



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, General Circular No. 33/ 2020 dated September 28, 2020 and General Circular No. 39/ 2020 dated December 31, 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 to maintain social distancing, companies are advised to take all decisions requiring shareholder’s approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules framed thereunder, without holding a general meeting that requires physical presence of 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 up to June 30, 2021 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Management Rules as well as the framework provided under the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send the Postal Ballot Notice by email to all its 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 applicable provisions of the Securities and Exchange Board

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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



of India (Listing and Disclosure Obligations) Regulations, 2015 pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are also annexed.

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. APPROVE THE RE-DESIGNATION OF MS. RITU KAPUR AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER

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

“RESOLVED THAT pursuant to the provisions of Section 179, 188, 196, 197, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013 (the “Act”), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities, if any, enabling provisions of Articles of Association of the Company, the consent of the shareholders be and is hereby accorded for the re-designation of Ms. Ritu Kapur from the Whole Time Director & Chief Executive Officer to Managing Director & Chief Executive Officer of the Company for the period of 5 (five years), w.e.f. date of receipt of shareholders’ approval on the terms and conditions including remuneration as set out in the Statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as **“the Board”** which term shall include the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Ms. Ritu Kapur (DIN:00015423).

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Ms. Ritu Kapur as the Managing Director, the Company has no profits or inadequate profits, the remuneration will be paid in accordance with the ceilings prescribed under Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the shareholders and the approval of the shareholders to this resolution shall be deemed to have given express authority to the Board.”

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

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

2. TO INCREASE THE AUTHORIZED SHARE CAPITAL AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of the Section 13, 61, 64 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with applicable rules thereunder made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the shareholders be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 22,50,00,000 (Rupees Twenty Two Crore and Fifty Lakh only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10 (Rupees Ten only) each and 25,00,000 (Twenty Five Lakh only) Preference Shares of Rs.10 (Rupees Ten only) each to Rs.26,00,00,000 (Rupees Twenty Six Crore only) divided into 2,35,00,000 (Two Crore and Thirty Five Lakh) Equity Shares of Rs.10 (Rupees Ten only) each and 25,00,000 (Twenty Five Lakhs) Preference Shares of Rs.10 (Rupees Ten only) each.

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

- V.** The Share Capital of the Company is Rs. 26,00,00,000 (Rupees Twenty Six Crore only) divided into 2,35,00,000 (Two Crore and Thirty Five Lakh) Equity Shares of Rs.10 (Rupees Ten only) each and 25,00,000 (Twenty Five Lakh) Preference Shares of Rs.10 (Rupees Ten only) each.

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

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3. TO APPROVE ISSUANCE OF BONUS SHARES

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations and guidelines issued by the Securities and Exchange Board of India, Foreign Exchange and Management Act, 1999, the provisions Article 153 of Articles of Association of the Company, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities, if any, as may be specified while according such approvals and subject to the acceptance of such terms and conditions by the Board of Directors of the Company (the “Board”, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), the consent of the shareholders be and is hereby accorded to capitalize and transfer to the Paid-up Share Capital such amount standing to the credit of the Share Premium Account/ Securities Premium Account of the Company as at December 31, 2020, for the purpose of the issue of new equity shares as Bonus Shares of Rs.10 (Rupees Ten only) each credited as fully paid-up, in proportion of existing equity shares held by way of issuing 1 (One) Equity Shares for every 1 (One) existing Equity Shares held by the respective equity shareholder of the Company whose names appears in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited and Central Depository Services (India) Limited, on a record date to be determined by the Board (“**Record Date**”).

RESOLVED FURTHER THAT the new equity shares of Rs.10 each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and rank *pari passu* with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.

RESOLVED FURTHER THAT the Share Certificates in respect of the new equity shares will be issued in the same mode as held on the Record Date and dispatched to the shareholders who hold the existing Equity Shares in physical form and the new equity shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing Equity Shares in electronic form, within the period prescribed.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to the extent they relate to Non-Resident Indians, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies

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(including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors, shall be subject to the applicable foreign exchange laws, and securities laws or any other applicable laws for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the new equity shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines, rules and regulations.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred aforesaid resolution on it, to any committee of Directors or any Director(s), Company Secretary, or any other Officer(s) of the Company to take all other steps as may be necessary to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but not limited to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing and trading approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

