



QUINT DIGITAL LIMITED

(FORMERLY KNOWN AS QUINT DIGITAL MEDIA LIMITED)

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN
SECURITIES BY THE DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF
DESIGNATED PERSONS**

TABLE OF CONTENTS

| S. No. | Particulars | Page No. |
|---------------|--|-----------------|
| 1. | Introduction | 3 |
| 2. | Objective | 3 |
| 3. | Definitions | 4-6 |
| 4. | Identification, Preservation, and Communication of Unpublished Price Sensitive Information | 7-9 |
| 5. | Compliance Officer | 9-10 |
| 6. | Prevention of Misuse of Unpublished Price Sensitive Information | 10-12 |
| 7. | Restrictions and Procedure for dealing in Company's Securities | 13-14 |
| 8. | Disclosure & Reporting requirements for transactions in securities | 15-16 |
| 9. | Institutional Mechanism for prevention of insider trading | 17 |
| 10. | Penalty for contravention | 18 |
| 11. | Protection against retaliation and victimization | 19 |
| 12. | Clarification | 19 |
| 13. | Amendment and Modification | 19 |
| 14. | Disclaimer | 19 |
| 15. | Dates of Review/ Amendment | 20 |
| 16. | Schedule-A | 21-22 |
| 17. | Schedule-B | 23 |
| 18. | Annexure | 24-41 |

1. Introduction

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (the “**1992 Regulations**”) have been repealed and have been replaced by the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (the “**Insider Trading Regulations**”). In accordance with the stipulations of the Insider Trading Regulations, Quint Digital Limited (“**Company**”) had framed its code of conduct to regulate, monitor and report trading by its Designated Persons (*as defined below*) and Immediate Relatives (*as defined below*) of Designated Persons. The Company is required to ensure that its Code of Conduct is compliant with the Insider Trading Regulations. For ease of reference, Regulation 9(1) of the Insider Trading Regulations, pursuant to which the Company derives this obligation, is reproduced herein below:

“The board of directors of every listed company and 36[the board of directors or head(s) of the organisation of every intermediary shall ensure that the chief executive officer or managing director] shall formulate a code of conduct 37[with their approval] to regulate, monitor and report trading by its 38[designated persons and immediate relatives of designated persons] towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B 39[(in case of a listed company) and Schedule C (in case of an intermediary)] to these regulations, without diluting the provisions of these regulations in any manner.”

This Code of Conduct shall be called **the Code of Conduct to regulate, monitor and report trading in securities by Insiders (“Code”)**. The Code was adopted by the board of directors of the Company (“**Board of Directors**”) at their meeting held on March 20, 2019 and came into force w.e.f. April 1, 2019.

The amendments to this Code necessitated due to recent amendments under the Regulations made by Securities and Exchange Board of India and was approved by the Board of Directors at their meeting held on May 30, 2022, and such amendments will become applicable vis-à-vis the Company or such other persons (as applicable) from such dates as have been respectively prescribed under the Amendment Regulations.

This Code shall be applicable to all the Directors of the Company and Designated Persons and their Immediate Relatives. In the event of any conflict between this Code and the Insider Trading Regulations, the Insider Trading Regulations shall prevail.

2. Objective

The Code has been prepared by adopting the standards set out in Schedule B of the Regulations to regulate, monitor, and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations. The purpose of the Code is to maintain an ethical and transparent process while dealing in the Securities of the Company.

The Company is committed to preserve the confidentiality and prevent the misuse of any Unpublished Price Sensitive Information. The Company is further committed to adherence to all applicable laws and regulations set forth by the SEBI or the Stock Exchanges with regards to prevention of Insider Trading. As part of Company’s commitment to transparency and good governance this Policy has been framed with a view to preserve the confidentiality of unpublished price sensitive information, to prevent misuse of such information while trading in Company’s securities and to ensure fairness in dealing with all stakeholders.

3. Definitions

- (a) **“Act”** means the Securities and Exchange Board of India Act, 1992;
- (b) **“Board”** means the Board of Director of the Company;
- (c) **“Code”** means Code of Conduct to regulate, monitor and report trading in securities by Insiders;
- (d) **“Company”** means Quint Digital Limited;
- (e) **“Compliance Officer”** means the Company Secretary of the Company or any other senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of Trades and the implementation of this Code as required under the SEBI Regulations under the overall supervision of the Board of Directors;

Explanation – “financially literate” shall mean a person who has the ability to read and understand basic financial statements, i.e., balance sheet, profit and loss account, and statement of cash flows.

(f) **“Connected Person”** means-

- (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access;
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established:
 - (a) an Immediate Relative of Connected Persons specified in clause (b)(i) above; or
 - (b) a holding company or an associate company or a subsidiary company of the Company; or
 - (c) an intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992, or any modification thereof, or an employee or director thereof; or
 - (d) an investment company of the Company, trustee company of the Company, asset management company of the Company or an employee or director of any of the said companies; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of the board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in Section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Securities and Exchange Board of India; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company, or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than ten per cent of the holding or interest;

