



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

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

Dear Shareholders,

Notice is hereby given to the shareholders of Quint Digital Media Limited (formerly known as Gaurav Mercantiles Limited and hereinafter referred to as the “**QDML**” or the “**Company**”) that in terms of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended and including any statutory modifications, amendments or re-enactments thereto, (the “**Act**”), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (the “**Management Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No.33/ 2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) in view of COVID-19 (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR**”) and any other applicable laws including any statutory modification or re-enactment thereof for the time being in force, the Company is seeking consent of its shareholders for the proposed resolution as set-out hereinbelow, through Postal Ballot (“**Postal Ballot**”) by way of voting through electronic means (“**E-voting**”).

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

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto December 31, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided under the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the shareholders will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

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

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act read with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by SEBI (collectively referred to as “**SBEB Regulations**”) pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are also annexed.

QUINT DIGITAL MEDIA LIMITED

(Formerly known as Gaurav Mercantiles Limited)

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

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

Website: www.quintdigitalmedia.com, email: cs@gmlmumbai.com, CIN: L74110DL1985PLC373314



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

SPECIAL BUSINESS:

1. Approval of QDML ESOP Plan 2020 for employees 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 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the **“Act”**) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by SEBI (collectively referred to as **“SBEB Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI LODR”**), the circulars / guidelines issued by the Securities and Exchange Board of India (**“SEBI”**), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include the Nomination and Remuneration Committee designated as compensation committee in pursuance of Regulation 5(1) of the SBEB Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members be and is hereby accorded to the **“QDML ESOP Plan 2020”** and to the Board for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, stock options upto 1,259,489 to or for the benefit of (i) such person(s) who are permanent employees of the Company, whether working in India or outside India; (ii) directors of the Company, whether whole-time or not but excluding independent director(s) and; (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (i) an employee /director who is a promoter or a person belonging to the promoter group and (ii) director(s) who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the **“Eligible Employees”**), which would give rise to the issue of not more than 1,259,489 equity shares having face value of Rs.10 (Rupee Ten only) each and to provide for grant and subsequent vesting and exercise of stock options by the Eligible Employees at such price and on such terms and conditions as may be determined by the Board in accordance with the QDML ESOP Plan 2020.

RESOLVED FURTHER THAT the number of stock options that may be granted to the Eligible Employee(s) of the Company, in any financial year and in aggregate under the QDML ESOP Plan 2020 shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

RESOLVED FURTHER THAT the equity shares to be issued on exercise of stock options may be allotted directly to the Eligible Employees or through any appropriate mechanism, including a trust, which may be set up in any permissible manner for implementation of the QDML ESOP Plan 2020 and that the QDML ESOP Plan 2020 may include provisions for providing loan/financial assistance by the Company, its holding, and/or subsidiary company(ies), if any, to the trust/the Employees from time to time, on such terms as it may think fit, to enable the trust/the Employees to subscribe to or purchase the equity shares of the Company.

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RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the ceiling as aforesaid number of equity shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the QDML ESOP Plan 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the QDML ESOP Plan 2020 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate QDML ESOP Plan 2020 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the QDML ESOP Plan 2020 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the equity shares so issued and allotted under the QDML ESOP Plan 2020 shall rank *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under the QDML ESOP Plan 2020 on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the SEBI LODR and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the QDML ESOP Plan 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of the QDML ESOP Plan 2020 as also to make applications to the appropriate authorities for obtaining their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents and writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the QDML ESOP Plan 2020 and to take all such steps and do all acts as may be incidental or ancillary thereto.”