4. TO APPROVE APPOINTMENT OF MS. VANDANA MALIK AS THE DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 188, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 (the “Act”), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities, if any, enabling provisions of Articles of Association of the Company, the consent of the Members be and is hereby accorded for the appointment of Ms. Vandana Malik as the Non-Executive Director of the Company, with effect from the date of receipt the approval of shareholders, and fix sitting fee of Rs. 25,000 for attending each meeting of Board of Directors or Committee(s) thereof until any revision is recommended.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, and to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as

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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. TO APPROVE THE ACQUISITION OF USED MOTOR CARS FROM QUINTILLION MEDIA PRIVATE LIMITED

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum & Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded for acquisition of following used motor cars from Quintillion Media Private Limited, a related party within the meaning of the Section 2(76) of the Act, at below mentioned cash consideration fixed on arm’s length basis:

S. No.	Model	Consideration (in INR)
1.	Honda City (Model year: 2019 and Reg. No.: UP16CC1008)	10,43,119
2.	Honda BRV (Model year: 2017 and Reg. No.: UP16BL1008)	6,30,952
3.	Mercedes E200 (Model year: 2014 and Reg. No.: MH01BK5375)	14,09,367
Total		30,83,439

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, and to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.”

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

Place: Noida
Date: January 20, 2021

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

**Tarun Belwal
Company Secretary**

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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. January 15, 2021 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, having office at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra – 400 072.
3. A copy of 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 applicable rules made thereunder and the MCA Circulars, the Company is providing facility for voting by E-Voting to all the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating E-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote E-voting. As the E-voting does not require a person to attend to a meeting physically, the shareholders are strongly advised to use the remote E-voting procedure by themselves and not through any other person / proxies.
5. Shareholders holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. January 15, 2021 will have to cast their votes electronically on the resolutions as set out in the Postal Ballot Notice through electronic voting system of the CDSL up to 5.00 p.m. on February 19, 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. January 15, 2021. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.
7. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Practicing Company Secretary and Partner of M/s Sanjay Grover & Associates, having CP No. 13700, as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot 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 February 21, 2021. In case, the COVID-19

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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. February 19, 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 Mr. Tarun Belwal, Company Secretary and Compliance Officer, email: cs@gmlmumbai.com or tarun.belwal@thequint.com.
9. In case, the COVID-19 situation is eased off and the Company's offices are open for business, the Company will make available all documents referred to in this Postal Ballot Notice and Explanatory Statement setting-out the material facts for inspection of the Shareholders at the Registered Office of the Company during office hours (except Saturdays, Sundays and Government Holidays).

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

10. All documents proposed for approval, if any, in the above Postal Ballot Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company <https://quintdigitalmedia.com> to facilitate online inspection of relevant documents till announcement of the results of this Postal Ballot.
11. **The instructions for E-voting are as under:**
 - (a) The voting period begins on January 21, 2021 at 9.00 a.m. and ends on February 19, 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.

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- (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:

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. E.g. 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.

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- (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.
- (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.

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- (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:

- (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 February 12, 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 February

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



12, 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 up to June 30, 2021 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 February 19, 2021 being the last date specified in this Notice for e-voting and permits use of Postal Ballot Forms.
14. Further, the guidelines for submitting the Postal Ballot Form as provided herein are following the extant provisions of the Act and the rules as applicable to obtaining approval of the 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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ANNEXURE 1 TO THE POSTAL BALLOT NOTICE

EXPLANATORY STATEMENT

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

Item No. 1

Ms. Ritu Kapur was appointed as the Whole-Time Director and the Chief Executive Officer of the Company by way of shareholders' resolution dated September 30, 2020. Based on the recommendation of the Nomination & Remuneration Committee and the Audit Committee of the Company, the Board of Directors in their meeting held on January 20, 2021 approved the proposal to re-designated her as the Managing Director & Chief Executive Officer of the Company subject to and with effect from receipt of the approval of the shareholders of the Company and other regulatory approvals, if any.

A brief profile of Ms. Ritu Kapur and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice.

Further, it is informed that Ms. Ritu Kapur is a "related party" in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and thus proposed re-designation of Ms. Ritu Kapur may be considered as related party transaction.

