



**QUINT DIGITAL LIMITED**  
(formerly known as Quint Digital Media Limited)

**CIN:** L63122DL1985PLC373314 | **ISIN:** INE641R01017 | **BSE SCRIP CODE:** 539515

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

**Corporate Office:** Carnoustie Building, Plot No. 1, 9th Floor, Sec- 16A, Film City, Noida, Uttar Pradesh- 201301, Ph: 0120 4751818 | **Email:** cs@thequint.com | **Web:** www.quintdigitalmedia.com

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 39<sup>th</sup> (Thirty-Ninth) Annual General Meeting of the Members of Quint Digital Limited (formerly Quint Digital Media Limited) ("**the Company**") will be held on Friday, September 27, 2024, at 4:00 p.m. IST through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2024, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Vandana Malik, Director (DIN: 00036382), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Ritu Kapur, Director (DIN: 00015423), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

4. **Appointment of M/s. S.N. Dhawan & Co LLP, Chartered Accountants (FRN: 000050N/N500045), as the Statutory Auditor of the Company to fill up the causal vacancy**

To consider and if thought fit, pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint, M/s. S.N. Dhawan & Co LLP, Chartered Accountants, (Firm Registration Number: 000050N/N500045), as Statutory Auditors of the Company, to fill up the casual vacancy caused due to the resignation of M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), with effect from the conclusion of the Board Meeting dated August 12, 2024, till the conclusion

of the 39<sup>th</sup> Annual General Meeting, on such remuneration as may be recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director or Mr. Piyush Jain, Business Head, be and is hereby severally authorized to perform all such acts, deeds, matters and things, as may be necessary, including but not limited to finalization and execution of the engagement letter or any such other document(s) as may be considered necessary in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto."

5. **Appointment of M/s. S.N. Dhawan & Co LLP, Chartered Accountants (FRN: 000050N/N500045), as the Statutory Auditor of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 139, 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint M/s. S.N. Dhawan & Co LLP, Chartered Accountants (Firm Registration Number: 000050N/N500045), as the Statutory Auditors of the Company, to hold office for a term of five consecutive years, from the conclusion of 39<sup>th</sup> Annual General Meeting until the conclusion of 44<sup>th</sup> Annual General Meeting of the Company, on such remuneration as may be recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director or Mr. Piyush Jain, Business Head, be and is hereby severally authorized to perform all such acts, deeds, matters and things, as may be necessary, including but not limited to finalization

and execution of the engagement letter or any such other document(s) as may be considered necessary in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto.”

#### **6. 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, pass with or without modification(s), 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 ₹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 ₹ 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.”

#### 7. **Approval for Grant of Options to acquire stake in Global Media Technologies INC.**

To consider and if thought fit, pass with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of Section 180 (1)(a) of the Companies Act, 2013, to the extent relevant and applicable, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded for Grant of Options to acquire shares/ interest of Global Media Technologies Inc. (“GMT”), a wholly owned subsidiary of the Company, to Mr. Manish Krishnan, on mutually agreed terms and conditions.

**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, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s) including modification(s) and alteration(s) of term(s) and condition(s) with respect to the aforesaid transaction and give such directions as may be deemed necessary or expedient to give effect above resolution and

the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

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

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

**Date:** August 12, 2024

**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, read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 (“**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/CFD-PoD-2/P/CIR/2023/167 dated October 7, 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, 2024, without mandating the physical presence of the Members at a common venue. Accordingly, the 39<sup>th</sup> AGM will be held through VC/OAVM. It shall be deemed that the venue for 39<sup>th</sup> 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](http://www.quintdigitalmedia.com).
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM 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 their 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](mailto:cs@thequint.com). Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2024, to Friday, September 27, 2024 (both days inclusive) for the purpose of the 39<sup>th</sup> AGM.
7. The Explanatory Statement, pursuant to Section 102 of the Act setting out material facts concerning the business with respect to Item No 4, 5, 6 and 7 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 for General Meetings, issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/ re-appointment at this AGM is furnished as *Annexure 1* to this Notice.
8. 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 and are also available electronically and any member seeking inspection of such documents can email us at [cs@thequint.com](mailto:cs@thequint.com).
9. The following documents will be available for inspection by the Members electronically during the 39<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [cs@thequint.com](mailto: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 as referred to in this Notice and the Explanatory Statement.

10. The Company is providing a facility for voting by electronic means and the business may be transacted through such voting.
11. 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.
12. 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.
13. SEBI vide its Circular dated November 3, 2021, has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC and Nomination details by sending a duly filled and signed Form ISR-1, ISR-2, ISR-3/SH-13, as applicable. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the RTA in case the shares are held in physical form. The said forms can be downloaded from the Company's website [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com). SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read with SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 ("SEBI Circulars") mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. In the absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by our RTA in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
14. As per Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in demat mode. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of Duplicate Shares, claim

from Unclaimed Suspense Account, Renewal/ Exchange of Shares, Endorsement, Sub-division/ Splitting/ Consolidation of Share Certificates, Transmission and Transposition, etc.

