



QUINT DIGITAL MEDIA LIMITED

CIN: L74110DL1985PLC373314 | ISIN: INE641R01017 | BSE SCRIP CODE:539515

Registered Office: 403 Prabhat Kiran, 17, Rajendra Place, Delhi- 110008

Email: cs@thequint.com | Contact No.: 011-45142374 | Website: www.quintdigitalmedia.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Eighth Annual General Meeting of the Members of Quint Digital Media Limited (**"the Company"**) will be held on Friday, September 29, 2023, at 4:00 p.m. IST through Video Conferencing (**"VC"**) / Other Audio-Visual Means (**"OAVM"**) to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2023, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Raghav Bahl, (DIN: 00015280), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mohan Lal Jain, (DIN: 00063240), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve re-appointment of Mr. Parshotam Dass Agarwal (DIN: 00063017) as an Independent Director of the Company for a second term of five consecutive years**

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 Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Parshotam Dass Agarwal (DIN: 00063017), who holds office as an Independent Director up to February 25, 2024, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from February 26, 2024 up to February 25, 2029 (both days inclusive).

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

5. **To approve re-appointment of Mr. Sanjeev Krishana Sharma (DIN: 00057601) as an Independent Director of the Company for a second term of five consecutive years**

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 Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjeev Krishana Sharma (DIN: 00057601), who holds office as an Independent Director up to February 25, 2024, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from February 26, 2024 up to February 25, 2029 (both days inclusive).

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

6. **To Alter the object clause of the Memorandum of Association of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies

Act, 2013 read with Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such approvals, permissions and sanctions of the Registrar of Companies (as applicable), appropriate authorities, departments or bodies as and to the extent necessary, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the "MoA") of the Company by adding the following as sub-clause 8 and 9 in Para A of Clause III of the MoA:

8. *To carry on the business, directly or indirectly through any other entity including but not limited to setting up of Joint Venture, as designers and developers of digital platforms including cloud hosted business platforms and computer application products with the use of an intelligent system designed to generate research reports for specific queries by leveraging the capabilities of advanced language models to provide users with detailed insights, analysis and recommendations and other comprehensive reports comprising text, images, graphs, financials, charts, maps, etc. and to render any kind of services for such platforms and products including implementation, technical and support services and other related services in India or outside India.*
9. *To establish, directly or indirectly through any other entity including but not limited to setting up of Joint Venture, Information Technology (IT) enabled products and services centers specializing in data mining and intelligent analyses of data and any other customized software including internet and networking applications software, technical support services, internet access in international and domestic markets to carry out software development work and for the purpose to act as representative, advisor, consultant, know-how provider, sponsor, franchiser, licensor, job-worker and to do all other acts and things necessary for the attainment of the objects.*

RESOLVED FURTHER THAT the Board (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) or any officer/executive/representative and/or any other person so authorized by the Board, including the Company Secretary, be and are hereby severally authorized on behalf of the

Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the shareholders of the Company."

7. To change the Name of the Company and consequent amendment to the Memorandum and Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Incorporation) Rules 2014 and other applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Central Government (Power delegated to the Registrar of Companies/ Central Registration Centre), BSE Limited and/ or any authority(ies) as may be prescribed from time to time and subject to such approvals, permissions, consents and sanctions as might be required from any regulatory authority, consent of the Members be and is hereby accorded to change the name of the Company from "Quint Digital Media Limited" to "Quint Digital Limited" or any such other name as reserved by the concerned Registrar of Companies/ Central Registration Centre.

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

RESOLVED FURTHER THAT the Board of Directors (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) of the Company or any officer/ executive/ representative and/or any other person so authorized by the Board of Directors and the Company Secretary be and are hereby severally authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for change of name of the Company from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company.”

8. To increase the Authorised Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company

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 the Section 13, 61, 64 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 80,00,00,000 (Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs.10 (Rupees Ten only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be deleted and replaced with the following revised Clause V:

- v. *The Share Capital of the Company is Rs. 80,00,00,000 (Rupees Eighty Crore only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs.10 (Rupees Ten only) each.*

RESOLVED FURTHER THAT the Board (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) or any officer/ executive/ representative and/ or any other person so authorized by the Board, including the Company Secretary, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the shareholders of the Company.”