Pursuant to the provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the specific disclosures relating to abovementioned proposed related party transaction are made herein below:

Details required about related party	Information
Name	Ms. Ritu Kapur
Name of the Director or KMP who is related	Mr. Raghav Bahl
Nature of relationship to qualify as related party	Ms. Ritu Kapur is the Promoter Whole Time Director & Chief Executive Officer and spouse of Mr. Raghav Bahl, Promoter Director of the Company
Nature, material terms, monetary value and particulars of the contract or arrangements	<ul style="list-style-type: none">• Agreement for appointment as Managing Director & Chief Executive Officer.• The term of office would be five (5) years.• The agreement would be entered with Ms. Ritu Kapur by re-designation from Whole Time Director & Chief Executive Officer, subject to the prior approval of shareholders of the Company

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Details required about related party	Information
Any other information relevant or important for the shareholders to take a decision on the proposed resolution	NA

Broad particulars of the terms of appointment of and remuneration payable to Ms. Ritu Kapur are as under:

I. General information:

- Nature of industry-** Media and Entertainment
- Date of commencement of commercial production** – Since the date of incorporation. The Company has acquired ‘the Quint’ business with effect from July 1, 2020.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus-** Not applicable
- Financial performance based on given indicators:**

(Amount in Rs.)

As per Audited Financials	
Particulars	Financial Year 2019-20
Paid up Capital	2,00,00,000
Reserves (Other Equity) excluding Revaluation Reserves	27,31,12,582
Total Income	1,23,40,018
Total Expenses	1,64,85,529
Profit/(Loss) before Tax	(41,45,511)
Tax Expenses	(10,77,833)
Profit/(Loss) after Tax	(30,67,678)

- Foreign investments or collaborations, if any.-** the Company has received investment from Foreign Portfolio Investment during the financial year 2019-20 and 2020-2021.

II. Information about the appointee:

1. Background details

Ms. Ritu Kapur was the co-founder, Whole Time Director and CEO of The Quint. She has driven the digital innovation at ‘The Quint’ from starting the innovation lab, to launching a health vertical – FIT, to driving the fight against misinformation with a fact check initiative - WebQoof.

Ms. Ritu Kapur has also strived to provide multiple platforms for free speech. One such platform is Talking Stalking, where ‘The Quint’ collaborated with senior advocate Kamini Jaiswal and

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Member of Parliament Dr Shashi Tharoor to submit a bill in Parliament to make stalking a non-bailable offence. Others include The Quint's multilingual campaign "BOL", and its citizen journalism initiative "My Report". Ritu feels very strongly about significant gender representation in mainstream journalism – and has been leading the “Me The Change” campaign on The Quint which focusses on the rights and aspirations of young women in India.

2. Past remuneration

During the financial year ended March 31, 2020, no remuneration was paid to Ms. Ritu Kapur other than the director sitting fees of Rs. 50,000.

3. Recognition or awards

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. Ritu Kapur has been recognized by Outlook Business as "Woman of Worth 2017 - The Newsmaker".

4. Job profile and his suitability

Ms. Ritu Kapur is being re-designated as Managing Director and Chief Executive Officer of the Company w.e.f the date of approval of shareholders on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

Ms. Ritu Kapur was the co-founder, Whole Time Director and CEO of ‘The Quint’ business which has been acquired by the Company w.e.f July 1, 2020. She has driven the digital innovation at ‘the Quint’ from starting the innovation lab, to launching a health vertical – FIT, to driving the fight against misinformation with a fact check initiative - WebQoof.

5. Remuneration proposed

a. Remuneration:

Ms. Ritu Kapur shall be paid Annual gross salary of up to Rs. 12,00,000 (including various allowances and excluding the perquisites and expense reimbursements as specified below) to be paid periodically in according with the company’s norms payroll practice and subject to the withholdings.

The Company’s contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Ms. Ritu Kapur, as maybe determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above.

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The overall remuneration payable every year to the Managing Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive etc. as may be, shall be within the limits specified under Section 197 of the Act or any statutory modifications(s) or re-enactment(s) thereof.

b. Variable Pay:

Annual Variable pay, if any, each fiscal year, less applicable withholdings, subject to Company's achievements of certain fiscal milestones as determined by the Board of Directors in its sole discretion.

c. Perquisites:

In addition to the salary specified above, Ms. Ritu Kapur would be entitled to the following perquisites in accordance with company's policy as in effect from time to time:

- Medical Insurance
- Accidental Insurance
- Term Life insurance
- Other employee benefits plan

d. Expenses:

The Company will also reimburse Ms. Ritu Kapur for reasonable travel, entertainment or other expenses incurred by him in the furtherance of or in connection with the performance of duties hereunder, in accordance with Company's policy as in effect from time to time.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The current remuneration being paid to Ms. Ritu Kapur (looking at the profile of the position and person) does not exceed the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration proposed and shareholding of Ms. Ritu Kapur does not have any pecuniary relationship with the Company. Ms. Ritu Kapur is the spouse of Mr. Raghav Bahl, who is Promoter and Non-Executive Director of the Company. Ms. Ritu Kapur is also a Promoter Shareholder of the Company.