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2. Approval of QDML ESOP Plan 2020 for employees of the holding/ subsidiary companies 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 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the **“Act”**) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by SEBI (collectively referred to as **“SBEB Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI LODR”**), the circulars / guidelines issued by the Securities and Exchange Board of India (**“SEBI”**), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include the Nomination and Remuneration Committee designated as compensation committee in pursuance of Regulation 5(1) of the SBEB Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members be and is hereby accorded to extend the benefits of QDML ESOP Plan 2020 referred to in the above resolution specified under Item No.1, to or for the benefit of (i) such person(s) who are permanent employees of any holding/ subsidiary companies of the Company, whether working in India or outside India; (ii) directors of any holding/ subsidiary companies of the Company, whether whole-time or not but excluding independent director(s); and (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (i) an employee/ director who is a promoter or a person belonging to the promoter group; and (ii) director(s) who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the **“Eligible Employees”**), which would give rise to the issue of not more than such equity shares within the ceiling fixed under above resolution specified under Item No.1 and to provide for grant and subsequent vesting and exercise of stock options by the Eligible Employees at such price and on such terms and conditions as may be determined by the Board in accordance with the QDML ESOP Plan 2020.

RESOLVED FURTHER THAT the number of stock options that may be granted to the Eligible Employee(s) of holding/ subsidiary company together with Eligible Employee(s) of the Company, in any financial year and in aggregate under the QDML ESOP Plan 2020 shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

RESOLVED FURTHER THAT the equity shares to be issued on exercise of stock options may be allotted directly to the Eligible Employees or through any appropriate mechanism, including a trust, which may be set up in any permissible manner for implementation of the QDML ESOP Plan 2020 and that the QDML ESOP Plan 2020 may include provisions for providing loan/financial assistance by the Company, its holding, and/or subsidiary company(ies), if any, to the trust/the Employees from time to time, on such terms as it may think fit, to enable the trust/the Employees to subscribe to or purchase the equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the ceiling as aforesaid number of equity shares shall be deemed to be increased/decreased, as may be

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determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the QDML ESOP Plan 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the QDML ESOP Plan 2020 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate QDML ESOP Plan 2020 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the QDML ESOP Plan 2020 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the equity shares so issued and allotted under the QDML ESOP Plan 2020 shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under the QDML ESOP Plan 2020 on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the LODR and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the QDML ESOP Plan 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of the QDML ESOP Plan 2020 as also to make applications to the appropriate authorities for obtaining their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents and writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the QDML ESOP Plan 2020 and to take all such steps and do all acts as may be incidental or ancillary thereto.”

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403 Prabhat Kiran, 17
Rajendra Place
Delhi- 110 008
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By order of the Board of Directors

Anukrati Agarwal
Company Secretary

Place: Kanpur

Date: December 16, 2020

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NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts is annexed hereto as **Annexure 1**.
2. The Postal Ballot Notice is being sent by email to all the shareholders holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. December 11, 2020 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400 072.
3. A copy of this Postal Ballot Notice will also be available on the Company's website <https://quintdigitalmedia.com> and on the website of Central Depository Services (India) Ltd (the "CDSL") i.e. www.evotingindia.com and at the relevant sections of the website of the BSE Limited.
4. In compliance with Regulation 44 of the SEBI LODR and Sections 108, 110 and other applicable provisions of Act, if any, read with the Rules made thereunder and the MCA Circulars, the Company is providing facility for voting by E-Voting to all the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating E-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote E-voting. As the E-voting does not require a person to attend to a meeting physically, the shareholders are strongly advised to use the remote E-voting procedure by themselves and not through any other person / proxies.
5. Shareholders holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. December 11, 2020 will have to cast their votes electronically on the resolutions as set out in the Postal Ballot Notice through electronic voting system of the CDSL up to 5.00 p.m. on January 16, 2021.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the equity shareholders(s) on the cut-off date, i.e. December 11, 2020. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.
7. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Practicing Company Secretary and Partner of M/s Sanjay Grover & Associates, having CP No. 13700, as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website <https://quintdigitalmedia.com>, besides communicating to the BSE Limited, where the equity shares of the Company are listed on or before January 18, 2021. In case, the national lockdown on account of COVID-19 situation is eased off and the Company's offices are open for business, the Company will also display the results of the Postal Ballot at its Registered Office. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for E-voting, i.e. January 16, 2021, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.
8. A shareholder may seek duplicate Postal Ballot Notice from the Company by writing to Ms. Anukrati Agarwal, Company Secretary and Compliance Officer, email: anukrati.agarwal@thequint.com.