- (g) **“Designated Person”** shall mean the following:
- (i) Director(s) and Key Managerial Personnel(s) of the Company and its material subsidiaries;
 - (ii) Promoter(s) and Promoter Group of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
 - (iii) Executive secretaries/ assistants of Directors and Key Managerial Personnel(s);
 - (iv) Employees above Senior Manager grade excluding Editorial Staff;
 - (v) Employees of material subsidiaries of the Company designated based on their functional role or access to Unpublished Price Sensitive Information in the organization by their Board of Directors;
 - (vi) Employees upto two levels below chief executive officer of the Company and its material subsidiaries, irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information;
 - (vii) Any support staff of the Company such as IT staff or secretarial staff, legal staff, finance staff, strategy staff who have access to Unpublished Price Sensitive Information;
 - (viii) Employees of the Company, on a case-to-case basis, who could be reasonably expected to have access to Unpublished Price Sensitive Information relating to the Company, to be decided by the Chairman/Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis; and
 - (ix) Such other persons, including persons in a contractual, fiduciary, or advisory capacity with the Company, who may be designated as such from time to time, by the Chairman/Managing Director/Whole-Time Director/ Chief Financial Officer, in consultation with the Compliance Officer, for the purpose of this Code; and
 - (x) Immediate Relatives of the aforesaid persons.
- (h) **“Director”** means a member of the Board;
- (i) **“Generally Available Information”** means information that is accessible to the public on non-discriminatory basis.
- (j) **“Immediate Relative”** means spouse of a person, and includes parents, siblings, and children of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.
- (k) **“Insider”** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to Unpublished Price Sensitive Information
- (l) **“Leak of UPSI”** shall refer to such act/ circumstance(s) by virtue of which a UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in the public domain and which shall also include any purported attempt thereof.
- Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.
- (m) **“Legitimate Purpose”** shall have the meaning assigned to it in the Fair Disclosure Code.
- (n) **“Material Subsidiary”** shall have the meaning assigned to the term under the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, or any modification thereof and the expression “Material Subsidiaries” shall be construed accordingly.
- (o) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

- (p) **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (q) **“Securities”** means all instruments defined as such in the Securities Contracts (Regulations) Act, 1956 (42 of 1956) or any modification thereof.
- (r) **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, or any modification thereof.
- (s) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company, and the expression "Trade" shall be construed accordingly.
- (t) **“Trading day”** means a day on which the recognized stock exchanges are open for trading.
- (u) **“Unpublished Price Sensitive Information”** means any information, relating to the Company or its securities, directly or indirectly, that is not Generally Available Information which upon becoming Generally Available Information, is likely to materially affect the price of the securities and shall, ordinarily include but not be restricted to, information relating to the following:
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel;

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

4. IDENTIFICATION, PRESERVATION, AND COMMUNICATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- (1) Insiders shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No Insider shall pass on any information to any person directly or indirectly by way of making a recommendation for Trading in the Securities of the Company. Insiders shall not use Unpublished Price Sensitive Information to Trade in the Securities of the Company, whether for their own account or their Immediate Relative's account.
- (3) Unpublished Price Sensitive Information is to be handled on a "need to know" basis. Thus, Unpublished Price Sensitive Information should be disclosed only to those persons within the Company who need the information to discharge their duty and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse or actual misuse of the Unpublished Price Sensitive Information.
- (4) All files containing confidential information/ Unpublished Price Sensitive Information of the Company and/ or its subsidiaries & associates shall be kept secure by the Insider.
- (5) All reasonable measures must be taken to ensure that Unpublished Price Sensitive Information is adequately secured while held by users and in course of communication. The following shall be observed as minimum prudent practice:
 - (a) Documents containing Unpublished Price Sensitive Information shall not be left unattended in a manner permitting access, reading, or copying by unauthorized persons; persons working outside secure areas shall place such documents in closed storage whenever these are left unattended;
 - (b) Access to personal computers and laptops shall be restricted by use of personalized password and other measures to prevent unauthorized access;
 - (c) Documents containing confidential information/ Unpublished Price Sensitive Information shall only be conveyed to persons who need such information in the ordinary course of business. Confidential information/ Unpublished Price Sensitive Information by electronic transmission may only be conveyed:
 - to the unique address of the addressee
 - through the official address and using the official communication facilities provided by the Company

(6) Chinese Walls

To prevent the misuse of UPSI, the Company adopts the "Chinese Wall" policy, which separates those areas of the Company which routinely have access to UPSI, considered "inside areas" from those departments which deal with sale/ marketing or other departments providing support services, considered - "public areas".

"**Inside Areas**" shall be those in which Designated Persons are likely to get access to Unpublished Price Sensitive Information during the course of their work assignments;

"**Public Areas**" shall be the areas other than the Inside Areas wherein there is a possibility of misuse of Unpublished Price Sensitive Information;

However, Designated Persons in these areas are subject to the general principles governing

confidentiality and the handling and use of Unpublished Price Sensitive Information.

(7) Identification of Inside Areas and Public Areas

To prevent the misuse of confidential information/ Unpublished Price Sensitive Information, the Company has established procedures and processes which separate/ demarcate those areas of the Company which routinely have access to confidential information/ Unpublished Price Sensitive Information, considered "Inside Areas" from other departments providing support services, considered "Public Areas".

The Designated Persons in the Inside Area shall not communicate any Unpublished Price Sensitive Information to any one in Public Area.

Even on a particular side of the Chinese Wall, Unpublished Price Sensitive Information shall not be shared among Designated Persons, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and is on a need-to-know basis.

In exceptional circumstances (i.e., in furtherance of legitimate purposes, performance of duties or discharge of legal obligations) Designated Persons from Public Areas may be brought "over the wall" and given confidential information/ Unpublished Price Sensitive Information strictly on "need-to-know basis" under intimation to the Compliance Officer.

The Directors and Compliance Officer shall be considered above the Chinese Wall.

(8) Crossing the Chinese Wall

To complete or assist in a particular mandate or assignment of Inside Area of the Chinese Wall, assistance of Designated Person(s) in the Public Area may be required for discussion on or as a part of a team for such mandate or assignment. In such an instance, the Designated Person(s) in the Public Area would be considered as having "Crossed the Chinese Wall" and have come on the Inside Area of the Chinese Wall, only during the duration of the mandate / assignment. Approval of the head of the concerned business and the Compliance Officer must be obtained to Cross the Chinese Wall and such precautions taken, as may be stipulated. Compliance Officer will maintain the record of such approvals.

(9) Responsibilities post Crossing of the Wall

While any Designated Person from the Public Area is in the Inside Area after having crossed the Chinese Wall, he/ she shall not carry out his normal activities in respect of the Company if there is any conflict perceived with the work relating to which he has crossed the Chinese Wall. Designated Persons shall be provided with only such information as is reasonably necessary and appropriate for him to accomplish the purpose for which the Chinese Wall is crossed from the Public Area to the Inside Area.

(10) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

(11) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such

proceedings.

