and 100% convertible debentures) of QMPL to the Company; and ▪ 95% of the purchase consideration shall be paid within a period of 12 months from the closing mentioned above.
5	Any other information relevant or important for the shareholders to take a decision on the proposed resolution	All the important information forms part of the Explanatory Statement pursuant to Section 102(1) of the Act which has been mentioned in the foregoing paragraphs.

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All the related parties of the Company as specified above and Mr. Mohan Lal Jain shall not vote on the resolution at Item No 4 irrespective of the fact that such related party is a party or has interest in said transaction.

Except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain, 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 Ordinary Resolutions set forth in Item No 3 and 4 for approval of Members.

Item Nos. 5 to 11

Post completion of acquisition of a) 47.92% in Spunklane Media Private Limited and b) 100% stake in Quintillion Media Private Limited as detailed under Item Nos 3 and 4 above, the Company may be required to provide necessary growth capital, including, by way of loan or otherwise, to the following identified companies as tabulated below:

#	Name and CIN of the Company	Amount (INR)
1.	Spunklane Media Private Limited CIN: U74900KA2015PTC082914	Investment: Upto INR 5 Crores
2.	Quintillion Business Media Private Limited CIN: U74999DL2015PTC288438	Investment: Upto INR 12 Crores Loans/ guarantees etc.: Upto INR 12 Crores
3.	Quintype Technologies India Private Limited CIN: U72200KA2015FTC082998	Investment: Upto INR 12 Crores Loans/ guarantees etc.: Upto INR 12 Crores

As per the provisions of Section 2(76) of the Companies Act, 2013 (the “Act”) read with Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR”), RB Diversified Private Limited (“RBD”), Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain shall be considered as “related party” and said transaction shall be considered as “related party transaction”.

Post obtaining the prior approval of the Audit Committee on November 10, 2021, the Board of Directors of the Company had approved the additional investments/ loans to the above mentioned companies at their meeting held on November 10, 2021.

In terms of Section 185 of the Companies Act, 2013 (the “Act”) and rules made thereunder, the above proposal of provision of loan/ guarantee etc. to QBM and QTIPL requires the approval of the members of the Company by way of a Special Resolution, since the Company and QBM and QTIPL have common directors i.e. Mr. Raghav Bahl and Ms. Ritu Kapur. In relation to matters covered under Item Nos 7 and 10, the votes of all members shall be considered to approve the resolutions.

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI LODR, specified transactions entered into between related parties, exceeding the

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threshold limit mentioned under the said rules and the SEBI LODR is required to be approved by the members of the Company by way of an Ordinary Resolution.

In accordance with the provisions of Section 188 of the Act, rules related thereto and Regulation 23 of the SEBI LODR, the related parties i.e. RB Diversified Private Limited (“RBD”), Mr. Raghav Bahl, Ms. Ritu Kapur and Mr. Mohan Lal Jain are not permitted to vote for resolutions specified under Item Nos 5, 6, 8, 9 and 11.

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:

#	Details required about related party	Information		
1.	Name	Spunklane Media Private Limited (“SMP”)	Quintillion Business Media Private Limited (“QBM”)	Quintype Technologies India Private Limited (“QTIPL”)
2.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur and Ms. Vandana Malik	Mr. Raghav Bahl, Ms. Ritu Kapur and Ms. Vandana Malik	Mr. Raghav Bahl, Ms. Ritu Kapur and Ms. Vandana Malik
3.	Nature of relationship to qualify as related party	<ul style="list-style-type: none"> ▪ SMP would become an Associate Company of the Company ▪ Ms. Ritu Kapur holds directorship in SMP. ▪ Mr. Raghav Bahl is the spouse of Ms. Ritu Kapur. ▪ Ms. Vandana Malik is the sister of Mr. Raghav Bahl. ▪ RBD is the company whose entire share capital is held by Mr. Raghav Bahl and Ms. Ritu Kapur. 	<ul style="list-style-type: none"> ▪ QBM would become step down subsidiary company of the Company. ▪ Mr. Raghav Bahl and Ms. Ritu Kapur holds directorship in QBM. ▪ RBD is the company whose entire share capital is held by Mr. Raghav Bahl and Ms. Ritu Kapur. 	<ul style="list-style-type: none"> ▪ QTIPL would become step down subsidiary company of the Company. ▪ Mr. Raghav Bahl and Ms. Ritu Kapur holds directorship in QTIPL. ▪ RBD is the company whose entire share capital is held by Mr. Raghav Bahl and Ms. Ritu Kapur.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Investment: Upto INR 12 Crores	Investment: Upto INR 12 Crores	Investment: Upto INR 12 Crores

