



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

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars (defined below)

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Notice is hereby given to the Members of Quint Digital Limited ( “**QDL**” or the “**Company**”) (formerly Quint Digital Media Limited) that in terms of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended and including any statutory modifications, amendments or re-enactments thereto, (“**Act**”), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 ( “**Management Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (“**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR**”) and any other applicable laws including any statutory modification or re-enactment thereof for the time being in force, the Company is seeking consent of its Members for the resolutions as set-out hereinbelow, through the Postal Ballot (“**Postal Ballot**”) by way of voting through electronic means (“**E-voting**”).

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

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2024, or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Management Rules as well as the framework provided under the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send the Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or Registrar and Transfer Agent, Depository/ Depository Participants and the communication of assent/ dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

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

The Board of Directors of the Company now propose to obtain the consent of the members by way of the Postal Ballot for the matters as considered in the resolutions appended below. The Explanatory Statement, pursuant to Section 102 of the Act read with the applicable provisions of the SEBI LODR, pertaining to the said resolutions setting out material facts and the reason for the resolutions is also annexed.

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

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## **QUINT DIGITAL LIMITED**

**(formerly known as Quint Digital Media Limited)**

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

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

**Website: [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com), email: [cs@thequint.com](mailto:cs@thequint.com), CIN: L63122DL1985PLC373314**



## SPECIAL BUSINESS

### 1. APPROVE THE REMUNERATION OF MS. RITU KAPUR, MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Schedule V of the Act (including any statutory modification(s) or re-enactment(s) notified thereunder, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the Members be and is hereby accorded to ratify and approve the remuneration of Ms. Ritu Kapur (DIN: 00015423), Managing Director and Chief Executive Officer of the Company (who was appointed via postal ballot for a period of 5 years w.e.f. February 19, 2021 till February 18, 2026) for the remaining period of 2 (Two) years of her tenure i.e. from February 19, 2024 to February 18, 2026, in the below manner:

- A. **Salary:** Annual gross salary of up-to Rs 12,00,000 (including various allowances and excluding the perquisites and expense reimbursements as specified below) to be paid periodically in according with the company’s normal payroll practice and subject to withholdings.
- B. **Variable Pay:** Annual Variable pay, if any, each fiscal year, less applicable withholdings, subject to Company’s achievements of certain fiscal milestones as determined by the Board of Directors in its sole discretion.
- C. **Perquisites:** In addition to the salary specified above, Ms. Ritu Kapur would be entitled to the following perquisites in accordance with company’s policy as in effect from time to time:
  - Medical Insurance
  - Accidental Insurance
  - Term Life insurance
  - Other employee benefits plan

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

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Nomination and Remuneration Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/Committee to exercise the powers conferred on the Board by this Resolution) be and are hereby authorized to grant increment, increase, modify, vary or alter the terms of appointment including but not limited to the salary, perquisites, allowances, commission and other benefit subject to the overall ceiling perquisites under the Act or any other statutory modification thereto or re-enactments thereto and other applicable regulations, from time to time.

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

**RESOLVED FURTHER THAT** the Board and the Company Secretary of the Company be and are hereby severally authorized to do all such deeds, things and acts as may be required for above said purpose including but not limited to obtaining necessary approvals - statutory, contractual or otherwise, to file necessary forms with the concerned Registrar of Companies and to take such incidental & consequential actions as may be necessary in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution."

## 2. APPROVAL FOR TERMINATION OF THE MASTER FRANCHISE AGREEMENT

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

"**RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company's policy on the Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company

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and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, the consent of the Members be and is hereby accorded to terminate the Master Franchise Agreement, entered between Quintype Technologies India Limited, step-down subsidiary of the Company and BK Media (Isle of Man) Private Limited (*earlier known as BK Media Mauritius Private Limited*) and payment of a settlement amount of USD 1,985,400, subject to closing adjustments, if any, to BK Media (Isle of Man) Private Limited, on mutually agreed terms and conditions and on an arm's length basis."

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s), writing(s) including modification(s) and alteration(s) of term(s) and condition(s) to give effect above resolution, and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company."