(12) Notwithstanding anything contained in this Code, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction only in the following instances which would:

- (a) entail an obligation to make an open offer under the Takeover Regulations where the Board is of the informed opinion that the proposed transaction is in the best interests of the Company; and
- (b) not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of the informed opinion that the sharing of such information is in the best interests of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to be made generally available at least two (2) Trading Days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

For the aforementioned purposes, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clauses (a) and (b) above and shall not otherwise Trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

5. Compliance Officer

- a. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules or issuing notifications for any modifications thereof for the preservation of "Unpublished Price Sensitive Information", pre-clearing of request for Trading of the Designated Persons and their Immediate Relatives, monitoring of trades and implementation of the Code under the overall supervision of the Board of Directors.
- b. The Compliance Officer shall place before the chairman of the Audit Committee, on a quarterly basis reports related to delayed submission or non-submission of the disclosures and any breach under this Code.
- c. The Compliance Officer shall maintain a record of the Designated Persons and any changes therein.
- d. The Compliance Officer shall review the trading plans to assess whether the plan would have any potential for violation of the Insider Trading Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities of the Company are listed.
- e. The Compliance Officer shall assist all the Designated Persons in addressing any clarification regarding the Insider Trading Regulations and this Code
- f. The Compliance Officer shall also be responsible for:
 - 1) Opening, closing and re-opening of the Trading Window.
 - 2) Pre-clearing trades in Securities.
 - 3) Obtaining necessary declarations.
 - 4) Granting relaxations from strict application of this Code based on the written explanations (where the Insider Trading Regulations permit for providing such relaxations).
 - 5) Monitoring of trades from time to time and
 - 6) Administration of this Code.
- g. The Compliance Officer shall also oversee that the Company complies with the disclosure requirements

in accordance with the principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information enclosed as **Schedule A** to this Code.

- h. To discharge his functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his function. In the performance of his duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.
- i. The Compliance Officer shall act as the focal point for dealings with the Securities and Exchange Board of India in connection with all matters relating to the compliance and effective implementation of the Insider Trading Regulations and this Code.
- j. The Compliance Officer shall report to the Board and in particular, shall provide reports to the chairman of the Audit Committee, if any, or to the chairman of the Board of Directors at such frequency as stipulated by the Board of Directors (which must not be less than once in a year).
- k. The Compliance Officer shall maintain records of all the undertakings, disclosures and applications made/submitted by the Designated Person for a minimum period of five (5) years.
- l. Any violation under the Regulations and this Code will be reported by the Compliance Officer to Stock Exchange(s) where the concerned securities are traded, in the format as specified by SEBI vide Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July, 23, 2020.

6. Prevention of misuse of unpublished price sensitive information

6.1 Trading Window

All Designated Persons shall execute Trades in the Securities of the Company only in a valid trading period called Trading Window prescribed hereunder and shall not execute any Trade or deal in any transaction involving the purchase or sale of the Company's Securities in their own name or in the name of their Immediate Relatives during the period when the Trading Window is closed or any other period as may be specified by the Company from time to time.

- a) The Company has designated a trading window ("**Trading Window**").
- b) The time for commencement of closing of Trading Window shall be decided by the Compliance Officer in consultation with the Managing Director/ Whole Time Director and shall be intimated to all the Designated Persons.
- c) The Trading Window for Trading in Securities of the Company shall be **closed** for the following purposes:
 - i. Declaration of financial results (quarterly and annual), standalone and consolidated, of the Company
 - ii. Declaration of dividends (interim and final)
 - iii. Changes in the capital structure
 - iv. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
 - v. Change in key managerial personnel
 - vi. any other event which the Compliance Officer in consultation with the Managing Director deem fit.

However, in case of declaration of financial results, the Trading Window shall be closed during the period beginning from the last day of any financial period for which results are required to be announced and ending 48 (forty-eight) hours after the public release of such results. In all other circumstances, the time for commencement of closing of Trading Window shall be as determined by the Compliance Officer in consultation with the Board of Directors.

Further, the gap between the clearance of accounts by the audit committee and the board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

- d) The Trading Window shall be opened 48 hours after the information referred to in Clause (c) above is made public, unless otherwise intimated by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming Generally Available Information and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the Unpublished Price Sensitive information becomes Generally Available Information.
- e) The Designated Persons and their Immediate Relatives shall not trade in the Company's Securities during the period when the Trading Window is closed.
- f) All the Designated Persons shall conduct all their dealings in the Securities of the Company only in a valid Trading Window and shall not undertake Trading when the Trading Window is closed or during any other period as may be specified by the Company from time to time.
- g) In case of employee stock options ("ESOPs"), exercise of ESOPs (in respect of which the exercise price was pre-determined in accordance with applicable law) may be allowed in the period when the Trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.
- h) The trading window restriction shall not apply for the below cases:
 - (i) Off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the policy, and both parties had made a conscious and informed trade decision.
 - (ii) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy, and both parties had made a conscious and informed trade decision.
 - (iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - (iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - (v) trades executed as per the trading plan set up in accordance with the policy.
 - (vi) Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer.
 - (vii) Transactions undertaken in accordance with respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

The Trading Window shall also be applicable to persons having contractual or fiduciary relation with the Company which may be assisting or advising the Company including but not limited to the statutory auditors, internal auditors, tax auditors, secretarial auditors or any other entity in such capacity from time to time may be identified by the Compliance Officer for compliance with the Trading Window restrictions.

6.2 Trading Plans

An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out on his behalf in accordance with such plan. The intimation on the formulation of the trading plan may be given to the Compliance Officer in the format specified in **Annexure-A** hereto. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

Such Trading Plan shall:

- (a) not entail commencement of Trading on behalf of the Insider earlier than six months from the public disclosure of the plan.
- (b) not entail Trading for the period between the twentieth (20th) Trading Day prior to the last day of any financial period for which results are required to be announced by the Company and the second (2nd) Trading Day after the disclosure of such financial results.
- (c) entail Trading for a period of not less than twelve (12) months.
- (d) not entail overlap of any period for which another trading plan is already in existence.
- (e) set out either the value of the Trades to be effected or the number of Securities to be traded along with the nature of the Trade and the intervals at, or dates on which such Trades shall be effected.
- (f) not entail Trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the Trading plan would have any potential for violation of the Insider Trading Regulations. The Compliance Officer may seek such express undertaking as may be necessary to enable assessment and to approve and monitor the implementation of the plan.

The Trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading plan, without being entitled to either deviate from it or to execute any Trade in the Securities outside the scope of the Trading plan.

Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become Generally Available Information at the time of the commencement of implementation. In such circumstances the Insider shall make a disclosure to that effect to the Compliance Officer, at least three days ahead of the commencement of the Trading Plan, and the Compliance Officer shall confirm commencement of the Trading Plan to be deferred until such Unpublished Price Sensitive Information becomes Generally Available Information.

Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

7. Restrictions and procedure for dealing in Company's securities

A. Pre-Clearance of Trades

During a valid Trading Window, the Designated Persons and their Immediate Relatives who intend to deal in the Securities of the Company in excess of ₹10,00,000/- whether in one transaction or a series of transactions over a calendar quarter, shall get the transactions pre-cleared in the manner enumerated below:

- a. an application in the prescribed form **Annexure-B** shall be made to the Compliance Officer indicating the estimated number of Securities of the Company that such person intends to deal in, and such other information as may be prescribed by the Company and should obtain pre-clearance of the Compliance officer.
- b. before the deal is executed, the Designated Persons or their Immediate Relatives (as the case may be) shall execute an undertaking in the prescribed form **Annexure-C** in favour of the Company incorporating inter-alia, the following clauses, as may be applicable:
 - (i) the concerned Designated Persons or their Immediate Relatives (as the case may be) do not have any access or has not received '**Unpublished Price Sensitive Information**' upto the date of signing of the undertaking;
 - (ii) in case the concerned Designated Persons or their Immediate Relatives have access to or receive '**Unpublished Price Sensitive Information**' after the signing of this undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his/her position and that he/she shall completely refrain from dealing in the Securities of the Company till such time such Unpublished Price Sensitive Information becomes Generally Available Information;
 - (iii) he/she has not contravened the Code as amended by the Company from time to time; and
 - (iv) he/she has made full and true disclosure in the matter.

In granting a pre-clearance, the Compliance Officer shall also have regard to whether any of the aforesaid declarations is reasonably capable of being rendered inaccurate.

- c. The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application. The Compliance Officer shall grant approval in the prescribed form **Annexure-D** within 2 days from the date of acknowledgement. The Compliance Officer shall retain copies of all applications & acknowledgements. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is based on possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent. If so, requested by the Compliance Officer, Designated person must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.
- d. The Managing Director or in his/ her absence, the Executive Director shall be responsible to approve the Trades of the Compliance Officer in the Securities of the Company.
- e. No Designated Person or their Immediate Relative shall apply for pre-clearance of any proposed Trade if such Designated Person is in possession of Unpublished Price Sensitive Information.
- f. The Designated Persons shall file the details of the trade with the Compliance Officer in the prescribed form **Annexure-E** within 2 (two) working days of from the date of execution of the Trade. In case the Trade is not undertaken, a report to that effect shall also be filed with the Compliance

Officer in the same form within 2 working days after expiry of seven trading days of pre-clearance approval.

B. Validity of Pre-Clearance Period

All Designated Persons of the Company and their Immediate Relatives who have sought pre-clearance shall execute their orders in respect of the Securities of the Company within seven (7) Trading Days after pre-clearance approval is received from the Compliance Officer of the Company. The date on which the order is executed shall be intimated to the Compliance Officer in the prescribed format. If the order is not executed within seven (7) trading days after the approval is given, the concerned Designated Person and his/ her Immediate Relative must get the proposed transaction pre-cleared again from the Compliance Officer of the Company.

C. Holding Period

All Designated Persons and their Immediate Relatives who buy or sell any number of shares of the Company shall not execute a contra trade i.e., sell or buy any number of shares during the next six (6) months following the prior transaction. The Compliance Officer may, however, grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Insider Trading Regulations. In case contra trade executed inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund administered by the Securities and Exchange Board of India under the Securities and Exchange Board of India Act.

The aforementioned restriction shall not be applicable for the Trades undertaken pursuant to exercise of ESOPs.

8. Disclosure & reporting requirements for transactions in Securities

8.1 General Provisions

All public disclosures required to be made pursuant to the SEBI Regulations, and this Code shall be made in the formats specified in the SEBI Regulations and this Code.

The disclosures to be made by any person under this Code shall include those relating to Trading by such person's Immediate Relatives, and by any other person for whom such person takes Trading decisions.

The disclosures of Trading in Securities shall also include Trading in derivatives of Securities, and the traded value of the derivatives shall be taken into account for purposes of disclosure. Provided that Trading in derivatives of Securities is permitted by any law for the time being in force.

8.2 Disclosures by certain persons

- **Initial Disclosures**

Every person on appointment as a Director or Key Managerial Personnel of the Company or upon becoming a Promoter or member of Promoter Group shall disclose his holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter, in the format specified in **Annexure-F** hereto.

- **Continual Disclosures**

- a. Every Promoter of the Company, member of the Promoter Group of the Company, Designated Person, director of the Company shall disclose to the Company the number of Securities acquired or disposed of within two (2) Trading Days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees (INR 10,00,000) in the format specified in **Annexure-G**.
- b. The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two (2) Trading Days of receipt of the disclosure or from becoming aware of such information.
- c. Disclosure of the incremental transactions after any disclosure as above, shall be made when the transactions effected after the prior disclosure cross the threshold limit specified in the Insider Trading Regulations.
- d. The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

Note: It has been confirmed by Stock Exchanges and Depositories that they have implemented the System Driven Disclosure ("SDD") in line with the circular dated September 09, 2020, and the same has gone live from April 01, 2021.