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9. The Company will make available all documents referred to in this Postal Ballot Notice and Explanatory Statement setting-out the material facts for inspection of the Shareholders at the Registered Office of the Company during office hours (11.00 a.m. to 1.00 p.m.) on all working days until the last date for receipt of votes by Postal Ballot/e-voting.

As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI LODR, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language), and one Hindi daily newspaper circulating in Delhi (in Hindi language).

10. All documents proposed for approval, if any, in the above Postal Ballot Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company <https://quintdigitalmedia.com> to facilitate online inspection of relevant documents till announcement of the results of this Postal Ballot.

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

- (a) The voting period begins on December 18, 2020 at 9.00 a.m. and ends on January 16, 2021 at 5.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The shareholders should log on to the e-voting website www.evotingindia.com.
- (c) Click on Members
- (d) Now Enter your User ID
- (i) For CDSL: 16 digits beneficiary ID,
- (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (g) If you are a first-time user follow the steps given below:

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

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (j) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the relevant Company i.e. Quint Digital Media Limited on which you choose to vote.
- (l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- (p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (q) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.
- (r) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (s) Note for Non – Individual Shareholders and Custodians
- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (t) In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or you may contact you may contact Mr. Subhash Dhingreja, **Skyline Financial Services Pvt. Ltd**, at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072 at his email address: subhashdhingreja@skylinerta.com or Contact No. 022 28511022 / 49721245.
- (u) **Those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:**

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

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- (a) Keeping in view the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the Postal Ballot Notice through email, may get their email registered with the Company's Registrar and Share Transfer Agent, **Skyline Financial Services Pvt. Ltd**, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072.
- (b) Shareholders holding shares in physical form are requested to send following details to the Company's Registrar and Share Transfer Agent, **Skyline Financial Services Pvt. Ltd**, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072 at his email address: subhashdhingreja@skylinerta.com on or before January 8, 2021:
- i. Full Name
 - ii. Address
 - iii. Email address
 - iv. No. of shares held
 - v. Folio no.
 - vi. Certificate No.
 - vii. Distinctive No.
 - viii. Scan copy of PAN and Aadhaar Card
- (c) Shareholders holding shares of the Company in dematerialized form but who have not registered their email address are also requested to approach their respective Depository through Depository Participant and complete the registration process on or before January 8, 2021 and communicate information about such registration to Company's Registrar and Share Transfer Agent, **Skyline Financial Services Pvt. Ltd**, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072 at his email address: subhashdhingreja@skylinerta.com or Contact No. 022 28511022 / 49721245.
12. The Company shall send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the shareholders will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated by the Company in compliance with the MCA Circulars.
13. It may be noted that, the current guidance under the MCA Circulars on postal ballot has been provided to be valid upto December 31, 2020 or till further orders, whichever is earlier, the Company is providing Postal Ballot Form as below in compliance with the extant provisions of the Act and the rules as applicable to obtaining approval of the shareholders by way of Postal Ballot. It is clarified that the use of such Postal Ballot Form shall be valid only and only if the MCA revises its guidelines issued vide the MCA Circulars on or before January 16, 2021 being the last date specified in this Notice for e-voting and permits use of Postal Ballot Forms.

QUINT DIGITAL MEDIA LIMITED

(Formerly known as Gaurav Mercantiles Limited)

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

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ANNEXURE 1 TO THE POSTAL BALLOT NOTICE

EXPLANATORY STATEMENT

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

Item No. 1 to 2

The Company is contemplating to design long term incentive plan in order to attract, reward and retain talented and key employees in the competitive environment and encourage them to align individual performance with the organizational goals.

The Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination and Remuneration Committee designated to act as Compensation Committee as per the SBEB Regulations or their delegated authority) has proposed QDML ESOP Plan 2020.

The number of equity shares to be issued and allotted under the QDML ESOP Plan 2020 shall not exceed 1,259,489 equity shares of the Company. In case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the aforesaid ceiling shall be increased/decreased to facilitate making a fair and reasonable adjustment to the entitlements of participants under QDML ESOP Plan 2020.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**SBEB Regulations**”), the Company seeks your approval by way of a Special Resolution as regards to implementation of the QDML ESOP 2020 and grant of options thereunder to the eligible employees of the Company as decided from time to time as per provisions of the QDML ESOP 2020 read with SBEB Regulations.

The specific information required to be furnished as per SBEB Regulations is as follows:

(a) **Brief description of the scheme(s);**

The Company proposes to introduce the QDML ESOP Plan 2020 to attract, reward and retain talented and key eligible employees of the Company in the competitive environment and encourage them to align individual performance with the organisational goals. The Company views employee stock options as instruments that would enable the employees to share the value they would create and contribute to the Company in the years to come.

The Nomination and Remuneration Committee (“**Committee**”) of the Company shall act as Compensation Committee for the administration of the QDML ESOP Plan 2020. All questions of interpretation of the QDML ESOP Plan 2020 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the QDML ESOP Plan 2020.

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(b) Total number of options to be granted

The stock options to be granted to the Eligible Employees under the QDML ESOP Plan 2020 (“Options”), in one or more tranches, shall not result in issue of more than 1,259,489 equity shares.

The SBEB Regulations require that in case of any corporate action such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. This ceiling will be adjusted for any future bonus issue of equity shares or stock splits or consolidation of equity shares and also may further be adjusted at the discretion of the Committee for any corporate action(s).

The Options which do not vest, would be available for being re-granted at a future date. The Committee is authorized to re-grant such Options as per the provisions of QDML ESOP Plan 2020, within the overall limit stated above, subject to the SBEB Regulations.

(c) Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)

Following classes of employees are entitled to participate in the QDML ESOP Plan 2020:

- (i) Permanent employees of the Company and its holding / subsidiary companies (collectively referred to as the ‘Group’) whether working in India or outside India
- (ii) Directors of the Group, whether whole-time or not but excluding independent directors
- (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time

Following persons shall not be eligible for QDML ESOP Plan 2020: a) an employee who is a “Promoter” or belongs to the “Promoter Group” as defined in the SBEB Regulations; or b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Equity Shares of the Company; or c) Independent Directors.

(d) Requirements of vesting, period of vesting

All the options granted on any date shall vest not earlier than minimum of 1 (One) year from the date of the grant.

The Committee may, at its discretion, lay down certain performance matrix on the achievement of which such Options can vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, subject to the minimum vesting period of one year between grant of Options and vesting of Options which may extend upto 10 (ten) years.

(e) Maximum period within which the Options shall be vested

The maximum vesting period may extend up to 10 (Ten) years from the date of grant of Options or such

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other period as may be decided by the Committee. The Committee shall have the power to grant options with a varied vesting periods, subject to the requirement of minimum vesting period of 1 (One) year.

The Committee may also provide for lock-in provisions.

(f) Exercise price or pricing formula

Subject to the SBEB Regulations, the exercise price shall be fixed by the Committee at its discretion and will be specified in the grant letter but the same shall not be higher than the market price (i.e. latest available closing price on a recognized stock exchange having highest trading volume on which the equity shares of the Company are listed) of the equity shares at the time of grant and not less than the face value of the equity shares of the Company. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the SBEB Regulations.

(g) Exercise period and the process of Exercise

Exercise Period would commence from the vesting date and would expire not later than 8 (Eight) years from the date of grant of Options or such other period as may be decided by the Committee.