Accordingly, Shareholders 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 i.e. [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com). It may be noted that any service request can be processed only after the folio is KYC compliant.

15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

**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 39<sup>th</sup> AGM and Annual Report for the Financial Year 2023-24 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 2023-24 and Notice of the 39<sup>th</sup> AGM of the Company, he/she may send a request to the Company by writing at [cs@thequint.com](mailto:cs@thequint.com) or Skyline Financial Services Pvt Ltd, Company's Registrar and Share Transfer Agent ("RTA") at [pravin.cm@skylinerta.com](mailto:pravin.cm@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 2023-24 will also be available on the Company's website at [www.quintdigitalmedia.com](http://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](http://www.bseindia.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).

17. **Those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:**
  - a. Shareholders holding shares in physical forms are requested to register/ update their email addresses by sending scanned copy of the following details to the Company's Registrar and Share Transfer Agent, Skyline



Financial Services Private Limited, having office at A-505/506, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri- East, Mumbai, Maharashtra– 400072 at pravin.cm@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, Certificate Number, Distinctive Number, 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).
- b. Members holding shares in dematerialized mode are requested to register/ update their email addresses with their Depository Participants where they maintain their demat account.

#### **INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM**

- 18.** 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.
- 19.** 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.
- 20.** 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.
- 21.** Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 22.** 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.

- 23.** 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.
- 24.** Members who need assistance before or during the AGM, can contact Mr. Pravin Golatkar, 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 [pravin.cm@skylinerta.com](mailto:pravin.cm@skylinerta.com) or on Telephone No.: 022 49721245.
- 25.** 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](http://www.quintdigitalmedia.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and shall simultaneously be forwarded to the concerned stock exchanges.

- 26.** 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 Carnoustie Building, Plot No. 1, 9th Floor, Sector 16A, Film City, Noida- 201301.
- 27.** Note that no gifts/coupons will be distributed at the AGM.
- 28.** Unclaimed dividends - Transfer to Investor Education and Protection Fund: Not Applicable, since the company has not paid any dividends in the past.
- 29.** 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.

- 30.** SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“**ODR Portal**”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal ([smartodr.in/login](mailto:smartodr.in/login)) and the same can also be accessed through the Company’s website [quintdigitalmedia.com/investors/](http://quintdigitalmedia.com/investors/).

- 31.** Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of Dematerialization, 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.

#### **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS**

- 32.** 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](mailto:cs@thequint.com) to enable smooth conduct of proceedings at the AGM. Questions/ Queries received by the Company on or before Saturday, September 21, 2024, on the aforementioned e-mail id shall only be considered and responded to during the AGM.
- 33.** 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](mailto:cs@thequint.com) on or before Saturday, September 21, 2024. 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.

- 34.** 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](mailto:cs@thequint.com). These queries will be replied to by the company suitably by email.

- 35.** Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting. The members 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.

- 36.** 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](mailto:cs@thequint.com) or to the RTA at [pravin.cm@skylinerta.com](mailto:pravin.cm@skylinerta.com).

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

- 37.** 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 Secretarial Standard-2 issued by the Institute of Company Secretaries of India and applicable Circulars, your 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.
- 38.** 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 20, 2024, 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 purposes only. 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 20, 2024, may follow the same instructions as mentioned above for e-voting.

39. The remote e-voting period commences on Tuesday, September 24, 2024, (9:00 A.M. IST) and ends on Thursday, September 26, 2024, (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 20, 2024, 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. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
40. 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 24, 2024 (9:00 A.M. IST) and ends Thursday, September 26, 2024, (5:00 P.M. IST) or e-voting during the AGM.
41. 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. 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.
42. The procedure for e-voting on the day of the AGM is same as the instructions mentioned for Remote e-voting.
43. In case any Member, who had voted through remote e-voting, casts his vote again at the e-voting provided during AGM, then the votes cast during the AGM shall be considered as invalid.
44. 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.

45. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.

#### **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/PoD2/ CIR/P/2023/120 dated July 11, 2023, read with 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/PoD2/ CIR/P/2023/120 dated July 11, 2023, 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43 or contact at toll free no. 1800 22 55 33.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990, 1800 22 44 30 or 022 - 48867000.

**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](http://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](http://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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details.

(iv) After entering these details appropriately, click on “SUBMIT” tab.

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

(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

(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 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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - 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 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 at [dpv@dpvassociates.com](mailto:dpv@dpvassociates.com) and to the Company at the email address i.e. [cs@thequint.com](mailto:cs@thequint.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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 [pravin.cm@skylinerta.com](mailto:pravin.cm@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).