It is, therefore, clarified that for listed companies who have complied with requirements of the circular dated September 09, 2020, the manual filing of disclosures as required under Regulation 7(2) (a) & (b) of PIT Regulations is no longer mandatory.

- **Disclosures by other connected persons**

The Compliance Officer or the Company may also at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in securities of the Company

in and at such frequency in order to monitor compliance with the Insider Trading Regulations in the format prescribed specified in **Annexure-H**.

- **Other Disclosures from Designated Persons**

Without prejudice to anything contained in this Code:

- (a) Every Designated Persons and director of the Company shall submit particulars of his Immediate Relatives & their holdings in Securities of the Company in the specified format in **Annexure-I** to the Compliance Officer as of the date of joining the Company within one month of the date of joining and shall also notify promptly any change therein.
- (b) The annual Statement of Holdings in Securities in the format prescribed specified in **Annexure-J** shall be prepared as of March 31st every year and shall be submitted on or before April 15 of every calendar year.
- (c) In the event of separation from the services of the Company, Designated Persons shall submit particulars of transaction in securities upto the date of separation and a statement of holding as of that date.
- (d) Reporting requirements applicable to Designated Persons/Directors in respect of holding and transactions in securities shall apply equally to Immediate Relatives and shall be the responsibility of the concerned employee.
- (e) Designated Persons shall be required to disclose names and permanent account number or any other identifier authorized by applicable law of the following persons to the Company on an annual basis and as and when the information changes:
 - (i) Immediate Relatives
 - (ii) persons with whom such Designated Person(s) share a material financial relationship
 - (iii) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which the Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

For the purpose of this Code, “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

9. Institutional Mechanism for prevention of Insider Trading

The Chief Executive Officer or the Managing Director or such analogous person as determined by the Board shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these Code and SEBI Regulations to prevent insider trading.

The internal controls shall include the following:

- a) all Employees who have access to Unpublished Price Sensitive Information are identified as designated Person;
- b) all the Unpublished Price Sensitive information shall be identified, and its confidentiality shall be maintained as per the requirements of the SEBI Regulations;
- c) adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the SEBI Regulations;
- d) lists of all Employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained, and confidentiality agreements shall be signed, or notice shall be served to all such Employees and persons;
- e) all other relevant requirements specified under the SEBI Regulations shall be complied with; and
- f) periodic process review to evaluate the effectiveness of such internal controls.

The Board of Directors shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with this Code.

The Audit Committee of the Company shall review compliance with the provisions of the SEBI Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

The policy and procedure for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information is enclosed as **Schedule A** and forms an integral part of this policy.

The Company shall have a whistle-blower policy and make Employees aware of such policy to enable Employees to report instances of leak of Unpublished Price Sensitive Information.

If an inquiry has been initiated by the Company in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

Intermediary or fiduciary engaged by the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the SEBI Regulations to prevent insider trading.

The Company shall engage such Intermediary or Fiduciary who have formulated Code of Conducts as per required under SEBI (Prohibition of Insider Trading) Regulations, 2015 to govern trading in securities by their designated persons and for handling the UPSI in their organization.

10. Penalty for contravention

Any Designated Person or Insider who trades in Securities or communicates, provides or allows access to any information for Trading in Securities in contravention of the Code, shall be penalized, and appropriate action taken shall be taken against him/her by the Company basis his/ her seniority, number and nature of contraventions.

The penalty imposed/action by the Company may include but shall not be restricted to:

- Reprimanding of defaulting Designated Person/Insider;
- Ban from engaging in any trade of the securities of the Company (including the exercise of stock options);
- Suspension from employment;
- Ban from participating in all future employee stock option schemes, including lapse of all existing options;
- No increment and/or bonus payment; and/or
- Termination from employment;
- Disgorgement of the gain accrued through the transactions in violation of the Code.

In addition to the action which may be taken by the Company, the persons violating the Regulations and/ or this Code shall also be subject to actions, under Section 15G of the Act pursuant to which they may be liable to penalty which shall not be less than Rs. 10,00,000 (Indian Rupees Ten Lakh) and which may extend to Rs. 25,00,00,000 (Indian Rupees Twenty-Five Crores) or 3 (three) times the amount of the profits made out of insider trading, whichever is higher; under Section 24 of the Act pursuant to which they may be liable to imprisonment for a term which may extend to 10 (ten) years and/or fine which may extend to Rs. 25,00,00,000 (Indian Rupees Twenty-Five Crores); and other applicable laws.

If it is observed by the Board that there has been violation of SEBI Regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the SEBI from time to time.

Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

The Company is empowered to take appropriate action against any person who violates this Code. Such action may include wage freeze, suspension, ineligibility for future participation in employee stock option plan, recovery, etc.

When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The onus is on the Insiders to prove that they are innocent.

11. Protection against retaliation and victimization

Any employee of the Company (regular or contractual) or a Director (collectively referred to as "Informant") who may become privy to information relating to violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur may file a Voluntary Information Disclosure Form ("VIDF") with SEBI disclosing the said information. The VIDF can be downloaded from <https://www.sebi.gov.in/>

The Company shall not, directly or indirectly, discharge, terminate, demote, suspend, harass, threaten or discriminate against an Informant who files a VIDF, irrespective of whether the information is considered or rejected by SEBI or whether the Informant is eligible for a reward by reason of:

- filing VIDF;
- testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from co-operating with SEBI in any manner.

It is hereby clarified that in furtherance of the objective of protection against retaliation and victimization, an employee, as defined above, will not be required to establish that:

- SEBI has taken up any enforcement action in furtherance of the information provided by such employee; or
- the information provided fulfills the criteria of being considered as an original information as defined under the SEBI Regulations.

The Company shall not allow or tolerate any retaliation or use of any methods mentioned hereinabove by respective department head or any other person or group, directly or indirectly, against anyone who, in good faith, files VIDF or provides assistance to SEBI. If an Informant believes that he/ she has been subject to retaliation or victimization by his/ her employer, the Informant may approach the competent court or tribunal for appropriate relief.

12. Clarification

For all queries concerning this Code, please contact the Compliance Officer.