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#	Details required about related party	Information		
			Loans/ guarantees etc.: Upto INR 12 Crores	Loans/ guarantees etc.: Upto INR 12 Crores
5.	Any other information relevant or important for the shareholders to take a decision on the proposed resolution	All the important information forms part of the Explanatory Statement pursuant to Section 102(1) of the Act which has been mentioned in the foregoing paragraphs.	All the important information forms part of the Explanatory Statement pursuant to Section 102(1) of the Act which has been mentioned in the foregoing paragraphs.	All the important information forms part of the Explanatory Statement pursuant to Section 102(1) of the Act which has been mentioned in the foregoing paragraphs.

Except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain, 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 resolutions.

The Board of Directors recommends the Special Resolutions set forth in Item Nos 7 and 10 for approval of Members.

The Board of Directors recommends the Ordinary Resolutions set forth in Item Nos 5, 6, 8, 9 and 11 for approval of Members.

Item No. 12 & 13

The Registered Office of Quintillion Media Private Limited (“QMPL”) and Quintillion Business Media Private Limited (“QBM”) is situated at 403, Prabhat Kiran, 17, Rajendra Place, New Delhi-110 008, the premise which is owned by Mr. Mohan Lal Jain, Director of the Company. QMPL and QBM have entered into a lease agreement with Mr. Mohan Lal Jain in relation to lease of said premises for the limited purpose of use as registered office for a monthly rent of INR 5,000/- (Indian Rupees Five Thousand only).

Post, the acquisition of 100% stake of QMPL (in accordance with Item No 4 of the Postal Ballot), the Company would become the holding company of QMPL and QBM and thus, the lease arrangement between Mr. Mohan Lal Jain and with said companies may be reckoned as related party transaction.

Mr. Mohan Lal Jain being the Non-Executive Director and part of the Promoter Group of the Company has been identified as ‘related party’ in terms of the provisions of Section 2(76) of the Companies Act, 2013 (the “Act”) read with Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR”).

Also, 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 members by way of an ordinary resolution.

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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:

#	Details required about related party	Information
1	Name	Mr. Mohan Lal Jain
2	Name of the Director or KMP who is related	Mr. Mohan Lal Jain, Mr. Raghav Bahl, Ms. Ritu Kapur and Ms. Vandana Malik
3	Nature of relationship to qualify as related party	Mr. Mohan Lal Jain is the Non-Executive Director and part of Promoter group of the Company and he is the owner of the premises situated at 403, Prabhat Kiran, 17, Rajendra Place, New Delhi-110 008.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Each of the lease agreements entered into by Mr. Mohan Lal Jain with QMPL and QBM for monthly rent of INR 5,000/- (Indian Rupees Five Thousand only) at the terms & conditions mutually decided by them.
5	Any other information relevant or important for the shareholders to take a decision on the proposed resolution	All the important information forms part of the Explanatory Statement pursuant to Section 102(1) of the Act which has been mentioned in the foregoing paragraphs.

All the related parties of the Company as specified above 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, Ms. Vandana Malik and Mr. Mohan Lal Jain, 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 Ordinary Resolutions set forth in Item Nos 12 and 13 for approval of Members.

QUINT DIGITAL MEDIA LIMITED

(Formerly known as Gaurav Mercantiles Limited)

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CIN: L74110DL1985PLC373314



Specific disclosure required under LODR and SS-2 in respect of Appointment of Directors

Name of Director	Ms. Abha Kapoor
DIN	01277168
Age	60 Years
Qualification	Ms. Abha Kapoor is a commerce graduate of Sydenham college with a Masters in Marketing Management from NMIMS (Narsee Monjee Institute of Management Studies), Mumbai University.
Brief Resume of the Director and other details viz. experience/ expertise	<p>Ms. Abha Kapoor is the founding partner of K&J Associates, a pioneer and leading executive search firm in the Media, Entertainment and Communication sector. She co-founded the company in 1995 with her business partner Nita Joshi and over the course of over two decades together, they made it a byword in excellence and professionalism in this emerging space.</p> <p>Ms. Abha started her career working for an International bank before moving on as Regional head, West for a financial services Company. Always a peoples person, Ms. Kapoor's informal recommendations for banking and finance personnel during her international stints became well known, prompting her to eventually co found K&J Search Consultants.</p>
Date of first appointment on the Board	July 16, 2021
Shareholding in the listed entity, including shareholding as a beneficial owner as on date of notice	Nil
Directorships held in other companies as on date of notice	One i.e. K and J Search Consultants Private Limited
Name of the listed entities from which Ms. Abha Kapoor has resigned in the past three years	Nil
Chairmanship/Membership of Committees held in other companies as on date of notice	Nil
Inter-se-relationships between – Directors – Key Managerial Personnel (KMP)	Not related to any other Director / Key Managerial Personnel
Number of Board Meetings attended during the financial year (FY 2021-22)	1 (One) out of 1 (One) board meetings held since her appointment
Details of remuneration last drawn P.A (including sitting fees, if any)	Sitting fees @ INR 25,000 per meeting of the Board

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**Terms and conditions of appointment
along with remuneration sought to be paid**

Refer to Item No. 1 of the Notice and the corresponding
Explanatory Statement

Registered Office:

403 Prabhat Kiran, 17
Rajendra Place
Delhi- 110 008
Tel: 011 4514 2374

Place: Noida

Date: December 1, 2021

By order of the Board of Directors

For Quint Digital Media Limited
QUINT DIGITAL MEDIA LTD.

Tarun Belwal

Company Secretary & Compliance Officer

M. No. A39190

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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 resolutions to be passed through Postal Ballot for the business stated in the Notice dated December 1, 2021 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	Type of Resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	To approve appointment of Ms. Abha Kapoor (DIN: 01277168) as an Independent Woman Director	Special Resolution			
2.	To approve making investment(s) and/ or providing loan(s) and giving guarantee(s) in excess of the limits prescribed under Section 186 of the Companies Act, 2013	Special Resolution			
3.	To approve acquisition of 47.92% stake in Spunklane Media Private Limited	Ordinary Resolution			
4.	To approve acquisition of 100% stake of Quintillion Media Private Limited	Ordinary Resolution			
5.	To approve making of additional investment in Spunklane Media Private Limited	Ordinary Resolution			
6.	To approve making of investment in Quintillion Business Media Private Limited	Ordinary Resolution			

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Item No	Description of the Resolution	Type of Resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
7.	To approve granting of loan(s), provision of guarantee(s) etc. to Quintillion Business Media Private Limited under Section 185 of the Companies Act, 2013	Special Resolution			
8.	To approve granting of loan(s) or provision of guarantee(s) etc. to Quintillion Business Media Private Limited under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary Resolution			
9.	To approve making investment in Quintype Technologies India Private Limited	Ordinary Resolution			
10.	To approve granting of loan(s), provision of guarantee(s) etc. to Quintype Technologies India Private Limited under Section 185 of the Companies Act, 2013	Special Resolution			
11.	To approve granting of loan(s), provision of guarantee(s) etc. to Quintype Technologies India Private Limited under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary Resolution			
12.	To approve lease agreement between Quintillion Media Private Limited and Mr. Mohan Lal Jain	Ordinary Resolution			
13.	To approve lease agreement between Quintillion Business Media Private Limited and Mr. Mohan Lal Jain	Ordinary Resolution			

Place:

Date:

(Signature)

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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 members whose names appear in the Register of Members as on close of business hours on Friday, November 26, 2021. The Postal Ballot Notice has also been placed on the Company's website viz. <https://quintdigitalmedia.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 members shall be in proportion of the share(s) held by them in the paid-up equity share capital of the company as on November 26, 2021.
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 December 31, 2021. 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. Members 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 members 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.

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