Members holding shares in demat form are requested to refer to the login method explained above or may contact the Company at [cs@thequint.com](mailto:cs@thequint.com) in case of any queries.

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/](http://www.evotingindia.com/) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or alternatively you may contact to the Registrar and Transfer Agent (i.e. M/s Skyline Financial Services Private Limited) at [pravin.cm@skylinerta.com](mailto:pravin.cm@skylinerta.com) or to the Company at [cs@thequint.com](mailto:cs@thequint.com).

**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 and 5**

We wish to inform you that at the 36th Annual General Meeting (“AGM”) held on June 25, 2021, the Members of the Company

approved the appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as Statutory Auditors, for a period of five years i.e. from the conclusion of the 36th AGM until the conclusion of the 41st AGM. M/s. Walker Chandio & Co LLP has resigned as the statutory auditor of the Company with effect from August 12, 2024, which resulted into casual vacancy in the office of Statutory Auditor as envisaged by section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8) of the Companies Act, 2013, a casual vacancy created due to the resignation of Auditors shall be filled by the Board of Directors within thirty days and it should be approved by the Members at a general meeting held within three months of the Board's recommendation. The Auditor appointed to fill up casual vacancy shall hold the office till the conclusion of the next AGM.

The Board of Directors, in their meeting dated August 12, 2024, based on the Audit Committee's recommendation, approved and recommended name of M/s. S.N. Dhawan & Co LLP (Firm Registration Number: 000050N/N500045) as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Walker Chandio & Co LLP. This appointment will be effective from the conclusion of the Board meeting held on August 12, 2024, until the conclusion of the 39th AGM.

Furthermore, the Board of Directors, in their meeting held on August 12, 2024, based on the Audit Committee's recommendation, and in compliance with the provisions of Section 139 and 142 of the Companies Act, 2013, and rules made there under, proposed the name of M/s. S.N. Dhawan & Co LLP, for appointment as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 39th AGM until the conclusion of the 44th AGM.

M/s. S.N. Dhawan & Co LLP, established in 1944, is one of India's largest chartered accounting firms. They possess extensive expertise across various sectors, including Media, Manufacturing, Aerospace and Defence, Construction, Infrastructure, Retail, FMCG, Real Estate, IT and ITES, E-Commerce, Power and Energy, Engineering Consultancy, BFSI, Automotive, Oil and Gas, and Technology. The firm is also registered with the Comptroller and Auditor General of India and the Reserve Bank of India for auditing large public sector undertakings and banks.

The Company has received confirmation from M/s. S.N. Dhawan & Co LLP regarding their eligibility and consent to serve as Statutory Auditors, if appointed, confirming that their appointment would comply with the limits prescribed under the Companies Act, 2013.

Further details, as required under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided below:

S. No.	Particulars	Information
1	Proposed fee	<p>The Audit Committee has proposed a fee of Rs. 20,00,000 (Rupees Twenty Lakh) for audit of each Financial Year.</p> <p>However, the Board and Audit Committee thereof be given the power to alter and vary the terms and conditions including revision in remuneration.</p> <p>The fees for other services such as certifications and other professional work will be in addition to the audit fee as above and will be decided by the management in consultation with the Auditors.</p>
2	Terms of appointment	<p>With effect from the conclusion of the Board Meeting held on August 12, 2024, until the conclusion of the 39<sup>th</sup> Annual General Meeting, to fill up casual vacancy caused due to the resignation of M/s. Walker Chandio &amp; Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013). Further for a period of five consecutive years from the conclusion of 39<sup>th</sup> Annual General Meeting until the conclusion of 44<sup>th</sup> Annual General Meeting of the Company.</p>
3	In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	<p>Proposed fees for M/s. S.N. Dhawan &amp; Co LLP is Rs. 20 Lakh. M/s. Walker Chandio &amp; Co LLP was getting a fee of Rs. 45 Lakh.</p> <p>Keeping in consideration current business operation and scope of work, the fees has been reduced.</p>

S. No.	Particulars	Information
4	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	<p>M/s. S.N. Dhawan &amp; Co LLP was established in 1944 and is one of the largest Chartered Accountant firms in India. The Firm has in-depth experience in sectors like Media, Manufacturing, Aerospace and Defence, Construction, Infrastructure, Retail, FMCG, Real Estate, IT and ITES and E-Commerce Companies, Power and energy sector, Engineering Consultancy, BFSI, Automotive, Oil and Gas and Technology. M/s. S.N. Dhawan &amp; Co LLP is also registered with the Comptroller and Auditor General of India and Reserve Bank of India for audits of large public sector undertakings &amp; banks.</p> <p>The Board of Directors and the Audit Committee, at their respective meetings held on August 12, 2024, have considered various parameters like audit experience across the industries, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s. S.N. Dhawan &amp; Co LLP suitable for this appointment and accordingly, recommended the same.</p>

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 aforesaid Resolutions.