13. Amendment and Modification

The decision of the Board of Directors with regard to any or all matters relating to this Code shall be final and binding on all concerned. This Code shall be reviewed from time to time, and the Board of Directors shall have the power to modify, amend or replace this Code in part or full, as may be thought fit from time to time in their absolute discretion. Statutory amendments in PIT Regulations shall be implemented by the Compliance Officer with immediate effect.

14. 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.

15. DATES OF REVIEW/ AMENDMENT

| S.No. | Date of review/amendment |
|--------------|---------------------------------|
| 1. | May 30, 2022 |

SCHEDULE A

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code” or “Code”)

[Pursuant to Regulation 8 (1) read with Schedule A of the SEBI [Prohibition of Insider Trading) Regulations, 2015]

The Board of Directors of the Company is committed to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all stakeholders. The Company upholds the basic tenets of Corporate Governance and to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework of the Company by prohibiting and regulating such activities within the applicable law.

The Code was adopted by the Board of Directors at their meeting held on March 20, 2019 and came into force w.e.f. April 1, 2019 and subsequently reviewed and approved with certain amendments in the same on May 30, 2022.

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in relation to the securities of the Company, is framed in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the 'Regulations'), as amended from time to time.

In terms of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the 'Code'), the Company will ensure:

- Prompt public disclosure of unpublished price sensitive information ('UPSI') that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available i.e. make the information available to the public on a non-discriminatory basis.
- Uniform and universal dissemination of UPSI to avoid selective disclosure.
- Prompt dissemination of UPSI that may get disclosed selectively, inadvertently, or otherwise, to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, other than news reports motivated by vested interests, the clarification of which is likely to be detrimental to the interests of the Company and the shareholders or to the advantage of the Company's competitors, existing or potential.
- That information shared with analysts and research personnel is not UPSI.

During interactions with the investor community, the Company will ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders. In the unlikely event of any UPSI being disclosed selectively, inadvertently, or otherwise, at a meeting with analysts or at any investor relations conference, such UPSI would be promptly communicated to the Stock Exchanges where the Company's securities are listed.

Material content of communication shared with analysts and at investor relations conferences will be put up on the Company's corporate website either in the form of FAQs or in any other appropriate manner for general dissemination.

The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

The Company will ensure that handling of all UPSI is on a need-to-know basis. UPSI may however be disclosed to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

UPSI shall be considered to be communicated for legitimate purpose when any employee or any other insider (who is in possession of such information):

- communicates such information, in the ordinary course of business, to the auditors, lenders, customers, suppliers, legal advisers, merchant bankers, partners, collaborators, insolvency professional or any other advisers or consultants as may be considered necessary;
- submits or provides such information to a court of law or any governmental or regulatory authority;
- communicates or shares such information for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company ('the Board').

Any person or entity in receipt of UPSI pursuant to 'legitimate purpose', as stated above, shall be considered an 'Insider' for the purpose of the Regulations and due notice shall be given to such person or entity to maintain confidentiality of the UPSI.

The Compliance Officer of the Company has been designated/ called as the “Chief Investor Relations Officer” for the purpose of dealing with dissemination of information and disclosure of UPSI relating to the Company to the investors, analysts, press and electronic/ social media.

The Code will be posted on the Company's corporate website www.quintdigitalmedia.com.

The Code is subject to review by the Board as and when deemed necessary.

SCHEDULE B

[See sub-regulation (2) of regulation 9A]

Adequate and effective system of internal controls to ensure compliance with Insider Trading Regulations

The internal controls adopted by the Company are as follows:

- (a) All employees who have access to Unpublished Price Sensitive Information have been identified as Designated Persons and all such employees who will get access to Unpublished Price Sensitive Information will be identified as Designated Persons;
- (b) All the Unpublished Price Sensitive Information shall be identified by the Compliance Officer (individually or in consultation with the appropriate designation holder) from time to time and its confidentiality shall be maintained in accordance with the Insider Trading Regulations including by way of (i) entering into non- disclosure agreements; (ii) entering into confidentiality agreements; (iii) serving notice on the recipient of such Unpublished Price Sensitive Information to maintain confidentiality of the Unpublished Price Sensitive Information;
- (c) adequate restrictions have been placed on communication or procurement of Unpublished Price Sensitive Information (including by way of this Code) in accordance with the Insider Trading Regulations;
- (d) maintenance of a list of employees of the Company and other persons with whom Unpublished Price Sensitive Information is shared, from time to time;
- (e) to enter into confidentiality agreements with employees of the Company and other persons with whom Unpublished Price Sensitive Information is shared, from time to time or to serve a notice to all such employees of the Company and such persons stating maintenance of confidentiality with respect to the Unpublished Price Sensitive Information;
- (f) to ensure compliance with all the provisions of the Insider Trading Regulations;
- (g) undertake periodic process review to evaluate effectiveness of the internal controls.

APPLICATION FOR ANNUAL TRADING PLAN

To
Compliance officer
Quint Digital Limited

1. Name of the Applicant:
2. PAN:
3. No of securities held in the Company as on date:
4. Approval sought for:
 - Self
 - Immediate relative
5. Trading plan belongs for a period of ----- months i.e. for a period commencing from ----- and ending on -----.
6. Details of proposed trade:

| S. No. | Nature of transaction (Sale/Purchase) | Date of transaction/ period/ interval for transaction | Value of trade/No. of securities transacted | Conditions/ Remark |
|--------|---------------------------------------|---|---|--------------------|
| | | | | |

Undertaking:

1. I will not commence trading during earlier than six months from the date of disclosure of the plan.
2. I do not have overlapping trading plan for the same period.
3. In the event that I have access to or received any information that could be construed as “price sensitive information” as defined in the Code, at the time of formulating and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
4. I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.
5. I hereby declare that the information given is true, complete and accurate
6. I undertake to abide by this trading plan once approved and shall furnish such declarations disclosures as may be deemed necessary by compliance officer for monitoring trading plan.
7. I shall not use this trading plan as a tool for market abuse.