9. To raise capital by way of a Qualified Institutions Placement to eligible investors through an issuance of Equity Shares and/or other eligible Securities

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 Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (**“Companies Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (**“ICDR Regulations”**) and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**), to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of Rs. 10 each of the Company (**“Equity Shares”**) are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment thereof (**“FEMA”**), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange

Management (Debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“GOI”), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by GOI, Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), BSE Limited, the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, National Capital Territory of Delhi & Haryana (“ROC”) and/ or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions, if any, of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by 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), the consent, authority and approval of the members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as “Securities”), or any combination thereof, in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/ or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/ book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 250 crore (Rupees Two Hundred and Fifty Crore only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices

as may be permissible under applicable law by way of a qualified institutional placement (“QIP”) in accordance with the provisions of Chapter VI of the ICDR Regulations and other applicable laws, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (“QIBs”) (as defined in the ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors and/or multilateral financial institutions, mutual funds, insurance companies, banks, pension funds and/or any other categories of investors as may be permissible under applicable laws, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular (“Offering Circular”) as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the “Issue”) at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or underwriter(s) and/or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolution:

1. the Securities proposed to be issued, offered and allotted shall be fully paid up and dematerialized and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
2. the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of

allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

3. the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring; and
4. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.

RESOLVED FURTHER THAT the allotment of Securities (or any combination of Securities as may be decided by the Board) shall only be to QIBs as defined in the ICDR Regulations and shall be completed within a period of 365 days from the date of passing of this special resolution by the shareholders of the Company or such other time as may be allowed under the ICDR Regulations from time to time. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolution.

RESOLVED FURTHER THAT subject to applicable law, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the QIP of Equity Shares as eligible securities, in accordance with applicable laws, rules, regulations and guidelines in relation to the proposed issue of Equity Shares, and in case Securities are eligible convertible securities, then either the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed issue or the date on which holders of Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under ICDR Regulations, as amended.

RESOLVED FURTHER THAT the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock

exchange, or such other time except as may be allowed under the ICDR Regulations from time to time and no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the ICDR Regulations. Furthermore, the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment.

RESOLVED FURTHER THAT any issue of Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ("QIP Floor Price"). Furthermore, the Board may, at its absolute discretion and in consultation with the lead managers / book running lead managers, also offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the QIP Floor Price subject to the approval of the shareholders of the Company by way of a special resolution.

RESOLVED FURTHER THAT the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT the issue to the holders of Securities, which are convertible into or exchangeable with the Equity Shares at a later date, will be, inter alia, subject to the following terms and conditions:

1. In the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted will stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced pro tanto;

2. In the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer, and such additional Equity Shares will be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
3. In the event of a merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid will be suitably adjusted; and
4. In the event of consolidation of outstanding Equity Shares or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of the concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹ 100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution. Furthermore, all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint/engage book running lead manager(s), underwriters, intermediaries, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such persons/agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such

arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Eligible Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead managers/book running lead managers, underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the Issue, including the class of investors to whom the Eligible Securities are to be allotted, number of Eligible Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Eligible Securities, the price, premium or discount on issue, book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee of directors or any director(s) or officer(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may consider necessary, desirable or expedient and deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard.”

10. 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 and other applicable Regulations, if any, 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 remaining 51% 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 (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) or any officer/executive/ representative and/or any other person so authorized by the Board, including the Company Secretary 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 or any officer/executive/ representative and/or any other person so authorized by the Board, including the Company Secretary be and are hereby severally 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 or any officer/executive/representative and/or any other person so authorized by the Board, including the Company Secretary, 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.”

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

**Tarun Belwal
Company Secretary &
Compliance Officer
M No: A39190**

Date: August 14, 2023

Place: Noida

Notes:

1. The Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 read with other relevant circulars including General Circular No. 10/2022 dated December 28, 2022 (“**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other relevant circulars including Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (“**SEBI Circulars**”) have permitted the holding of the Annual General Meeting (“**AGM**”) through Video Conference (“**VC**”)/ Other Audio Visual Means (“**OAVM**”) till September 30, 2023, without mandating the physical presence of the Members at a common venue. Accordingly, the 38th AGM will be held through VC/OAVM. It shall be deemed that the venue for 38th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (the “**Listing Regulations**”), MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“**CDSL**”) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Annual General Meeting will be provided by CDSL.
3. The procedure for participating in the meeting through VC/OAVM is explained in these Notes and it is also available on the website of the Company at www.quintdigitalmedia.com.
4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this the Annual General Meeting (“**AGM**”). However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members can attend the AGM through VC/OAVM and cast their votes through e-voting. Hence Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at cs@thequint.com.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2023, to September 29, 2023 (both days inclusive) for the purpose of the 38th AGM.
7. The details as required under the provisions of Regulations 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”), in respect of Director seeking re-appointment at this AGM, forms part of the Notice.
8. The Statement pursuant to Section 102(1) of the Act, with respect to the special businesses set out in the Notice is annexed.
9. Relevant documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on any working day, between 11.00 A.M. and 01.00 P.M. up to the date of AGM, subject to the lock-down restrictions imposed, if any, and are also available electronically and any member seeking inspection of such documents can mail us at cs@thequint.com.
10. The following documents will be available for inspection by the Members electronically during the 38th AGM. Members seeking to inspect such documents can send an email to cs@thequint.com:
 - Certificate from the Secretarial Auditors relating to the Company’s Stock Option Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act;
 - Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act; and
 - All such documents referred to in this Notice and the Explanatory Statement.
11. The Company is providing facility for voting by electronic means and the business may be transacted through such voting.