**The Board of Directors recommends the Ordinary Resolutions set forth in Item No 4 and 5 for approval of Members.**

**Item No: 6**

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 12, 2024, 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 Listing Regulations, the 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 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 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 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 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 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. Considering above, you are requested to accord your approval to the Special Resolution as set out at Item No. 6 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 6 for approval of Members.**

**Item No: 7**

Global Media Technologies Inc. (“GMT”), a wholly owned subsidiary of Quint Digital Limited (“QDL”) and presently owns 50% equity stake in Quintype Technologies Inc. (“QT Inc”). The shareholders of QDL have vide the Postal Ballot Notice dated June 13, 2024, approved the transfer/ consolidation of stake of Quintype Technologies India Limited (“QT India”) under GMT as a part of global media-tech strategy.

In this regard, GMT proposes to enter into an Option Agreement with Mr. Manish Krishnan to *inter alia* grant an option to subscribe/ acquire up-to 50% stake/ shares/ interest in GMT for

an aggregate consideration of INR 94 Crores (Indian Rupees Ninety-Four Crores).

Mr. Manish Krishnan has an experience (20+ years) providing business and information technology consulting services to the automotive and healthcare sector with a focus on proposing business concepts and developing IT tools to support data driven decision making. He has been the CEO of a multinational boutique consulting services firm with offices in New Jersey, USA, Beijing, China, Jaipur, India and Stuttgart, Germany.

As per Section 180 of the Act, a Company shall not dispose of whole or substantially the whole of the undertaking of the company without obtaining prior approval of shareholders by way of a Special Resolution. Also, as per Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulation, 2015, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing special resolution. In view of the aforesaid regulatory requirements, approval of the Members is sought by way of a Special Resolution for Item No 7 of the said 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 7 for approval of Members.**



## Annexure-1

### 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	Ms. Vandana Malik	Ms. Ritu Kapur
DIN	00036382	00015423
Nationality	Indian	Indian
Date of Birth	25/12/1957	20/10/1967
Age	66	56
Qualification	Bachelor's degree in history	Master's in film and TV Production at Mass Communication Research Centre (MCRC) from Jamia University New Delhi.
Experience	More than 20 Years	More than 22 Years
Nature of expertise in specific functional area/ Brief Resume	Vandana Malik holds a bachelor's degree in history from the University of Delhi, India. She has over 20 years of experience in media and related sectors. From 1992 to 1994, she worked as an Editorial Coordinator for Business India Television and Television Eighteen. She has been working as the Mumbai bureau chief of TV18 since 1994, overseeing the Entertainment division of TV18, and interacting with programming heads of channels like Zee TV, Star Plus, and Sony TV to ideate and produce entertainment shows for them. In May 2006, she joined Studio18 as a Creative Director for the feature film production unit. She was also on the Board of Directors of Network18 Media and Investments Limited.	Ritu Kapur is the Co-Founder, Managing Director, and CEO of The Quint. She has led digital innovation, from The Quint's multimedia storytelling and Innovation Lab to the fact-checking initiative WebQoof. Ritu has also strived to provide multiple platforms for free speech, like The Quint's citizen journalism initiative My Report, Talking Stalking — a campaign to make stalking a non-bailable offence — and Me, The Change, which focuses on the rights of young women in India. She is on the advisory board of Oxford University's Reuters Institute of Journalism, the World Editor's Forum at WAN IFRA, and Future News Worldwide.
Terms and Conditions of Appointment/re-appointment	Refer item no. 2 of the Notice.	Refer item no. 3 of the Notice.
Remuneration last drawn (including sitting fees, if any)	Please refer Corporate Governance Report.	Please refer Corporate Governance Report.
Remuneration sought to be paid (excluding sitting fees)	Nil	As per original terms of appointment
Date of first appointment on the Board	19/02/2021	08/01/2019
Shareholding in the Company as on March 31, 2024	Nil	78,71,171
Relationship with other Directors/ Key Managerial Personnel	Sister of Mr. Raghav Bahl, and Sister-in-law of Ms. Ritu Kapur.	Spouse of Mr. Raghav Bahl and Sister-in-law of Ms. Vandana Malik.

Details	Ms. Vandana Malik	Ms. Ritu Kapur
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	Nil
Number of meetings of the Board attended during the year	7/7	7/7
Other companies in which she is a Director excluding directorship in Private and Section 8 companies as on March 31, 2024	Quintillion Media Limited	Quintype Technologies India Limited
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, 2024	Nil	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