Signature of Designated employee:

Name:

Date:

For use of compliance officer:

| Application received date | Approval Date | Approval Number |
|---------------------------|---------------|-----------------|
| | | |

Approval granted for trading plan for a period of -----months commencing from ----- to -----.

Notification to stock exchange:

Signature of the Compliance officer:

Date:

Note: Please provide all the information. Incomplete forms will not be accepted.

APPLICATION FOR PRE-CLEARANCE

Date:

To,
The Compliance Officer,
Quint Digital Limited

Dear Sir/Madam,

Application for Pre-clearance of trade in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/sale/subscription of securities of the Company as per details given below:

| S. No. | Particulars | Details |
|--------|--|---------|
| 1. | Name | |
| 2. | Designation | |
| 3. | Department | |
| 4. | PAN | |
| 5. | Employee Code | |
| 6. | Number of securities held at the time of declaration | |
| 7. | Folio No. / DP ID / Client ID No. | |
| 8. | Nature of transaction | |
| 9. | Proposed date of dealing in securities | |
| 10. | Estimated number of securities proposed to be acquired/subscribed/sold | |
| 11. | Estimated Value | |
| 12. | Current market price (as on date of application) | |
| 13. | Whether the proposed transaction will be through stock exchange or off-market deal | |

| | | |
|-----|---|--|
| 14. | In case of Off Market deal, please provide details from where the securities will be credited / debited: a) Folio No. /DP ID / Client ID No. b) PAN | |
|-----|---|--|

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

Signature:

Name:

Designation:

Department:

UNDERTAKING TO BE SUBMITTED ALONG WITH THE APPLICATION FOR PRE- CLEARANCE

To,

The Compliance Officer
Quint Digital Limited

I, -----(Name), residing at, ----- (Address) am desirous of trading in shares of the Company as mentioned in my application dated-----for pre-clearance of the transaction.

As required by the Code for Prohibition of Insider Trading of Quint Digital Limited, I hereby state that:

- a) I have no access to, nor do I have any information that could be construed as unpublished price sensitive information (as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code) up to the time of signing this Undertaking;
- b) In the event that I have access to or received any information that could be construed as "price sensitive information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- c) I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
- d) I undertake to submit the necessary report within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;
- e) That if approval is granted; I shall execute the deal within 7 (seven) trading days of the receipt of approval failing which I shall seek pre-clearance again.
- f) That I will not enter into an opposite transaction during the next six months following the transaction under this approval without previous approval of the Compliance officer.
- g) I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- h) I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time;
- i) I hereby declare that the information given is true, complete and accurate. In case any of the information is found to be false and I am aware of that I may be held liable for it.

Signature:

Name:

Date:

Place:

PRE-CLEARANCE APPROVAL

To,

----- (Applicant)

With reference to your application dated----- seeking approval for undertaking certain transactions in securities of the Company detailed therein, please be informed that you are hereby authorized to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This is to inform you that your request for dealing in ----- equity shares of the Company as mentioned in your application dated ----- is approved. Please note that the said transaction must be completed on or before ----- that is within 7 trading days from date of this order.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the **Annexure-E** within 2 days from the date of transaction. In case the transaction is not undertaken a 'Nil' report shall be necessary to be submitted in **Annexure-E**.

Yours faithfully,

For Quint Digital Limited

Compliance officer

Name:

Date:

DISCLOSURE OF PRE-APPROVED TRANSACTIONS

Date:

To,
The Compliance Officer
Quint Digital Limited

DETAILS OF PRE-APPROVED TRANSACTION

Dear Sir/Madam,

I, _____ (Name), _____ (Address),
 _____ (Department) of the Company/ connected with the Company in the capacity
 of _____ have received pre clearance approval for purchase / sale /
 subscription (“Trade”) of the securities of the Company vide pre clearance approval letter dated
 _____.

In this regard, I hereby submit that I: *(strike off which is not applicable)*

- Have not Traded in the securities of the Company.
- Have Traded in the securities of the Company as per the following details:

| Name of Applicant (who applied for preclearance) | Traded By/ on behalf of | No. of Securities (including derivatives) dealt with | Bought/ Sold/ Subscribed | DP ID/ CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited | Relationship with Designated Person (In case the person executing the trade is not the designated person) | Transaction Value (Rs) | Present Holding (No. of Shares) |
|--|-------------------------|--|--------------------------|---|---|------------------------|---------------------------------|
| | | | | | | | |

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker’s contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I further agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(Applicable in case of purchase/ subscription).*

I hereby declare that the above information is correct and no provisions of the Code and or the Applicable Laws/Regulations have been violated in effecting the aforesaid trade.

I hereby confirm that I did not have any access to or have not received any “Price Sensitive Information” upto the time of execution of this transaction. I have made full and true disclosure in the matter.

Yours truly,

Name:

Designation:

Date:

Place:

***Strike out whichever is not applicable.**

FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)-Disclosure on becoming a Key Managerial
Personnel/Director/Promoter/Member of the promoter group]**

Name of the Company: Quint Digital Limited

ISIN of the Company: INE641R01017

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of Promoter Group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/DIN & Address with contact nos. | Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/ others, etc.) | Date of appointment of KMP/ Director / Date of becoming Promoter/ Member of the promoter group | Securities held at the time of appointment of KMP/ Director or upon becoming Promoter or member of the promoter group | | % of Shareholding |
|--|--|--|---|-----|-------------------|
| | | | Type of security (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlements etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 | 6 |
| | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

| Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group | | | Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group | | |
|--|---------------------------------------|-------------------------------|--|---------------------------------------|-------------------------------|
| Contract Specifications | Number of units (contracts* lot size) | Notional value in Rupee terms | Contract Specifications | Number of units (contracts* lot size) | Notional value in Rupee terms |
| 7 | 8 | 9 | 10 | 11 | 12 |
| | | | | | |

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)-Continual Disclosure]