III. Other information:

1. Reasons of loss or inadequate profits

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During the Financial Year 2019-20, the Company had earned a total income of Rs.12.3 Million and Net loss of Rs.3 Million as against the total income of Rs.4.8 Million and Net Profit of Rs.11.2 Million for the Financial Year 2018-19.

Towards the end of March 2020, many of the States/Union Territories across the country in view of the heightened concern over the spread of Corona Virus Disease ('COVID-19') issued directives inter-alia, to facilitate work from home for majority of its employees. In line with the lockdowns announced by the Central Government, all offices of the Company were closed from March 23, 2020 providing employees facility to "Work from Home" to ensure continuity of operations of the Company.

On account of decrease in market value of listed securities (held as investments) since the onset of the pandemic, these has been some adverse impact on the market value of the Company's investments.

2. Steps taken or proposed to be taken for improvement

To address challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, alongside working on improvements in process and controls.

The Company had acquired the digital content business operated under the name and brand name of 'The Quint' (www.thequint.com) of Quintillion Media Private Limited w.e.f July 1, 2020.

It is expected that after the acquisition of business, the financial position of the Company will improve in the coming years.

3. Expected increase in productivity and profits in measurable terms

The above measures undertaken is expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

Save and except Ms. Ritu Kapur and Mr. Raghav Bahl, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

Also, Ms. Ritu Kapur, Mr. Raghav Bahl and Mr. Mohan Lal Jain, being related parties would not participate and cast vote on this agenda item.

The Board of Directors recommends the resolution under Item No 1 for approval of the shareholders of the Company as an **Ordinary Resolution**.

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Item No. 2

Presently, the Authorised Share Capital of the Company is Rs.22,50,00,000 (Rupees Twenty Two Crore and Fifty Lakh only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10 (Rupees Ten only) each and 25,00,000 (Twenty Five Lakh) Preference Shares of Rs.10 (Rupees Ten only) each.

In order to facilitate the issuance of bonus shares as proposed above and future requirements, if any, it is proposed to increase the Authorised Share Capital of the Company to Rs.26,00,00,000 (Rupees Twenty Six Crore only) divided into 2,35,00,000 (Two Crore and Thirty Five Lakh) Equity Shares of Rs.10 (Rupees Ten only) each and 25,00,000 (Twenty Five Lakh) Preference Shares of Rs.10 (Rupees Ten only) each.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration of the existing Clause V specified under the Memorandum of Association of the Company.

Further, it is informed that the increase in the Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company requires prior approval of the shareholders in terms of Sections 13 and 61 of the Companies Act, 2013.

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

The Board of Directors recommends the resolution under Item No. 2 for approval of the shareholders as an **Ordinary Resolution**.

Item No. 3

With a view to reward the shareholders, the Board of Directors of the Company at their meeting held on January 20, 2021 recommended an issue of fully paid-up Bonus Shares in the ratio of One (1) equity share for every one (1) equity share held on the record date to be fixed in due course and the Board of Directors by capitalizing the Share Premium Account/ Securities Premium Account of the Company to the extent required.

Article 153 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of Company's reserve accounts or share premium/ securities premium account for the purposes of issuing fully paid bonus shares.

The Bonus Shares would, inter-alia, may require appropriate adjustments with respect to proposed employee stock options as on the record date, if any, under the existing employee stock option plan.

Pursuant to the provisions of Section 63 and other applicable provisions if any of the Companies Act 2013, issue of bonus shares of the Company requires the approval of the shareholders of the Company.

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

The Board of Directors recommends the resolution under Item No. 3 for approval of the shareholders as an **Ordinary Resolution**.

Item No. 4

Based on the recommendation of the Nomination & Remuneration Committee and the Audit Committee of the Company, Board of Directors in its meeting held on January 20, 2021 recommended to appoint Ms. Vandana Malik as Non-Executive Director of the Company subject to and with effect from the receipt of approval of shareholders of the Company and other regulatory approvals, if required.

Further, it is informed that Ms. Vandana Malik is the sister of Mr. Raghav Bahl, Promoter Director of the Company and by virtue this relationship she is a “related party” in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”) and thus proposed appointment of Ms. Vandana Malik may be considered as material related party transaction.

Pursuant to the provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the specific disclosures relating to abovementioned proposed related party transaction are made herein below:

Details required about related party	Information
Name	Ms. Vandana Malik
Name of the Director or KMP who is related	Mr. Raghav Bahl
Nature of relationship to qualify as related party	Ms. Vandana Malik is the sister of Mr. Raghav Bahl, Promoter and Non-Executive Director of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	Ms. Vandana Malik will be appointed as Non-Executive Director, subject to the approval of Members of the Company. On a sitting fee of Rs. 25,000/- for attending each meeting of Board of Directors or Committee(s) thereof until any revision is recommended by the Nomination and Remuneration Committee.

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Any other information relevant or important for the shareholders to take a decision on the proposed resolution	NA
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Ms. Ritu Kapur, Mr. Raghav Bahl and Mr. Mohan Lal Jain, being related parties would not participate and cast vote on this agenda item.

Save and except Ms. Ritu Kapur and Mr. Raghav Bahl, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the resolution under Item No. 4 for approval of the shareholders as an **Ordinary Resolution**.

Item No. 5

For the purposes of improving the routine operational efficiencies in a cost effective manner, the Company intends to acquire three (3) identified used motor cars from Quintillion Media Private Limited.

Further, it is informed that QMPL is a “related party” in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”) and thus proposed transaction would be considered as related party transaction. Accordingly, as per the provisions of Section 177 of the Companies Act, 2013, applicable provisions of the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of LODR and the Company’s policy on Related Party Transactions, prior approval of the Audit Committee was required to be obtained.

Thus, after obtaining prior approval of Audit Committee on January 20, 2021, the Board of Directors of the Company approved the proposal of such related party transactions in their meeting held on January 20, 2021, subject to the approval of the shareholders.

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

Details required about related party	Information
Name	Quintillion Media Private Limited
Name of the Director or KMP who is related	Mr. Raghav Bahl and Ms. Ritu Kapur

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Details required about related party	Information
Nature of relationship to qualify as related party	Mr. Raghav Bahl and Ms. Ritu Kapur are common directors in the Company and Quintillion Media Private Limited.
Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Purchase of used motor cars at fair value i.e. an aggregate consideration of Rs.30,83,439.</p> <p>The Company found the estimated market value of these motor cars on the web portals such www.cartrade.com, www.gaadi.com and www.olx.in after entering specific details.</p> <p>Thus, the proposed transaction is on arm's length basis as per the terms of the best prevailing practices.</p> <p>All factors relevant to the contract and arrangements have been considered.</p>
Any other information relevant or important for the shareholders to take a decision on the proposed resolution	No other information remains undisclosed

Ms. Ritu Kapur, Mr. Raghav Bahl and Mr. Mohan Lal Jain, being related parties would not participate and cast vote on this agenda item.

Save and except Ms. Ritu Kapur, Mr. Raghav Bahl, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the resolution under Item No. 5 for approval of the shareholders as an **Ordinary Resolution**.

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Specific disclosure required under LODR and SS-2 in respect of appointment / re-designation of directors

Name of Director	Ms. Ritu Kapur	Ms. Vandana Malik
DIN	00015423	00036382
Age	20/10/1967 (53 Years)	25/12/1957 (63 Years)
Qualification	Master's in Film and TV Production at Mass Communication Research Centre (MCRC) from Jamia University New Delhi	Bachelor's degree in History
Brief Resume of the Director and other details viz. experience/ expertise	<p>Ritu Kapur is the co-founder and CEO of The Quint. She has driven digital innovation at Quintillion Media from starting the innovation lab, to launching a health vertical – FIT, to driving the fight against misinformation with a fact check initiative - WebQoof.</p> <p>Ritu Kapur has also strived to provide multiple platforms for free speech. One such platform is Talking Stalking, where The Quint collaborated with senior advocate Kamini Jaiswal and Member of Parliament Dr Shashi Tharoor to submit a bill in Parliament to make stalking a non-bailable offence. Others include The Quint's multilingual campaign "BOL", and its citizen journalism initiative "My Report". Ritu feels very strongly about significant gender representation in mainstream journalism – and has been leading the “Me The Change” campaign on The Quint which focusses on the rights and aspirations of young women in India.</p>	<p>Ms. Vandana Malik has over 20 years of experience in media & related sectors. From 1992 to 1994, she worked as Editorial Coordinator for Business India Television and Television Eighteen. She has been working as the Mumbai-bureau chief of TV18 since 1994 and 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, India's leading media conglomerate.</p>
Date of first appointment on the Board	08/01/2019	N.A.

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Shareholding in the Company (as on December 31, 2020)	18,43,249 (16.79%)	Nil
Directorships held in other companies as on January 15, 2021*	<ol style="list-style-type: none"> 1. Digital Content Private Limited 2. VT Media Private Limited 3. RVT Media Private Limited 4. R.B. Solar Power Private Limited 5. BK Media Private Limited 6. RRK Holdings Private Limited 7. WEB 18 Securities Private Limited 8. RRK Media Private Limited 9. R B Software Private Limited 10. Quintype Technologies India Private Limited 11. Network 18 Publications Limited 12. VT Softech Private Limited 13. RVT Softech Private Limited 14. RB Diversified Private Limited 15. YKA Media Private Limited 16. Spunklane Media Private Limited 17. Keyman Trading Services Private Limited 18. Quintillion Media Private Limited 19. Quintillion Business Media Private Limited 20. Digipub News India Foundation 	<ol style="list-style-type: none"> 1. Digital Content Private Limited 2. VT Media Private Limited 3. WS Media Ventures Private Limited 4. BK Media Private Limited 5. India International Film Advisors Private Limited 6. RRK Holdings Private Limited 7. WEB 18 Securities Private Limited 8. RRK Media Private Limited 9. Network 18 Publications Limited 10. VT Softech Private Limited 11. RB Diversified Private Limited
Chairmanship/Membership of Committees held in other companies as on January 15, 2021*	Nil	Nil
Inter-se-relationships between – Directors – Key Managerial Personnel (KMP)	<p>Spouse of Mr. Raghav Bahl and not related to any other Director / Key Managerial Personnel</p> <p>Mr. Mohan Lal Jain, part of the Promoter Group and a Director, is also a director in certain companies owned by Mr. Raghav Bahl and Ms. Ritu Kapur</p>	Ms. Vandana Malik is the sister of Mr. Raghav Bahl, Promoter and Non-Executive Director of the Company.

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



Number of Board Meetings attended During the year 2019-20	2	N.A.
Details of remuneration last drawn P.A (including sitting fees, if any)	Rs. 50,000/-	N.A.
Terms and conditions of appointment along with remuneration sought to be paid	Refer to item no. 1 of the Notice and the corresponding Explanatory Statement	Refer to item no. 4 of the Notice and the corresponding Explanatory Statement

Registered Office:

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Rajendra Place
Delhi- 110 008
Tel: 011 45142374

Place: Noida

Date: January 20, 2021

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

**Tarun Belwal
Company Secretary**

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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, General Circular No. 33/ 2020 dated September 28, 2020 and General Circular No. 39/ 2020 dated December 31, 2020 (the “MCA Circulars”), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring to maintain 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 June 30, 2021 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 up to June 30, 2021 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 February 19, 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 Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice dated January 20, 2021 by sending my/our assent or dissent to the said Resolution by placing (✓) mark at the appropriate box below:	

Item No	Description of the Resolution	Ordinary Resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Approve the re-designation of Ms. Ritu Kapur as Managing Director and Chief Executive Officer of the Company	Ordinary Resolution			
2.	Increase the Authorized Share Capital and amendment to the Memorandum of Association of the Company	Ordinary Resolution			
3.	Approval for the issuance of Bonus Shares	Ordinary Resolution			
4.	Approve appointment of Ms. Vandana Malik as the Director	Ordinary Resolution			
5.	Approve the acquisition of used motor cars from Quintillion Media Private Limited	Ordinary Resolution			

Place:

Date:

(Signature)

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Instructions

1. For detailed instruction on e-voting, please refer to the notes appended to the Postal Ballot Notice which is being sent herewith to the shareholders whose names appear in the Register of Shareholders as on close of business hours on Friday, January 15, 2021. The Postal Ballot Notice has also been placed on the Company's website viz. <https://quintdigitalmedia.com> and on the website of CDSL viz. www.evotingindia.com.
2. A Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier / post at the expense of the Shareholder(s) will also be accepted.
3. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Unsigned, incomplete, or incorrectly ticked Postal Ballot Forms shall be rejected.
4. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders. In case of joint holding, the form should be signed by the first named member and in his/her absence, by next named member.
5. The votes should be cast either in favour or against the resolution by putting a tick (✓) mark in the column provided for assent or dissent. Postal Ballot Forms bearing tick (✓) in both the column shall render the form invalid.
6. The voting rights of shareholders shall be in proportion of the share(s) held by them in the paid-up equity share capital of the company as on January 15, 2021.
7. The exercise of vote through postal ballot is not permitted through a proxy
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 P.M. on February 19, 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.

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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 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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