The vested Options are exercisable by the Eligible Employees by a written application to the Company/ trust expressing his/ her desire to exercise such Options in such manner and on execution of such documents, as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee.

The Options shall lapse if not exercised within the Exercise Period. The option may also lapse in case of termination of employment for misconduct or under certain circumstances as determined by the Committee even before expiry of the specified exercise period.

(h) Appraisal process for determining the eligibility under the QDML ESOP Plan 2020

The appraisal process for determining the eligibility shall be decided by the Committee from time to time. The broad criteria for appraisal and selection may include parameters like tenure or association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

(i) Maximum number of Options to be issued per employee and in aggregate

The number of Options to be granted to an Eligible Employee under QDML ESOP Plan 2020 can be decided by the Committee. However, the maximum number of Options that may be granted per Eligible Employee under the QDML ESOP Plan 2020, in any financial year, shall be lesser than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions), if any) of the Company at the time of grant of options.

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(j) Maximum quantum of benefits to be provided per employee under the QDML ESOP Plan 2020

The maximum quantum of benefits underlying the Options granted to an eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the market price of the equity shares on the exercise date.

(k) Whether QDML ESOP Plan 2020 is to be implemented and administered directly by the Company or through a trust

QDML ESOP Plan 2020 shall be implemented and administered directly by the Company. In case Company intends to administer the QDML ESOP Plan 2020 the same may be implemented through a new trust that may be constituted (the "Trust") through primary issuance of the shares in compliance with the SBEB Regulations and other applicable compliances, as may be decided by the Committee.

(l) Whether the QDML ESOP Plan 2020 involves new issue of shares by the Company or secondary acquisition by the trust or both

QDML ESOP Plan 2020 contemplates new issue of equity shares by the Company.

(m) The provision of money for implementation of the QDML ESOP Plan 2020 by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

(n) Maximum percentage of Secondary Acquisition that can be made by the trust for the purpose of the scheme

Not applicable.

(o) Accounting and Disclosure Policies

The Company and its holding and subsidiary company(ies), if any, shall comply with the disclosure and accounting policies prescribed by SBEB Regulations and any other authorities concerned, from time to time.

(p) Method of valuation of Options

The Company shall use the Fair Value method, as applicable, for valuation of the Options granted to calculate the employee compensation cost. In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

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Regulation 6(1) of the SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the company by passing a special resolution in a general meeting. Further, as QDML ESOP Plan 2020 may entail further issue of equity shares, consent of the members is required by way of a Special Resolution pursuant to Section 62(1)(b) of the Companies Act, 2013.

Accordingly, the Special Resolution set out at Item No. 1 of this Notice is proposed for approval by members.

Further, as per the SBEB Regulations, approval of member(s) by way of a separate Special Resolution is also required to be obtained by the Company, if (i) the benefits of the QDML ESOP Plan 2020 are to be extended to the employees of the holding/subsidiary Company; and (ii) the Scheme is to be implemented through Trust. Equity shares for the purpose of the QDML ESOP Plan 2020 may be allotted by way of primary issuance by the Company directly or through Trust.

The special resolution set out at Item No. 2 proposes to cover the employees of the holding/subsidiary companies of the Company (present/ future) under the QDML ESOP Plan 2020.

The Options to be granted under the QDML ESOP Plan 2020 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The QDML ESOP Plan 2020 conforms to the SBEB Regulations. Salient features of the QDML ESOP Plan 2020 is available for inspection at the Registered Office of the Company during office hours (11.00 a.m. to 1.00 p.m.) on all working days until the last date for receipt of votes by Postal Ballot/e-voting.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under the QDML ESOP Plan 2020 may be deemed to be concerned or interested in the Special Resolutions at Item No. 1 to 2 of this Postal Ballot. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board of Directors recommends the resolutions at Item No. 1 and 2 for approval of the members of the Company as a **Special Resolutions**.