Name of the Company: Quint Digital Limited

ISIN of the company: INE641R01017

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/DIN, & address with contact nos. | Category of Person (Promoter/member of the promoter group/designated person/Directors/immediate relative to/others etc.) | Securities held prior to acquisition/ disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition / disposal (on market/public rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.) | Exchange on which the trade was executed |
|---|--|---|---------------------------|---|-----|-------|--|---|---------------------------|---|----|-------------------------------|--|--|
| | | Type of securities (For eg: Shares, Warrants, Convertible Debentures, Rights entitlements etc.) | No. and % of shareholding | Type of securities (For eg.:Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. | Value | Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify) | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. and % of shareholding | From | To | | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
| | | | | | | | | | | | | | | |

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

| Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | | | Exchange on which the trade was executed |
|---|-------------------------|----------------|--|----------------|--|--|
| Type of Contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 16 | 17 | 18 | 19 | 20 | 21 | 22 |
| | | | | | | |

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Signature:

Name:

Designation:

Date:

Place:

FORM D
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

To,
The Compliance Officer
Quint Digital Limited

Details of trading in securities by other connected persons as identified by the company:

| Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company | Connection with company | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/disposal | | Date of allotment advice/ acquisition of shares/ disposal of shares specify | | Date of intimation to company | Mode of acquisition/disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc. | Exchange on which the trade was executed |
|---|-------------------------|---|---------------------------|---|----|-------|--|---|----------------------------|---|----|-------------------------------|---|--|
| | | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. and % of shareholding | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No | Value | Transaction Type (Purchase/ Sale/ Pledge/ Revocation / Invocation / Others-please specify) | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. and % of share holding | From | To | | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
| | | | | | | | | | | | | | | |

Note:

(i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company:

| Trading in derivatives (Specify type of contract, Futures or Options etc.) | | | | | | Exchange on which the trade was executed |
|--|-------------------------|----------------|--|----------------|--|--|
| Type of Contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 16 | 17 | 18 | 19 | 20 | 21 | 22 |
| | | | | | | |

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Signature:

Name:

Designation:

Date:

Place:

DISCLOSURE RELATING TO IMMEDIATE RELATIVES AND THEIR HOLDINGS

To,
The Compliance Officer
Quint Digital Limited

I. Details of Designated person:

| | |
|---|--|
| Name | |
| Employee Code | |
| Designation | |
| Department | |
| Category of Person (Directors /KMP /Senior Managerial Personnel/ employee / immediate relatives / others etc.) | |
| PAN/DIN | |

II. Details relating to Immediate Relatives:

| S. No | Particulars | Name | PAN & Address | Telephone / Mobile No. | No. and % of total Shareholding | Whether financially dependent or consults you for trading decisions (Y/N) |
|--------------|--------------------|-------------|--------------------------|-------------------------------|--|--|
| 1. | Spouse | | | | | |
| 2. | Father | | | | | |
| 3. | Mother | | | | | |
| 4. | Spouse's Father | | | | | |
| 5. | Spouse's Mother | | | | | |
| 6. | Son | | | | | |
| 7. | Son's Wife | | | | | |
| 8. | Daughter | | | | | |
| 9. | Daughter's husband | | | | | |
| 10. | Brother | | | | | |
| 11. | Sister | | | | | |

| | | | | | | |
|-----|---|--|--|--|--|--|
| 12. | Spouse's Brother | | | | | |
| 13. | Spouse's Sister | | | | | |
| 14. | If you are member of Hindu Undivided | | | | | |
| 15. | Name of persons with whom material financial relationship* is shared | | | | | |

“Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

“Material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

“Immediate relative” means a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities

Signature:

Name:

Designation:

Date:

Place:

ANNUAL DISCLOSURE

To,
The Compliance Officer
Quint Digital Limited

This is to inform you that the Insider Trading related declaration for this financial year/period i.e.-----has been submitted by following:

I. Details of Designated person:

| | |
|--|--|
| Name | |
| Employee Code | |
| Address | |
| Designation | |
| Department | |
| Category of Person (Directors/ KMP/ Senior Managerial Personnel/ employee/ immediate relatives/ others etc.) | |
| PAN/ DIN | |
| Telephone/ Mobile No | |
| Name of Educational Institutions (One-Time Basis) | |
| Name of Past Employers (One-Time Basis) | |
| Transactions made during the financial year: | |
| <ul style="list-style-type: none"> • Opening balance of the securities of the Company held as on April 1, 20__(year) • Purchase/sale made during the year • Closing balance of the securities of the Company held as on April 1, 20__(year) | |

II. Details relating to Immediate Relatives:

| Name of Immediate Relatives | Relationship | PAN & Address | Telephone / Mobile No. | Transactions made during the financial year | | | DP ID/ CI. ID |
|-----------------------------|--------------|---------------|------------------------|---|-------------------------------------|---|---------------|
| | | | | Opening balance of the securities of the Company held as on April 1, 20 | Purchase/ sale made during the year | Closing balance of the securities of the Company held as on April 1, 20 | |
| | | | | | | | |
| | | | | | | | |

III. Details relating to persons with Material Financial Relationship:

| Name of the person with whom designated person shares a Material Financial Relationship | PAN & Address | Telephone / Mobile No. used by such person | Transactions made during the financial year | | | DP ID/ CI. ID |
|---|---------------|--|---|-------------------------------------|---|---------------|
| | | | Opening balance of the securities of the Company held as on April 1, 20__ | Purchase/ sale made during the year | Closing balance of the securities of the Company held as on April 1, 20__ | |
| | | | | | | |
| | | | | | | |

“Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

“Immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

“Material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct for Prevention of Insider Trading and Prohibition of Unfair Trade Practices Relating to the Securities Market (the “Code”) of the Company.

I/We have no access to, nor do I have any information that could be construed as Unpublished Price Sensitive Information (“UPSI”) (as defined in the Code).

In the event that I have access to or receive any information that could be construed as “price sensitive information” as defined in the Code, I shall inform the Compliance Officer of the Company about shared UPSI details, if any, and shall completely refrain from dealing in the securities of the Company until such information becomes public.

Signature:

Name:

Designation:

Date:

Place:

