



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

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

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**Dear Members,**

Notice is hereby given to the Members of Quint Digital Media Limited (*formerly known as Gaurav Mercantiles Limited*) ( “**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,( “**Act**”), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 ( “**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, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/ 2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) in view of COVID-19 (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**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 its members for the resolutions as set-out hereinbelow, through the Postal Ballot (“**Postal Ballot**”) by way of voting through electronic means (“**E-voting**”).

In terms of the MCA Circulars, due to this pandemic which requires to maintain social distancing, companies are advised to take all decisions requiring member’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 postal ballot up to December 31, 2022, or till further orders, whichever is earlier, 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 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 in compliance with the MCA Circulars.

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

The Board of Directors of the Company now propose to obtain the consent of the members by way of the 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 resolutions setting out material facts and the reason for the resolutions is also annexed.

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### **QUINT DIGITAL MEDIA LIMITED**

*(Formerly known as Gaurav Mercantiles Limited)*

**Registered Office: 403 Prabhat Kiran, 17, Rajendra Place, Delhi- 110008 Tel: 011 45142374**

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

**Website: [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com), email: [cs@thequint.com](mailto:cs@thequint.com), CIN: L74110DL1985PLC373314**



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

## **SPECIAL BUSINESS**

### **1. TO APPROVE TO SALE OF ASSETS OF QUINTILLION MEDIA LIMITED, A MATERIAL SUBSIDIARY**

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

**“RESOLVED THAT** pursuant to the provision(s) of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“Listing Regulations”**) and provisions of Section 110, 180 (1)(a), to the extent relevant and applicable, and other applicable provisions, if any, of the Companies Act, 2013, read with rules thereunder, as amended, (**“Act”**), and subject to any other approval of statutory/ competent authority, if any, and to the extent necessary, and such other approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded for the proposed sale of 49% equity stake in Quintillion Business Media Limited (**“QBML”**), a step down material subsidiary of the Company, held by Quintillion Media Limited (**“QML”**), a material wholly owned subsidiary of the Company to AMG Media Networks Limited.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to agree, accept, and finalize all such terms, condition(s), modification(s) and alteration(s) of the Share Purchase Agreement and/ or any other transaction documents and finalize and execute all such agreements, deeds, documents and writings in its absolute discretion.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things including delegation of all or any of the powers herein conferred, to any Director or any Officer(s) / Authorized Representative(s) and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, to give effect to the above resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors severally in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects by the Members.”

### **2. APPROVAL FOR A RELATED PARTY TRANSACTION**

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

**“RESOLVED THAT** pursuant to the provision(s) of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“Listing Regulations”**) and other applicable provisions, if any, of the Companies Act, 2013 (including

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any statutory modification(s) or re- enactment(s) notified thereunder, Company's policy on the 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, the consent of the Members be and is hereby accorded for the related party transaction amongst Quintype Technologies India Limited, step down subsidiary of the Company and BK Media Mauritius Private Limited, entities identified as related parties within the meaning of the Section 2(76) of the Act.

#	Name of the Related Party	Description of the contract/ transaction	Period	Maximum value
1.	Quintype Technologies India Limited, step-down subsidiary of the Company; and BK Media Mauritius Private Limited	Appointing BK Media Mauritius Private Limited as a franchisee for the Middle East Territory.	10 years or more	Up-to USD 6 Million

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to agree, accept, and finalize all such terms, condition(s), modification(s) and alteration(s) of the Master Franchise Agreement and/ or any other transaction documents and finalize and execute all such agreements, deeds, documents and writings in its absolute discretion.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things including delegation of all or any of the powers herein conferred, to any Director or any Officer(s) / Authorized Representative(s) and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, to give effect to the above resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors severally in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified, and confirmed in all respects by the Members."

**Registered Office:**  
403 Prabhat Kiran, 17  
Rajendra Place  
Delhi- 110 008  
Tel: 011 45142374

**Place: Noida**  
**Date: May 22, 2022**

**By order of the Board of Directors**  
**For Quint Digital Media Limited**

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**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 shareholders holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. May 20, 2022 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400 072.
3. A copy of this 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](http://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 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 shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating E-voting to enable the shareholders 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 shareholders are strongly advised to use the remote E-voting procedure by themselves and not through any other person / proxies.
5. Shareholders holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. May 20, 2022 will have to cast their votes electronically on the resolutions as set out in the Postal Ballot Notice through electronic voting system of the CDSL up to 5.00 p.m. on June 22, 2022.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the equity shareholders(s) on the cut-off date, i.e. May 20, 2022. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.
7. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Practicing Company Secretary and Partner of M/s Sanjay Grover & Associates, having CP No. 13700, as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website <https://quintdigitalmedia.com>, besides communicating to the BSE Limited, where the equity shares of the Company are listed on or before June 24, 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 E-voting, i.e. June 22, 2022 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](mailto:cs@thequint.com).
9. The Company will make available all documents referred to in this Postal Ballot Notice and Explanatory Statement setting-out the material facts for inspection of the Shareholders at the Registered Office of the Company during office hours (except Saturdays, Sundays and Government Holidays).

As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 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 May 24, 2022 at 9.00 a.m. and ends on June 22, 2022, 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.

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- (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. 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"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>

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Type of members	Login Method
<p>Individual Members holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</li> </ol>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>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 &amp; voting during the meeting.</p>

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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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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)

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	<ul style="list-style-type: none"><li>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.</li></ul>
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.
- 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.

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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](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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](mailto: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](mailto: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](mailto:subhashdhingreja@skylinerta.com).

