



# **QUINT DIGITAL LIMITED**

*(FORMERLY KNOWN AS QUINT DIGITAL MEDIA LIMITED)*

## **CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

## TABLE OF CONTENTS

<b>S. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1	Introduction	3
2	Applicability	3
3	Objective	3
4	Regulatory framework	3
5	Definitions	4
6	Guidelines for conduct	4-6
7	Conflict of interest	6-7
8	Non-compliance of the code	7
9	Certification of compliance of code of conduct	7
10	Amendment and waiver of the Code	7-8
11	Duties of Independent Directors	8-9
12	Disclaimer	9
	Annexure- 1: Acknowledgement	10
	Annexure- 2: Annual Compliance Report	11
	Dates of Review/ Amendment	12

## 1. INTRODUCTION

This Code of Business Conduct ("**Code**") shall be called "The Code of Conduct for Directors and Senior Management" of Quint Digital Limited (the "**Company**" or "**the Quint**"). The Code envisages that the Board of Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and keep themselves informed about the development in the industry in which the Company is involved and the legal requirements to be fulfilled.

The Code is intended to maintain the high standards of transparency, business conduct ethics, corporate culture, and the values The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to successful operation of the Company's business in the best interest of the shareholders, creditors, employees and other business associates.

The principles embodied in this Code lay down broad standards of compliance and ethics, as required by Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**Listing Regulations**").

## 2. APPLICABILITY

This Code of Conduct is applicable to the following person:

- All the members of the Board of Directors; and
- All the members of the Senior Management of the Company

## 3. OBJECTIVE

The objective of the Code is to maintain the standards of business conduct of the Company and ensure compliance with Applicable Laws. Towards this end, the Code lays down standards and values which can enhance the image of the Company and set the standards for business transactions and also deter wrongdoing in all business-related activities.

## 4. REGULATORY FRAMEWORK

This Code is formulated in line with the requirement of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of Companies Act, 2013 on Code for Independent Directors.

All members of the Board of Directors and Senior Management of the Company are committed to comply with all those acts, rules and regulations that govern the conduct of the Company.

## 5. DEFINITIONS

- i. **“Act”** shall mean the Companies Act 2013 and the rules made thereunder, including any modifications, amendments, or re-enactment thereof.
- ii. **“Board or Board of Directors”** shall mean all the members of the Board of Directors of the Company.
- iii. **“Code”** shall mean this Code of Conduct for the Board of Directors and Senior Management of the Company and as may be amended from time to time.
- iv. **“Company”** shall mean Quint Digital Limited.
- v. **“Senior Management”** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager including Chief Executive Officer and Manager, in case they are not part of the Board of Directors and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

## 6. GUIDELINES FOR CONDUCT

The Directors and Senior Management Personnel shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All Directors and Senior Management Personnel shall act on a fully informed basis, in good faith, responsibility, due diligence and care, competence and diligence, without allowing their independent judgment to be subordinated and in the best interest of the Company and the shareholders. Every member of the Board and Senior Management of the Company should:

- act in accordance with the Articles of Association of the Company.
- act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment.
- exercise his / her duties with due and reasonable care, skill and diligence and shall exercise independent judgement.
- not involve in a situation in which he / she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he / she shall be liable to pay an amount equal to that gain to the Company.

- not assign his / her office and any assignment so made shall be void.
- dedicate sufficient time, energy, and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision- making by reviewing in advance any materials distributed and making reasonable inquiries.
- where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.
- comply with all Corporate Policies
- conduct themselves in a professional, courteous, and respectful manner.
- act in a manner to enhance and maintain the reputation of the Company.
- respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized or legally required to disclose such information.
- not use confidential information acquired in the course of their service for their personal advantage.

### **Insider Trading**

Directors & Senior Management personnel are prohibited from dealing with or consulting to the dealing in the securities of the Company while in possession of unpublished price sensitive information. The officers shall adhere to the “**Code of Conduct to Regulate, Monitor and Report Trading in Securities by the Designated Persons and Immediate Relatives of Designated Persons**” laid down by the Company in this regard. The Directors & Senior Management personnel shall also not deal in the securities of the clients and other business associates of the Company, if, in possession of unpublished price sensitive information if received in the course of business from the clients / business associates.

### **Confidentiality of Information**

Any information belonging to the Company which is not published / not put in public domain should be considered to be confidential information. Such information should be dealt with utmost care. The Directors & Senior Management personnel shall provide each information in their control to people within the organization only to the extent to which it is required for the performance of their duties. Such information should not be provided to people outside the organization except in cases where it is legally required and binding to do so.

## **BOARD STRUCTURE**

- **Board Size**

The size of the Board shall be as per the Memorandum and Articles of Association of the Company read with Act and SEBI Regulations and such other laws/ regulations in force for the time being, to the extent applicable to the Company.

- **Meeting attendance**

The Board shall meet at least four times a year and Board members are expected to attend all Board meetings. Each Board member should attend at least one Board meeting in a year.

- **Quorum of Meetings**

The quorum for every Board meeting shall be one-third of its total strength or three directors, whichever is higher.

## **7. CONFLICT OF INTEREST**

All the members of the Board and Senior Management of the Company are expected to dedicate their best efforts to advance the Company's interests and to make decisions that affect the Company based on the Company's best interests and independent of outside influences.

A conflict of interest occurs when any Director/ Senior Management personnel's private interest interferes in any way, or even appears to interfere with the interest of the Company as a whole.

Directors and members of Senior Management of the Company should avoid conflicts of interests with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company shall be disclosed promptly to the Company Secretary of the Company.

### **A. Corporate Business Opportunities**

A corporate business opportunity is an opportunity:

- in the Company's line of business or proposed expansion or diversification,
- which the Company is financially able to undertake and
- which may be of interest to the Company.

A director or member of Senior Management of the Company, who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in the opportunity, then, and only then, may the director or member of Senior

Management of the Company participate in it, provided that the director/member of Senior Management of the Company has not wrongfully utilized the Company's resources in order to acquire the opportunity.

Directors/members of Senior Management of the Company owe a duty to the Company to advance the Company's interests when the opportunity to do so arises. Directors/members of Senior Management of the Company may not: (a) take for themselves opportunities that are discovered through the use of Company property or information or through the director's position; (b) use the Company's property or information or the director's position for personal gain; or (c) compete with the Company, directly or indirectly, for business opportunities that the Company is pursuing.

**B. Payments or gifts from others**

Directors and members of Senior Management of the Company and their immediate families may not accept gifts from persons or firms who deal with the Company where the gift is being made in order to directly or indirectly, influence any business decision, any act or failure to act, any commitment of fraud or opportunity for the commitment of any fraud.

**C. Company Property**

Directors and members of the Senior Management have a responsibility to safeguard and properly use the Company's assets and resources, as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, Company assets, including Company equipment, materials, resources and proprietary information, must be used for the Company's business purposes only.

**8. NON-COMPLIANCE OF THE CODE**

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated.

**9. CERTIFICATION OF COMPLIANCE OF CODE OF CONDUCT**

The members of the Board and the Senior Management of the Company shall affirm the compliance with the code on annual basis. The Annual Compliance Report and Acknowledgement shall be forwarded to the Board of Directors of the Company, in the form annexed hereto as **Annexures** to this Code.

**10. AMENDMENT AND WAIVER OF THE CODE**

Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's website.

To the extent any change/amendment is required in the Code in terms of any Applicable Laws or otherwise, the Board of Directors of the Company shall be authorised to review and amend the Code, to take effect to any such changes/amendments. Such an amended Code shall be placed before the Board for noting and necessary ratification at its subsequent meeting.

## **11. DUTIES OF INDEPENDENT DIRECTORS**

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors. The Independent directors shall:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behavior, actual or suspected fraud or violation of the company's



code of conduct or ethics policy;

- act within their authority, act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- In addition, the Independent Directors shall also abide by the provisions of the “Code for Independent Directors” as provided in Schedule IV of the Companies Act, 2013.

## **12. DISCLAIMER**

In any circumstances, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the newly enacted law, rule, regulation or standard will take precedence over this Policy until such time the Policy is changed to conform to the law, rule, regulation or standard.

**ACKNOWLEDGMENT**

**To,**

**The Board of Directors**

Quint Digital Limited

403 Prabhat Kiran, 17, Rajendra Place

Delhi- 110008

I, ....., have received and read the Company's CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT (the 'Code'). I have understood the provisions and policies contained in the Code and I agree to comply with the Code.

-----

**Name:**

**Designation:**

**Date:**

**Place:**

**ANNUAL COMPLIANCE REPORT**

**To,**

**The Board of Directors**

Quint Digital Limited

403 Prabhat Kiran, 17, Rajendra Place

Delhi- 110008

**Subject: Code of Conduct for Directors and Senior Management for the Financial Year -----**

---

I, -----, do hereby acknowledge and confirm that during the Financial Year ----- to the best of my knowledge and belief, I have not violated any of the provisions of Code of Conduct applicable for Directors and Senior Management or any policies of the Company or legal/regulatory requirements as applicable to my responsibility.

Thanking you,

-----  
**Name:**

**Designation:**

**Date:**

**Place:**

**DATES OF REVIEW/ AMENDMENT**

<b>S.No.</b>	<b>Date of review/amendment</b>
1.	April 14, 2021
2.	May 30, 2022
3.	May 30, 2023