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the PAN, KYC, and nomination details were not available on or after April 1, 2023, were to be frozen by the RTA and would be eligible for lodging grievance or any service request only after registering the required details. The said timeline of April 1, 2023 for freezing of folios has been extended to October 1, 2023.

Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from April 1, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money-Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

If a Shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, the Shareholder may submit the same in the prescribed form.

Shareholders holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before September 30, 2023, failing which their trading accounts shall be frozen for trading and demat account shall be frozen for debits.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The relevant Circular(s) and necessary forms in this regard have been made available on the website of the Company www.quintdigitalmedia.com.

Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the

aforsaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

14. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialised form only while processing service requests pertaining to viz. issue of duplicate securities certificate, claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at www.quintdigitalmedia.com. Members are requested to note that any service request would be processed only after the folio is KYC Compliant.

In view of the same and to eliminate all risks associated with physical shares and inherent benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact RTA for further assistance in this regard.

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

PROCESS FOR DISPATCH OF INTEGRATED ANNUAL REPORT AND REGISTRATION OF EMAIL ID FOR OBTAINING A COPY OF THE SAME

16. In compliance with the applicable regulatory requirements, the Notice of 38th AGM and Annual Report for the Financial Year 2022-23 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company/Depository Participants ("DPs").

In case any Member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23 and Notice of the 38th AGM of the Company, he/she may send a request to the Company by writing at cs@thequint.com or Skyline Financial Services Pvt Ltd, Company's Registrar and Share Transfer Agent ("RTA") at subhashdhingreja@skylinerta.com mentioning their DP ID and Client ID/folio no.

Members may note that the Notice and the Annual Report for the financial year 2022-23 will also be available on

the Company's website at www.quintdigitalmedia.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.cdslindia.com.

17. Shareholders holding shares in physical forms are requested to register/ update their email addresses by sending scanned copy of the following details to RTA at subhashdhingreja@skylinerta.com :

- i. A signed request letter in form ISR-1 and provide other details like your name, email-id, folio number, number of shares held, copy of share certificate and complete address; and
- ii. Self-attested scanned copy of PAN and an identity proof (such as Aadhaar Card, Driving License, Election Identity Card).

Members holding shares in dematerialized mode are requested to register/ update their email addresses with their Depository Participants.

18. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at cs@thequint.com.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM

19. The Members can join the AGM through VC/OAVM facility 15 minutes before the time scheduled to start the AGM and the facility shall not be closed for at least 15 minutes after such scheduled time. The facility of participation at the AGM through VC/OAVM will be made available for atleast 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

20. Members will be provided with a facility to attend the AGM through VC/OAVM. Members may access the same by following the steps mentioned in the notice.

21. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

22. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

23. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

24. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

25. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of CDSL.

26. Members who need assistance before or during the AGM, can contact Mr. Subhash Dhingreja, M/s Skyline Financial Services Private Limited A-505/506, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072 India through Email at subhashdhingreja@skylinerta.com or on Telephone No.: 022 28511022.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS

27. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at cs@thequint.com to enable smooth conduct of proceedings at the AGM. Questions/ Queries received by the Company on or before Saturday, September 23, 2023, on the aforementioned e-mail id shall only be considered and responded to during the AGM.

28. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at cs@thequint.com on or before Saturday, September 23, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

- 29.** The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at cs@thequint.com. These queries will be replied to by the company suitably by email.
- 30.** Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting. The member who have not registered themselves as an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.
- 31.** The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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.

For any other queries regarding attending the AGM through VC/OAVM or for any other matter, kindly write to the Company at cs@thequint.com or to the RTA at subhashdhingreja@skylinerta.com.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

- 32.** In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) Regulation 44 of the Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
- 33.** Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the

depositories as on the cut-off date i.e. Friday, September 22, 2023 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

- 34.** The remote e-voting period commences on Tuesday, September 26, 2023 (9:00 A.M. IST) and ends on Thursday, September 28, 2023 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 22, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently. Person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- 35.** Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the period commencing from Tuesday, September 26, 2023 (9:00 A.M. IST) and ends on Thursday, September 28, 2023 (5:00 P.M. IST) or e-voting during the AGM.
- 36.** Members who have cast their votes by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but they shall not be entitled to cast their votes again.
- 37.** Further, members who have voted on some of the resolutions during the remote e-voting period are also eligible to vote on the remaining resolutions during the AGM.
- 38.** The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 39.** If any votes are casted by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 40.** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

Instructions and other information relating to remote e-voting are as under:

Step 1: Access through CDSL e-Voting system in case of individual shareholders holding shares in demat mode

(i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders 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 shareholders.

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.

(ii) 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 shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. CDSL. Click on CDSL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, follow the below steps:</p> <ol style="list-style-type: none"> Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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 provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>If the user is not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> 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>e-voting website of NSDL</p> <ol style="list-style-type: none"> 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” from Google Play or App Store.
Individual Shareholders (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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL](#)

Login type	Helpdesk details
Individual Shareholders 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 toll free no.1800 22 55 33 and contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders 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.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(iii) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details.</p>

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the “**Quint Digital Media Limited**” on which you choose to vote.

- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 shareholders are required mandatory 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 i.e. 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.

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

Shareholders/members may send a request to subhashdhingreja@skylinerta.com for procuring User ID and Password for e-voting by providing below mentioned documents:

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).
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).

FOR ATTENTION OF THE MEMBERS

1. Any person who acquires shares of the Company and becomes member of the Company after sending the Notice and holding shares as on the cut-off-date i.e. Friday, September 22, 2023 may follow the same instructions as mentioned above for e-voting.
2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.com/> under help section or write an email to helpdesk.evoting@cdslindia.com OR
Mr. Subhash Dhingreja, M/s Skyline Financial Services Private Limited A-505/506, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai –

400 072 India through Email at subhashdhingreja@skylinerta.com or on Telephone No.: 022 28511022

Members may also write to the Company Secretary of the Company at the address: cs@thequint.com or contact at Telephone No. 0120-4751818.

3. The Company has appointed Mr. Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates, LLP, as Scrutinizer to scrutinize the voting process in a fair and transparent manner.

After completion of scrutiny of the votes, the scrutinizer, submit a consolidated scrutinizer's report of the total votes casted in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The results will be announced within the stipulated time under applicable laws.

The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.quintdigitalmedia.com and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the concerned stock exchanges.

4. For prompt attention, requests for transfer of equity shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent: M/s Skyline Financial Services Private Limited A-505/506, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072. For other matters, kindly write to the Secretarial Department of the Company at Carnousties's Building, Plot No. 1, 9th Floor, Sector 16A, Film City, Noida- 201301.
5. Members are requested to refer any change of address among others:
 - To the Company's Registrar in respect of their physical share folios.
 - To their Depository Participants (DPs) in respect of their electronic demat accounts as the Company is obliged to print the bank details on the dividend warrant as furnished by NSDL/CDSL.
6. Members are requested to:
 - Send their queries, if any at least 7 days in advance of meeting so that the information can be made available.
 - Note that no gifts/coupons will be distributed at the AGM.

7. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.

8. Unclaimed dividends - Transfer to Investor Education and Protection Fund:

Members willing to claim unclaimed dividend are requested to correspond with the RTA of the Company, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).

9. Dematerialisation of Shares and Liquidity: As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and to avail various benefits of Dematerialisation, members are advised to dematerialize shares held by them in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE641R01017. Members can contact the Company or Company's RTA at A-505/506, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072 through email at subhashdhingreja@skylinerta.com or on Telephone No.: 022 28511022

10. Members are requested to quote their Folio No./DP ID-Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.

11. Route map giving directions to the venue is not annexed to this Notice as meeting will be held through VC/OAVM.

12. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of Dematerialisation, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

13. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities

including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.

Further, SEBI vide its Circular No. SEBI/HO/ MIRSD/ MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities only in dematerialised form while processing service requests viz, Issue of duplicate securities certificate; Claim from unclaimed suspense account; Renewal/exchange of securities certificate; Endorsement; Sub-division/splitting of securities certificate; Consolidation of securities certificates/folios; Transmission; and Transposition.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No: 4

Mr. Parshotam Dass Agarwal was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, effective February 26, 2019, to hold office up to February 25, 2024 (both days inclusive) and same was duly approved by the Members at the 34th Annual General Meeting held on September 27, 2019. Mr. Agarwal's first term of five years as an Independent Director will complete on February 25, 2024.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Agarwal during the first term of five years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of five years. The NRC has also considered his diverse skills, leadership capabilities, expertise in governance, business reorganization, and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Agarwal possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent Director of the Company, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing General Meeting.

Brief Profile Mr. Parshotam Dass Agarwal

Mr. Agarwal holds a bachelor's degree in Commerce from Ravishankar University, Raipur and a bachelor's degree in Law (LLB) from University of Delhi and a master's degree in Business Administration from the Faculty of Management Studies, University of Delhi. He is also a Certified Director from the Institute of Directors. He has a wide professional experience of more than 42 years with the corporates which includes holding positions in Textiles Industry for 22 years particularly as President in Birla Group, Chief Executive Officer in Surya Roshni Limited for 7 years, President in Shree Krishna Paper Mills Ltd. for 9 years and as Executive Director in OP Jindal Group.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Mr. Agarwal for the office of Independent Director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures/ declarations from Mr. Agarwal, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Board considers that his association would be of immense benefit to the Company and it is desirable to re-appoint him as an Independent Non-Executive Director. Accordingly, the Board recommends the resolution in relation to re-appointment of him as an Independent Non-Executive Director for a period of five (5) years effective from February 26, 2024, to hold office up to February 25, 2029 (both days inclusive).

Mr. Agarwal has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the registered office of the Company during business hours on any working day from the date thereof upto the date of Annual General Meeting.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For details, please refer Annexure-1 to this notice.

No director, KMP or their relatives except Mr. Agarwal, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No: 5

Mr. Sanjeev Krishana Sharma was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, effective February 26, 2019, to hold office up to February 25, 2024 (both days inclusive) and same was duly approved by the Members at the 34th Annual General Meeting held on September 27, 2019. Mr. Sharma's first term of five years as an Independent Director will complete on February 25, 2024.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Sharma during the first term of five years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of five years. The NRC has also considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Sharma possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent Director of the Company, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing General Meeting.

Brief Profile Mr. Sanjeev Krishana Sharma

Mr. Sanjeev Krishana Sharma is a Chartered Accountant by profession. In addition to being a member of the Institute of Chartered Accountants of India, he is also a member of the Institute of Insurance Surveyors and Adjustors under the IRDAI. He is the controlling partner of a 60-year-old Chartered Accountant firm in Delhi. He has vast experience in advising Indian and global clients on matters related to India entry strategy, restructuring, audits, valuation, loss assessors & adjustors, liquidation etc.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment

of Mr. Sharma for the office of Independent Director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures/ declarations from Mr. Sharma, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Board considers that his association would be of immense benefit to the Company and it is desirable to re-appoint him as an Independent Non-Executive Director. Accordingly, the Board recommends the resolution in relation to re-appointment of him as an Independent Non-Executive Director for a period of five (5) years effective from February 26, 2024, to hold office up to February 25, 2029 (both days inclusive).

Mr. Sharma has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the registered office of the Company during business hours on any working day from the date thereof upto the date of Annual General Meeting.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For details, please refer Annexure-1 to this notice.

No director, KMP or their relatives except Mr. Sharma, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 5.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

Your company is planning to explore the emerging business opportunities in the field of 'Artificial Intelligence' and related IT activities and fields. Therefore, to tap the emerging business

opportunities in the changed business environment it is proposed to expand the objects of the Company by amending the Object Clause of the Memorandum of Association.

The Board of Directors, at its meeting held on August 14, 2023, have approved the alteration of the Objects Clause of the MoA, subject to approval of the Members of the Company by way of a Special Resolution. By insertion of the new objects in the MoA, the Company will have new areas to explore and grow in the best interest of the Members of the Company.

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 6 for approval of Members.

Item No. 7

The Company plans to undertake new business activities in the field of 'Artificial Intelligence' and other related IT activities and accordingly, the Company's operations will not remain confined to the 'digital media' and become a pure play 'digital' company. Hence, this change necessitates the change in the name of the Company in such a manner that it represents the nature of business.

In view of the above, the Board of Directors, at its meeting held on August 14, 2023, decided to change the name of the Company, subject to necessary statutory approvals, from "Quint Digital Media Limited" to "Quint Digital Limited" or any such other name as reserved by the concerned Registrar of Companies. The Board is of the view that the new name will more aptly reflect the Company's diversified business activities and its growing aspirations in other business segments of the digital space.

The Company has received the confirmation from the Registrar of Companies (ROC) for the availability of the new name 'Quint Digital Limited' on August 25, 2023, and such name shall be reserved by the ROC for a period of 60 days from the date of approval.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution.

The Company is in compliance with the conditions provided under Regulation 45(1) of SEBI (Listing Obligations and Disclosure)

Requirements, 2015 ("Listing Regulation"), with respect to change of name of the listed entity, to the extent they are applicable. A Certificate obtained from M/s. ASDJ & Associates, Chartered Accountant, (Firm Registration No: 033477N) dated August 14, 2023, to this effect is annexed as Annexure-2 and forms part of this Notice and explanatory statement.

The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company and vide its meeting held on August 14, 2023, had approved the proposed change in the name of the Company.

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 7 for approval of Members.

Item No. 8

Presently, the Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10 (Rupees Ten only) each.

To facilitate the fund raising for the future business requirements of the Company, it is proposed to increase the Authorised Share Capital of the Company to Rs. 80,00,00,000 (Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 10 (Rupees Ten only) each.

As per the provisions of the Companies Act, 2013, the aforesaid increase in the Authorised Share Capital would require consequential alteration of the existing Clause V specified under the Memorandum of Association of the Company. Further, it is informed that increase in the Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company requires prior approval of the Members in terms of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Ordinary Resolution set forth in Item No 8 for approval of Members.

Item No. 9

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and achieving inorganic growth in the digital and media tech operations of the group. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, our Company intends to undertake a capital raise by way of qualified institutional placement or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to the eligible investors through an issuance of equity shares or other eligible securities in accordance with applicable law and use the proceeds from the Issue, towards inter alia, various capital expenditure, the pre-payment and / or repayment of debts, if any, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

The resolution contained in the agenda of the Notice is to enable the Company to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "Securities"), or any combination thereof, in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/ or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/ book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 250 crore. The Board of Directors may at its discretion adopt this mechanism as prescribed under Chapter VI of the ICDR Regulations for raising the funds, without the need for fresh approval from the shareholders.

In case of qualified institutions placement, the price at which Securities shall be allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the SEBI ICDR Regulations. The Board may, at its absolute discretion, decide the pricing for

the Equity Shares to be issued upon exercise of the warrants in the qualified institutions placement, subject to SEBI ICDR Regulations.

This enabling special resolution seeks to empower the Board (or a duly authorised committee thereof) to issue Equity Shares and / or other eligible securities as contemplated in the resolution set out above. The Board of the Company at meeting held on August 14, 2023, approved the raising of capital for an amount not exceeding Rs.250 Crores. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of securities to be issued. However, the same would be in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, 2013, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated 10th October 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines / regulations / consents, each as amended, as may be applicable or required.

The Equity Shares issued pursuant to the offering(s) would be listed on the stock exchanges where the Equity Shares of the Company are listed. The issue, allotment and conversion would be subject to receipt of regulatory approvals, if any.

The proposed qualified institutional placement may result in the issuance of Equity Shares to investors who may not be the shareholders of the Company. Therefore, consent of the shareholders is being sought by passing a special resolution as set out in the Notice, pursuant to applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

The Board in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e., not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock

exchange during the two weeks preceding the “Relevant Date”) (as defined below). For this purpose, “stock exchange” shall refer to any of the stock exchanges where the Equity Shares are listed and in which the highest trading volume in the Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date). The “Relevant Date”, in case of allotment of Equity Shares will be the date when the Board decides to open the QIP for subscription.

The allotment of Equity Shares shall be completed within 365 days from the date of resolution passed by the shareholders.

The Equity Shares allotted shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The Directors, the Promoters / Promoter Group Entities, the Key Managerial Personnel, Senior Management of the Company and any person related to the Promoters of the Company, would not subscribe to the Equity Shares, directly or indirectly, if made under Chapter VI of SEBI ICDR Regulations.

The net proceeds from the issue of Equity Shares would be utilised at various stages for the usage of one or more, or any combination of the following: (i) repayment or prepayment of debt availed by the Company and / or its Subsidiaries, (ii) working capital requirements of the Company and its Subsidiaries, (iii) cash margin for non-fund based working capital including letters of comfort, (iv) investment in Subsidiaries, (v) capital expenditure, (vi) any cost incurred towards the objects of the issue, (vii) meeting various expenditure of the Company including contingencies, (viii) general corporate purposes or (ix) other purpose(s) as may be permissible under applicable laws.

The Special Resolution seeks to give the Board of Directors the powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, bodies corporate and / or individuals or otherwise as the Board of Directors may in its absolute discretion deem fit, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers and such other authority or authorities as may be necessary and subject to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

The proposed issue of capital is subject to the approvals under applicable regulations issued by the stock exchanges and any other government / regulatory approvals as may be required in this regard.

The detailed terms and conditions for the offer will be determined in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The consent of the shareholders is being sought pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder; Chapter VI of the SEBI ICDR Regulations and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended. This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot equity shares to investors who may or may not be the existing shareholders of the Company.

The Board of Directors believe that the issue of Securities of the Company is in the interest of the Company and therefore recommend passing of the Special Resolution in the matter. In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.9 of the accompanying Notice.

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 9 for approval of Members.

Item No. 10

It is hereby informed that the Quintillion Media Limited (“QML”), a material subsidiary of Quint Digital Media Limited (“QDML”) is holding 51% stake in Quintillion Business Media Limited (“QBML”) and the balance 49% stake is held by AMG Media

Networks Limited (“AMG Media”)

Pursuant to the approval by the Board of Directors vide their meeting dated August 14, 2023, QML and AMG Media have entered into a binding Memorandum of Understanding (“MoU”) for the proposed sale of remaining 51% equity stake in QBML, held by QML to AMG Media. Pursuant to the MOU, QML will transfer the remaining 51% equity stake in QBML to AMG Media for a consideration of INR 52,45,09,713 (Indian Rupees Fifty Two Crore Forty Five Lakh Nine Thousand Seven Hundred and Thirteen), to be adjusted on account working capital adjustments and other valuation adjustments as mutually agreed between QML and AMG Media. The consideration shall be paid by AMG Media on a deferred basis and mandatorily paid at the end of 1 (one) year from the closing (if not paid earlier) of the transaction, subject to 8% (eight percent) interest per annum. The transaction closure is subject to closure of customary condition precedents including entering of necessary agreements etc.

The Board believes that the above divestment will generate shareholder value and present an attractive monetization opportunity and is in the best interest of the Company.

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.

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 Special Resolution set forth in Item No 10 for approval of Members.

**DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/
RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

**PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2**

Details	Mr. Raghav Bahl	Mr. Mohan Lal Jain	Mr. Parshotam Dass Agarwal	Mr. Sanjeev Krishana Sharma
DIN	00015280	00063240	00063017	00057601
Nationality	Indian	Indian	Indian	Indian
Date of Birth	02/01/1961	01/03/1959	09/10/1946	11/11/1960
Age	62 Years	64 Years	77 Years	63 Years
Qualification	Master's degree in business administration	B.Com (Hons.), CA	B.Com, LL.B, MBA	CA
Experience	Around 37 Years	Around 37 Years	Around 44 Years	Around 38 years
Expertise in specific functional area/Brief Resume	Television and journalism	Advisory and compliance for various clients in Media & Entertainment, Trading Solar and Real Estate action	Part of Textile Industry for 22 Years, CEO in Surya Roshni Limited, Executive Director in OP Jindal Group	Merger, Demerger and Amalgamation, Valuation, Audit, Loss Assessors & Adjustors
Terms and Conditions of Appointment/re-appointment	Refer to item no. 2 of the Notice	Refer to item no. 3 of the Notice	Refer to item no. 4 of the Notice	Refer to item no. 5 of the Notice
Remuneration last drawn (including sitting fees, if any)	Details are mentioned in the Corporate Governance Report	Details are mentioned in the Corporate Governance Report	Details are mentioned in the Corporate Governance Report	Details are mentioned in the Corporate Governance Report
Remuneration sought to be paid (excluding sitting fees)	Nil	Nil	Nil	Nil
Date of first appointment on the Board	08/01/2019	26/02/2019	26/02/2019	26/02/2019
Shareholding in the Company as on March 31, 2023	1,38,60,426	39,42,100	Nil	Nil
Relationship with other Directors/ Key Managerial Personnel	Spouse of Ms. Ritu Kapur and brother of Ms. Vandana Malik.	Mr. Jain is part of Promoter Group.	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Resigned during last three years: H P Cotton Textile Mills Limited	Holding Directorship: H P Cotton Textile Mills Limited	Resigned during last three years: Majestic Auto Limited

Details	Mr. Raghav Bahl	Mr. Mohan Lal Jain	Mr. Parshotam Dass Agarwal	Mr. Sanjeev Krishana Sharma
Number of meetings of the Board attended during the year	9/10	9/10	10/10	10/10
Other companies in which he/she is a Director excluding directorship in Private and Section 8 companies as on March 31, 2023	<p>LISTED COMPANY:</p> <p>NIL</p> <p>PUBLIC COMPANY:</p> <ol style="list-style-type: none"> 1. Quintillion Business Media Limited 2. Quintillion Media Limited 3. Quintype Technologies India Limited 	<p>PUBLIC COMPANY:</p> <p>Quintillion Media Limited</p>	<p>LISTED COMPANY:</p> <p>HP Cotton Textiles Mills Limited</p> <p>PUBLIC COMPANY:</p> <ol style="list-style-type: none"> 1. Quintillion Business Media Limited and 2. Quintillion Media Limited 	<p>LISTED COMPANY:</p> <p>NIL</p> <p>PUBLIC COMPANY:</p> <p>NIL</p>
Chairpersonship/ Membership of the Committee(s) of Board of Directors of other companies in which he/she is a Director excluding Private and Section 8 companies as on March 31, 2023	Nil	Nil	<p>HP Cotton Textiles Mills Limited:</p> <p>Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Preferential Issue Committee</p> <p>Member of Risk Management Committee, Banking & Finance Committee</p> <p>Quintillion Business Media Limited:</p> <p>Chairman of Audit Committee and Nomination and Remuneration Committee</p>	Nil
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	The Board considers that his association would be of immense benefit to the Company and it is desirable to re-appoint him as an Independent Non-Executive Director	The Board considers that his association would be of immense benefit to the Company and it is desirable to re-appoint him as an Independent Non-Executive Director

To,
The Board of Directors
Quint Digital Media Limited
 403, Prabhat Kiran,
 17, Rajendra Place,
 New Delhi- 110008

Subject: Certificate from Practicing Chartered Accountant stating compliance with conditions as mentioned in sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir / Madam,

We, M/s. ASDJ & Associates, Chartered Accountants, have examined the relevant records of Quint Digital Media Limited (“**QDML**” or “**Company**”) in relation to issuance of certificate in compliance with the conditions as mentioned in sub-regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“**SEBI LODR Regulations**”) in connection with the proposed change in the name of the Company from ‘Quint Digital Media Limited’ to ‘Quint Digital Limited’ subject to the approval of the members of the Company.

The Company has received the confirmation from the Registrar of Companies (ROC) for the availability of the new name ‘Quint Digital Limited’ on August 25, 2023, and such name shall be reserved by the ROC for a period of 60 days from the date of approval.

Based on our examination and according to the information and explanation given to us, we hereby confirm that:

Sub-Reg 45(1)	Provision	Particulars
(a)	a time period of at least one year has elapsed from the last name change;	Yes, The Company’s name was last changed on September 21, 2020.
(b)	at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; or	NA
(c)	the amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity	NA
Proviso	Provided that if any listed entity has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities in compliance of provisions as applicable to change of name prescribed under Companies Act, 2013.	The Board of Directors vide their meeting dated August 14, 2023, subject to the approval of the members of the Company, approved amendment and insertion of additional clauses in the Object Clause of the Memorandum of Association of the Company to undertake new business activities in the field of ‘Artificial Intelligence’ and other related IT activities and accordingly, the Company’s operations will not remain confined to the ‘digital media’ and would become a pure play ‘digital’ company. Hence, this change necessitates a change in the name of the Company in such a manner that it represents the nature of business.

We hereby confirm that the Company satisfies the conditions laid under proviso to Regulation 45(1) of the Listing Regulations. This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of the SEBI LODR Regulations, that the Company shall in the Explanatory Statement to the Notice for shareholders' approval for the change in the name of the Company, include a certificate from a Practicing Chartered Accountant stating compliance with conditions provided in Regulation 45(1) of the SEBI LODR Regulations.

For ASDJ & Associates

Chartered Accountant
Firm Registration No: 033477N

Abhishek Sinha

Partner
M.No.- 504550
UDIN: 23504550BGXIDI4798

Date: August 14, 2023

Place: Noida