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**QUINT DIGITAL MEDIA LIMITED**

*(Formerly known as Gaurav Mercantiles Limited)*

**Registered Office: 403 Prabhat Kiran, 17, Rajendra Place, Delhi- 110008 Tel: 011 45142374**

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

**Website: [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com), email: [cs@thequint.com](mailto:cs@thequint.com), CIN: L74110DL1985PLC373314**



**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:

3. 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](mailto:subhashdhingreja@skylinerta.com) on or before June 12, 2022:
  - i. Full Name:
  - ii. Address:
  - iii. Email address:
  - iv. No. of shares held:
  - v. Folio no.:
  - vi. Certificate No.:
  - vii. Distinctive No.:
  - viii. Scan copy of PAN and Aadhaar Card:
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, 2022, 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 June 22, 2022 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.

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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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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## **ANNEXURE 1 TO THE POSTAL BALLOT NOTICE**

### **EXPLANATORY STATEMENT**

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

#### **Item No. 1**

It is informed that the Quintillion Media Limited (“**QML**”), material subsidiary of the Company, is holding 74.03% stake in Quintillion Business Media Limited (“**QBML**”).

The Board of Directors vide resolution by circulation dated May 13, 2022, had approved the proposed sale of 49% equity stake in QBML, held by QML to AMG Media Networks Limited (“**AMG Media**”) and signed the definite agreements viz. the Share Purchase Agreement and the Shareholders Agreement.

Pursuant to the Share Purchase Agreement, QML has agreed to sell 49% stake in QBM to AMG Media for a consideration of INR 51,45,00,000. Out of the total purchase consideration, INR 48,89,33,789 shall be paid upfront on closure of the transaction, and the balance INR 2,55,66,211 shall be paid in accordance with the terms of the definitive agreements.

The Board believes that the consideration from the sale of 49% stake by QML will generate shareholder value and present an attractive monetization opportunity and is in the best interest of the Company.

The transaction closure is subject to closure of customary condition precedents.

As per Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulation, 2015, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of a special resolution.

In view of the aforesaid regulatory requirement, approval of the Members is sought by way of a special resolution for item no.1 of the said notice.

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

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

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## **Item No. 2**

With a view to expand the business and capitalize the market opportunities in the Middle East Territory, Quintype Technologies India Limited (“**Quintype India**”), a step-down subsidiary of the Company, intends to appoint BK Media Mauritius Private Limited (“**BK Media**”) as an exclusive franchise under the Master Franchise Agreement only for the Middle East Territory.

Quintype India and BK Media have been identified as ‘related parties’ in terms of the provisions of Section 2(76) of the Companies Act, 2013 (including applicable rules) read with Regulation 2(1) (zb) of the SEBI LODR. Hence, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) and the Company’s policy on the Related Party Transactions, the proposed related party transaction shall require the approval of the members by way of an Ordinary Resolution.

Thus, after obtaining prior approval of the Audit Committee dated May 22, 2022, approval of the Members of the Company is sought in accordance with Regulation 23 of the SEBI LODR.

**The specific information relating to proposed related party transaction required to be disclosed pursuant to SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is as follows:**

#	Details regarding the related party	Information
1	A summary of the information provided by the management of the listed entity to the audit committee	<p><b>Related Parties:</b> Quintype Technologies India Limited, step-down subsidiary of the Company; and BK Media Mauritius Private Limited, an entity owned by Mr. Raghav Bahl and Ms. Ritu Kapur</p> <p>It is proposed to enter into Master Franchise Agreement to grant BK Media Mauritius Private Limited franchisee rights in the Middle East Territory for marketing and promotion of its Software as a Service platform (“<b>SAAS Platform</b>”).</p>
2	Justification for why the proposed transaction is in the interest of the listed entity	<p>Quintype Technologies India Limited, the material subsidiary of the Company, intends to expand its operations in the Middle East Territory. As per publicly available reports, the Middle East Territory is a USD 59 Million market for digital media tech SAAS companies. Hence, in order to expand in the Middle East Territory, Quintype Technologies India Limited intends to appoint BK Media Mauritius Private Limited as a franchisee to undertake sales activities in the Middle East Territory.</p> <p>BK Media Mauritius Private Limited shall <i>inter alia</i> pay franchisee fees to Quintype Technologies India Limited.</p> <p>The expansion of the business of the Quintype Technologies India Limited in the Middle East Territory will help in increasing</p>

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		the customer base and revenues thereby creating shareholder value.  The Company is not directly part of the proposed franchise arrangement, except to the extent of its indirect shareholding in Quintype Technologies India Limited.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	NA
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	NA
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	NA
6	Any other information that may be relevant	No other information remains undisclosed

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

Except Mr. Raghav Bahl, Ms. Ritu Kapur, Mr. Mohan Lal Jain 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.

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

**Registered Office:**  
403 Prabhat Kiran, 17  
Rajendra Place  
Delhi- 110 008  
Tel: 011 45142374

**By order of the Board of Directors  
For Quint Digital Media Limited**

**Place: Noida  
Date: May 22, 2022**

\_\_\_\_\_  
**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 May 22, 2022, 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 to sale of assets of Quintillion Media Limited, a material subsidiary	Special Resolution			
2.	Approval of related party transaction	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 May 20, 2022. 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](http://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 May 20, 2022.
7. The exercise of vote through postal ballot is not permitted through a proxy.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 P.M. on June 22, 2022. 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](mailto:subhashdhingreja@skylinerta.com) or Contact No. 022 28511022 / 49721245.

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