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

By order of the Board of Directors

Anukrati Agarwal
Company Secretary

Place: Kanpur
Date: December 16, 2020

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In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular No.14/2020 dated 8 April 2020, General Circular No.17/2020 dated 13 April 2020 and General Circular No.33/2020 dated September 28, 2020 (the “MCA Circulars”), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring shareholders’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of shareholders at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, 2013 while they are transacting any business(es) only by postal ballot up to December 31, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the company or depository / depository participants and the communication of assent / dissent of the shareholders will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated by the Company in compliance with the MCA Circulars.

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

Provided however, as the current guidance under the MCA Circulars on postal ballot has been provided to be valid upto December 31, 2020 or till further orders, whichever is earlier, the Company is providing Postal Ballot Form as below in compliance with the extant provisions of the Act and the Rules as applicable to obtaining approval of the shareholders by way of Postal Ballot. It is clarified that the use of such Postal Ballot Form shall be valid only and only if the MCA revises its guidelines issued vide the MCA Circulars on or before January 16, 2021 being the last date specified in this Notice for e-voting and permits use of Postal Ballot Forms.

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

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POSTAL BALLOT FORM

1.	Name and Registered Address of the sole-first named Shareholder	
2.	Name(s) of the Joint Shareholder(s), if any	
3.	Registered Folio no./ DP ID*/Client ID* (*applicable to investors holding shares in dematerialized form)	
4.	No. of Share(s) held	
5.	I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated December 16, 2020 by sending my/our assent or dissent to the said Resolution by placing (✓) mark at the appropriate box below:	

Item No	Description of the Resolution	Ordinary / Special resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Approval of QDML ESOP Plan 2020 for employees of the Company	Special Resolution			
2.	Approval of QDML ESOP Plan 2020 for employees of the holding/ subsidiary companies of the Company	Special Resolution			

Place:

Date:

(Signature)

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Instructions

1. For detailed instruction on e-voting, please refer to the notes appended to the Postal Ballot Notice which is being sent herewith to the shareholders whose names appear in the Register of Shareholders as on close of business hours on Friday, December 11, 2020. The Postal Ballot Notice has also been placed on the Company's website viz. <https://quintdigitalmedia.com> and on the website of CDSL viz. www.evotingindia.com.
2. A Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier / post at the expense of the Shareholder(s) will also be accepted.
3. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
4. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders. In case of joint holding, the form should be signed by the first named member and in his/her absence, by next named member.
5. The votes should be cast either in favour or against the resolution by putting a tick (✓) mark in the column provided for assent or dissent. Postal Ballot Forms bearing tick (✓) in both the column shall render the form invalid.
6. The voting rights of shareholders shall be in proportion of the share(s) held by them in the paid-up equity share capital of the company as on December 11, 2020.
7. The exercise of vote through postal ballot is not permitted through a proxy
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 P.M. on January 16, 2021. All the Postal Ballot Forms received after the date will be treated as if the reply from such shareholder has not been received.
9. In respect of shares held by Corporate and Institutional shareholders (Companies, Trusts, Societies etc.) the completed Postal Ballot Form should be accompanied by a certified copy of relevant Board resolution / appropriate authorization, with specimen signature(s) of the authorized signatory(ies) duly attested.
10. Shareholders are requested not to send any other matter/document along with the Postal Ballot Form. The Scrutinizer would destroy any extraneous paper found in such envelope.
11. A shareholder may request for duplicate Postal Ballot Form, if so required. However, duly filled in duplicate form should reach the Scrutinizer not later than the date and time specified above.
12. The Company is pleased to offer e-voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed

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procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice. A shareholder cannot vote both by post and e-voting and if he does so his voting by post shall be treated as invalid.

13. In case you have of any queries or issues you may contact Mr. Subhash Dhingreja, Skyline Financial Services Pvt. Ltd, at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400072 at his email address: subhashdhingreja@skylinerta.com or Contact No. 022 28511022 / 49721245.

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