### 3. **APPROVAL FOR INCREASING THE INVESTMENT LIMIT IN QUINTYPE TECHNOLOGIES INDIA LIMITED**

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

**"RESOLVED THAT** in supersession of the earlier resolution passed by the Members on September 23, 2022 and pursuant to the applicable provisions of Section 188, if any, and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment(s)) notified thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company's policy on Related Party transaction(s), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, the consent of the Members be and is hereby accorded to make investment upto INR 100 Crores (Indian Rupee One Hundred Crores), in one or more tranches, during a period of five years ending on March 31, 2029, in Quintype Technologies India Limited, a related party within the meaning of the Section 2(76) of the Act, by subscribing to equity shares and/ or compulsory convertible preference shares and/ or compulsorily convertible debentures or any other equity linked instrument to be issued by Quintype Technologies India Limited by way of a Rights Issue/ Preferential Issue or any

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other permissible modes in compliance with the applicable regulatory provisions including the provisions of the Act, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s), writing(s) including modification(s) and alteration(s) of term(s) and condition(s) to give effect above resolution including with the power to transfer/ dispose of the investments so made, from time to time, and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

**4. APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013 FOR GRANTING OF LOAN(S), PROVISION OF GUARANTEE(S) ETC. TO QUINTYPE TECHNOLOGIES INDIA LIMITED**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Member on April 3, 2023, and pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules (including any statutory modification(s) or re- enactment(s)), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the Members be and is hereby is accorded to revise and increase the limits for granting loan or giving guarantee or providing security, for an amount upto INR 50 Crores (Indian Rupee Fifty Crores) by the Company to Quintype Technologies India Limited (CIN: U72200KA2015FLC082998), a related party within the meaning of the Section 2(76) of the Act, in one or more tranches, during a period of five years ending on March 31, 2029, on mutually agreed terms and conditions and on an arm’s length basis, which shall be used for its principal business activities only.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s) including

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modification(s) and alteration(s) of term(s) and condition(s) with respect to granting of loans, giving guarantees and providing security and give such directions as may be deemed necessary or expedient to give effect above resolution and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

**5. APPROVAL FOR GRANTING OF LOAN(S), PROVISION OF GUARANTEE(S) ETC. TO QUINTYPE TECHNOLOGIES INDIA LIMITED, A MATERIAL RELATED PARTY TRANSACTION**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Member on April 3, 2023, and pursuant to the applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies Rules, 2014 (including any statutory modification(s) or re- enactment(s)), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, the consent of the Members be and is hereby accorded for revising and increasing the limits for granting loan or giving guarantee or providing security, for an amount upto INR 50 Crores (Indian Rupee Fifty Crores) by the Company to Quintype Technologies India Limited (CIN: U72200KA2015FLC082998), a related party within the meaning of the Section 2(76) of the Act, in one or more tranches, during a period of five years ending on March 31, 2029, on mutually agreed terms and conditions and on an arm’s length basis, which shall be used for its principal business activities only.”

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s) including modification(s) and alteration(s) of term(s) and condition(s) with respect to granting of loans, giving guarantees and providing security and give such directions as may be deemed necessary or expedient to give effect above resolution and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

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## 6. APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION WITH RELATED PARTIES

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

**“RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on the Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, the consent of the Members be and is hereby accorded to grant approval for the below mentioned related party transaction(s) entered and/ or to be entered, in one or more tranches, on mutually agreed terms and conditions, in the ordinary course of business and on an arm’s length basis, for period of 3 financial years ending on March 31, 2027:

#	Name of the Related Party	Description of the contract/ transactions	Maximum value (for each Financial Year)
1.	Quintype Technologies India Limited	Cost sharing, Website development and maintenance and other incidental services including reimbursement of related expenses.	INR 10 Crores
2.	Spunklane Media Private Limited	Purchase and sale of content, cost sharing, professional & editorial services, advertising services and other incidental services	INR 10 Crores
3.	RB Diversified Private Limited	Cost sharing and professional services and other incidental services	INR 10 Crores
4.	YKA Media Private Limited	Purchase and sale of content, cost sharing, professional & editorial services, advertising services and other incidental services	INR 4 Crores

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s) including modification(s) and alteration(s) of term(s) and condition(s) with respect to aforesaid transaction and

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

**7. APPROVAL FOR THE MATERIAL RELATED PARTY TRANSACTION(S) AMONGST QUINTYPE TECHNOLOGIES INDIA LIMITED AND QUINTYPE TECHNOLOGIES INC.**

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

“**RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to grant approval for the below mentioned related party transaction(s) entered and/ or to be entered, in one or more tranches, on mutually agreed terms and conditions, in the ordinary course of business and on an arm’s length basis:

<b>Name of the Related Party</b>	<b>Description of the contract/ transaction</b>	<b>Period</b>	<b>Maximum value (each financial year in Crores)</b>
Quintype Technologies India Limited, step-down subsidiary of the Company; and  Quintype Technologies Inc., Joint Venture Entity	Sale of products, licensing of platform (including hosting and infrastructure), provision of human resource, administration, finance and other back-office support functions, research and development, and other incidental services to Quintype Technologies Inc.	6 (Six) years	FY 24-25- upto INR 10 crores FY 25-26- upto INR 15 crores FY 26-27- upto INR 25 crores FY 27-28- upto INR 35 crores FY 28-29- upto INR 50 crores FY 29-30- upto INR 65 crores

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**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s), writing(s) including modification(s) and alteration(s) of term(s) and condition(s) to give effect above resolution, and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.

**8. APPROVAL FOR THE MATERIAL RELATED PARTY TRANSACTION(S) AMONGST QUINTYPE TECHNOLOGIES INC. AND QUINTYPE SERVICES INDIA PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to grant approval for the below mentioned related party transaction(s) entered and/ or to be entered, in one or more tranches, on mutually agreed terms and conditions, in the ordinary course of business and on an arm’s length basis:

Name of the Related Party	Description of the contract/ transaction	Period	Maximum value (each financial year in Crores)
Quintype Technologies Inc. (“ <b>QT Inc.</b> ”); and  Quintype Services India Private Limited (“ <b>QT Services</b> ”), wholly owned subsidiary of the QT Inc.	QT Services will inter alia provide certain services like resources (people, infrastructure), back-office support functions including administration, finance, and other incidental services to QT Inc.	6(Six) years	FY 24-25- upto INR 5 crores FY 25-26- upto INR 15 crores FY 26-27- upto INR 20 crores FY 27-28- upto INR 25 crores FY 28-29- upto INR 30 crores FY 29-30- upto INR 40 crores

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**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s), writing(s) including modification(s) and alteration(s) of term(s) and condition(s) to give effect above resolution, and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.

**9. APPROVAL FOR THE MATERIAL RELATED PARTY TRANSACTION(S) AMONGST QUINTYPE TECHNOLOGIES INDIA LIMITED AND QUINTYPE SERVICES INDIA PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to grant approval for the below mentioned related party transaction(s) entered and/ or to be entered, in one or more tranches, on mutually agreed terms and conditions, in the ordinary course of business and on an arm’s length basis:

<b>Name of the Related Party</b>	<b>Description of the contract/ transaction</b>	<b>Period</b>	<b>Maximum value (each financial year in Crores)</b>
Quintype Technologies India Limited, step-down subsidiary of the Company; and  Quintype Services India Private Limited, wholly owned subsidiary of the Quintype Technologies Inc.	Engineering resources, human resources on common functions like sales, marketing, HR, finance, admin and other incidental services	6(Six) years	FY 24-25- upto INR 5 crores FY 25-26- upto INR 7 crores FY 26-27- upto INR 10 crores FY 27-28- upto INR 12 crores FY 28-29- upto INR 15 crores FY 29-30- upto INR 20 crores

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

**Website: [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com), email: [cs@thequint.com](mailto:cs@thequint.com), CIN: L63122DL1985PLC373314**



**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s), writing(s) including modification(s) and alteration(s) of term(s) and condition(s) to give effect above resolution, and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

**10. APPROVAL FOR THE MATERIAL RELATED PARTY TRANSACTION(S) AMONGST QUINTYPE TECHNOLOGIES INDIA LIMITED AND GLOBAL MEDIA TECHNOLOGIES INC.**

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

“**RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to authorize Global Media Technologies Inc., wholly owned subsidiary of the Company, to make investment aggregating upto INR 50 Crores (Indian Rupee Fifty Crore Only), in one more tranche(s), during period of five years ending on March 31, 2029, by subscribing to the equity shares and/ or the compulsory convertible preference shares and/ or the compulsorily convertible debentures or any other equity linked instrument to be issued by Quintype Technologies India Limited, step down subsidiary of the Company, the related parties within the meaning of the Section 2(76) of the Act, by way of Rights Issue/ Preferential Issue or any other permissible means in compliance with the applicable Statutory provisions, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s), writing(s)

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including modification(s) and alteration(s) of term(s) and condition(s) to give effect above resolution, and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

**11. APPROVAL FOR THE MATERIAL RELATED PARTY TRANSACTION(S) AMONGST QUINTILLION MEDIA LIMITED AND GLOBAL MEDIA TECHNOLOGIES INC.**

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

“**RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members, be and is hereby accorded for the transfer of entire stake in Quintype Technologies India Limited (**CIN: U72200KA2015FLC082998**) (“**QT India**”), a step down material subsidiary of the Company, held by Quintillion Media Limited (“**QML**”), a material wholly owned subsidiary of the Company to Global Media Technologies Inc. (“**GMT**”), a wholly owned subsidiary Company for an aggregate consideration of INR 461,505,617/- (Indian Rupees Forty Six Crores Fifteen Lakhs Five Thousand Six Hundred Seventeen Only), agreed on the basis of a fair valuation report issued by an independent valuer, subject to the applicable closing adjustments, on an arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s), writing(s) including modification(s) and alteration(s) of term(s) and condition(s) to give effect above resolution and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

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**12. APPROVAL FOR TRANSFER OF ASSETS BY QUINTILLION MEDIA LIMITED, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of Section 110, 180 (1)(a), to the extent relevant and applicable, and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, as amended, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded for the transfer of the entire stake in Quintype Technologies India Limited (**CIN**: U72200KA2015FLC082998) (**“QT India”**), a step down material subsidiary of the Company, held by Quintillion Media Limited (**“QML”**), a material wholly owned subsidiary of the Company to Global Media Technologies Inc. (**“GMT”**), a wholly owned subsidiary Company for an aggregate consideration of INR 461,505,617/- (Indian Rupees Forty Six Crores Fifteen Lakhs Five Thousand Six Hundred Seventeen Only), agreed on the basis of a fair valuation report issued by an independent valuer, subject to the applicable closing adjustments, on an arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s), writing(s) including modification(s) and alteration(s) of term(s) and condition(s) to give effect above resolution and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

**13. APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION WITH GLOBAL MEDIA TECHNOLOGIES INC.**

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

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**“RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) with the Companies Rules, 2014 (including any statutory modification(s) or re- enactment(s) notified thereunder), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members, be and is hereby accorded for the transfer of the entire stake in Quintype Technologies India Limited (CIN: U72200KA2015FLC082998) (**“QT India”**), a step down material subsidiary of the Company, held by Quint Digital Limited (**“QDL”** or **“Company”**) to Global Media Technologies Inc. (**“GMT”**), a wholly owned subsidiary Company of QDL, for an aggregate consideration of INR 254,287,236/- (Indian Rupees Twenty Five Crores Forty Two Lakhs Eighty Seven Thousand Two Hundred Thirty Six Only), agreed on the basis of a fair valuation report issued by an independent valuer, subject to the applicable closing adjustments, on an arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s) including modification(s) and alteration(s) of term(s) and condition(s) with respect to the aforesaid transaction and give such directions as may be deemed necessary or expedient to give effect above resolution and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

**14. APPROVAL FOR TRANSFER OF STAKE HELD IN QUINTYPE TECHNOLOGIES INDIA LIMITED TO GLOBAL MEDIA TECHNOLOGIES INC.**

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

**“RESOLVED THAT** pursuant to Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of Section 110, 180 (1)(a), to the extent relevant and applicable, and other applicable provisions, if any, of the Companies Act, 2013, read with rules thereunder, as amended, Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members, be and is hereby accorded for the transfer of the entire stake in

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Quintype Technologies India Limited (CIN: U72200KA2015FLC082998) (“**QT India**”), a step down material subsidiary of the Company, held by Quint Digital Limited (“**QDL**” or “**Company**”) to Global Media Technologies Inc. (“**GMT**”), a wholly owned subsidiary of Company, for an aggregate consideration of INR 254,287,236/- (Indian Rupees Twenty Five Crores Forty Two Lakhs Eighty Seven Thousand Two Hundred Thirty Six Only), agreed on the basis of a fair valuation report issued by an independent valuer, subject to the applicable closing adjustments, on an arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board/ Committee to exercise the powers conferred on the Board by this Resolution) and Mr. Piyush Jain, Business Head be and are hereby severally authorized and empowered to finalize, accept and execute agreement(s), document(s), undertaking(s) including modification(s) and alteration(s) of term(s) and condition(s) with respect to the aforesaid transaction and give such directions as may be deemed necessary or expedient to give effect above resolution and the Board/ Committee also hereby authorized to resolve and settle all questions, difficulties or doubts and to do all acts, deeds, things and give such directions as may be deemed necessary or expedient without being required to seek any further consent or approval of the members of the Company.”

**Registered Office:**

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

**By order of the Board of Directors**

**For Quint Digital Limited**

*(formerly Quint Digital Media Limited)*

Sd/-

**Tarun Belwal**

**Company Secretary & Compliance Officer**

**M. No. A39190**

**Place:** Noida

**Date:** June 13, 2024

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**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”), setting out material facts is annexed hereto as **Annexure 1**.
2. The Postal Ballot Notice is being sent by email to all the shareholders holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, June 7, 2024 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, having office at A-506, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri – East, Mumbai, Maharashtra – 400 072.
3. A copy of this Postal Ballot Notice will also be available on the Company’s website <https://quintdigitalmedia.com> and on the website of Central Depository Services (India) Ltd (the “**CDSL**”) i.e. [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the website of the BSE Limited.
4. In compliance with Regulation 44 of the SEBI LODR and Sections 108, 110 and other applicable provisions of Act, if any, read with the applicable rules made thereunder and the MCA Circulars, the Company is providing facility for voting by E-Voting to all the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating E-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote E-voting. As the e-voting does not require a person to attend to a meeting physically, the shareholders are strongly advised to use the remote E-voting procedure by themselves and not through any other person / proxies.
5. Shareholders holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, June 7, 2024, will have to cast their votes electronically on the resolutions as set out in the Postal Ballot Notice through electronic voting system of the CDSL up to 5.00 p.m. on Saturday, July 13, 2024.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the equity shareholders(s) on the cut-off date i.e. Friday, June 7, 2024. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.
7. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, having CP No. 13700, as the scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company’s website <https://quintdigitalmedia.com>, besides communicating to the BSE Limited, where the equity shares of the Company are listed on or before Monday, July 15, 2024. The Company will also display the results of the Postal Ballot at its Registered Office. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for E-voting, i.e. Saturday, July 13, 2024, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

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8. A shareholder may seek duplicate Postal Ballot Notice from the Company by writing to Mr. Tarun Belwal, Company Secretary and Compliance Officer, email: [cs@thequint.com](mailto:cs@thequint.com).
9. The Company will make available all documents referred to in this Postal Ballot Notice and Explanatory Statement setting-out the material facts for inspection of the Shareholders at the Registered Office of the Company during office hours (except Saturdays, Sundays and Government Holidays).

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

10. All documents proposed for approval, if any, in the above Postal Ballot Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com) to facilitate online inspection of relevant documents till announcement of the results of this Postal Ballot.
11. **The instructions for E-voting are as under:**

The voting period begins on Friday, June 14, 2024, at 9.00 a.m. and ends on Saturday, July 13, 2024, at 5.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**Step 1: Access through CDSL e-Voting system in case of individual shareholders holding shares in demat mode:**

- i. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its members, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional members/retail members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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- ii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by the Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual members holding securities in Demat mode is given below:

Type of members	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. CDSL. Click on CDSL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p><b>If you are already registered for NSDL IdeAS facility, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1) Please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section.</li> <li>3) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4) Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page.</li> </ol>

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Type of members	Login Method
	<p>5) Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>If the user is not registered for IdeAS e-Services, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select “Register Online for IdeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> <p><b>e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” from Google Play or App Store.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43 or contact at toll free no. 1800 22 55 33.
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue with login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990, 1800 22 44 30, 022-4886 7000 and 022-2499 7000.

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode**

iii. Login method of e-Voting for members other than individual shareholders & physical shareholders.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on the “shareholders” module.
3. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

Details	For Members holding shares in Demat Form other than individual and Physical Form
PAN	<ul style="list-style-type: none"> <li>• Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> </ul>

## **QUINT DIGITAL LIMITED**

*(formerly known as Quint Digital Media Limited)*

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

**Website: [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com), email: [cs@thequint.com](mailto:cs@thequint.com), CIN: L63122DL1985PLC373314**

	<ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li></ul>
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- iv. After entering these details appropriately, click on “SUBMIT” tab.
- v. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii. Click on the EVSN for the “**Quint Digital Limited**” on which you choose to vote.
- viii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- ix. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- x. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xiii. If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xiv. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xv. **Additional Facility for Non – Individual Members and Custodians –Remote Voting**
  - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [cs@thequint.com](mailto:cs@thequint.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

12. **Process for those members whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. **For Physical Shareholders-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrar and Share Transfer Agent (Skyline Financial Services Private Limited) at [pravin.cm@skylinerta.com](mailto:pravin.cm@skylinerta.com).
2. **For Demat Shareholders-** Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company's Registrar and Share Transfer Agent (Skyline Financial Services Private Limited) at [pravin.cm@skylinerta.com](mailto:pravin.cm@skylinerta.com).

Members holding shares in demat form are requested to refer to the login method explained at note no. 11 or may contact the Company at [cs@thequint.com](mailto:cs@thequint.com) in case of any queries.

**Those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:**

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

3. Members holding shares in physical form are requested to submit duly filed Form ISR-1 (available on the website of the Company at [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com)) and signed along with following details to the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, having office at A-506, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri- East, Mumbai,

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Maharashtra– 400072 at his email address: [pravin.cm@skylinerta.com](mailto:pravin.cm@skylinerta.com) on or **before Monday, July 1, 2024**:

- i. Full Name:
- ii. Address:
- iii. Email address:
- iv. No. of shares held:
- v. Folio no.:
- vi. Certificate No.:
- vii. Distinctive No.:
- viii. Scan copy of PAN and Aadhaar Card:

4. Members holding shares in electronic form are requested to register the same with the Depository Participant(s) where they maintain their demat account.
13. The Company shall send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated by the Company in compliance with the MCA Circulars.
14. It may be noted that, the current guidance under the MCA Circulars on postal ballot has been provided to be valid up to September 30, 2024, the Company is providing Postal Ballot Form as below in compliance with the extant provisions of the Act and the rules as applicable to obtaining approval of the members by way of Postal Ballot. It is clarified that the use of such Postal Ballot Form shall be valid only and only if the MCA revises its guidelines issued vide the MCA Circulars on or before Saturday, July 13, 2024, being the last date specified in this Notice for e-voting and permits use of the Postal Ballot Forms.
15. Further, the guidelines for submitting the Postal Ballot Form as provided herein are following the extant provisions of the Act and the rules as applicable to obtaining approval of the members by way of Postal Ballot (without taking into consideration the MCA Circulars) and thus shall be subject to such modification(s) as the MCA may prescribe while reintroducing the use of the Postal Ballot Forms in amendment to the current provisions of the MCA Circulars.
16. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.
17. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at [pravin.cm@skylinerta.com](mailto:pravin.cm@skylinerta.com). The forms for updating the same are available at <https://quintdigitalmedia.com/investors/>.

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Members holding shares in electronic form are requested to submit their “choice of nomination” for demat accounts and mutual fund folios respectively by June 30, 2024.

18. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution (‘ODR’) Portal

- This is to inform you that Securities and Exchange Board of India (“SEBI”) vide circular no. SEBI/HO/OIAE/OIAE\_IAD- 1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities in the securities market.
- SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.sebi.gov.in> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

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**EXPLANATORY STATEMENT**

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

**Item No. 1**

It is hereby informed that on the recommendation of the Nomination and Remuneration Committee and the Board of Directors vide meeting dated January 20, 2021, the Members of the Company vide Postal Ballot dated February 19, 2021, approved to re-designate Ms. Ritu Kapur as the Managing Director & Chief Executive Officer of the Company for a period of 5 years commenced from February 19, 2021, till February 18, 2026.

At the time of appointment of Ms. Ritu Kapur, Quint Digital Limited was in losses, and in case of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites etc. shall be governed by the provisions prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 ("Act"). In accordance with the applicable provisions, the remuneration of Ms. Ritu Kapur can be approved for a maximum period of three years. Hence, vide the Postal Ballot dated February 19, 2021, the remuneration of Ms. Ritu Kapur was approved till February 18, 2024. Accordingly, the payment of remuneration to Ms. Ritu Kapur for the remaining tenure of 2 years (i.e. till February 18, 2026) will require fresh approval of the shareholders.

It is further informed that the aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under Section 197, and other applicable provisions of the Act read with Schedule V to the said Act, as may for the time being in force.

Pursuant to Schedule V of the Act, the proposed transaction shall require approval of the Members by way of an Ordinary Resolution.

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

**I. General information:**

- 1. Nature of industry-** Digital Media, Media Tech and Allied
- 2. Date of commencement of commercial production** –The Company had acquired 'the Quint' business with effect from July 1, 2020.
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus-** Not applicable
- 4. Financial performance based on given indicators:**

*(Amount in '000)*

As per Audited Financials	
Particulars	Financial Year 2023-24
Paid up Capital	4,70,928
Reserves (Other Equity) excluding Revaluation Reserves	1,408,311

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Total Income	5,48,494
Total Expenses	4,24,836
Profit/ (Loss) before Tax	1,22,083
Tax Expenses	32,435
Profit/ (Loss) after Tax	89,649

5. **Foreign investments or collaborations, if any:** The Company has invested INR 710,895 thousand as overseas direct investment in the following entity as on March 31, 2024.

Particulars	% Stake	(Amount in '000)
Investment in Lee Enterprises Inc.	12.42%	710,895

## II. Information about the appointee:

### 1. Background details

Ms. Ritu Kapur is the Co-Founder, Managing Director, and Chief Executive Officer of Quint Digital Limited. She has led digital innovation, from The Quint's multimedia storytelling and Innovation Lab to the fact-checking initiative WebQoof. Ritu has also strived to provide multiple platforms for free speech, like The Quint's citizen journalism initiative My Report, Talking Stalking — a campaign to make stalking a non-bailable offence — and Me, The Change, which focuses on the rights of young women in India. She is on the advisory board of Oxford University's Reuters Institute of Journalism, the World Editor's Forum at WAN IFRA, and Future News Worldwide.

### 2. Past remuneration

During the financial year ended March 31, 2024, Annual Salary of Rs. 12,00,000/- and director sitting fees Rs. 2,25,000/- was paid to Ms. Ritu Kapur.

### 3. Recognition or awards

She is on the advisory board of Oxford University's Reuters Institute of Journalism, the World Editor's Forum at WAN IFRA and Future News Worldwide. She is also the first English-language Ambassador for FactShala Ambassador Programme — a joint partnership between FactShala and MediaWise, offering viewers practical skills and useful tools that can be adopted to sort facts from fiction online.

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

### 4. Job profile and his suitability

On the recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors in their meeting dated January 20, 2021, and Members vide Postal Ballot dated February 19, 2021, approved to re-designate Ms. Ritu Kapur (DIN: 00015423), as

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Managing Director & Chief Executive Officer of the Company for a period of 5 years w.e.f. February 19, 2021, till February 18, 2026.

Ritu Kapur is the Co-Founder, Managing Director, and CEO of Quint Digital Limited. She has led digital innovation, from The Quint's multimedia storytelling and Innovation Lab to the fact-checking initiative WebQoof.

## 5. Remuneration proposed

### a. Remuneration:

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

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

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

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

### b. Variable Pay:

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

### c. Perquisites:

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

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

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**d. Expenses:**

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

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

In our assessment based on publicly available information, we have reasons to believe that the current remuneration being paid to Ms. Ritu Kapur (looking at the profile of the position and person) does not exceed the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

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

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

**III. Other information:**

**1. Reasons of loss or inadequate profits**

The Company is currently in an expansion phase. However, recent geopolitical instability has caused market volatility, resulting in a reduction in our content distribution and advertising revenue.

**2. Steps taken or proposed to be taken for improvement**

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

**During the year:**

The Company is making constant efforts for global expansion in the highly lucrative US and other overseas markets to undertake media-tech operations.

It is expected that on such an account, the financial position of the Company will improve in the upcoming years.

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### 3. Expected increase in productivity and profits in measurable terms

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

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 1 for approval of Members.**

#### **Item No. 2**

It is hereby informed that pursuant to the Board of Directors approval dated May 22, 2022, and Members approval dated June 22, 2022, Quintype Technologies India Limited ("**QT India**"), step-down subsidiary of the Company and BK Media (Isle of Man) Private Limited ("**BK Media**") (*earlier known as BK Media Mauritius Private Limited*) had entered into a Master Franchise Agreement dated June 30, 2022 (as amended) ("**MFA**") to grant franchisee rights in the Middle East Territory for marketing and promotion of Quintype platform to BK Media on mutually agreed terms.

Considering the planned global expansion of the media-tech operations of QT India including the tie up with a strategic partner in United States of America, QT India wishes to terminate the said MFA w.e.f., March 31, 2024 (closing business hours) i.e., prior to the expiry of the ten-year period under the Master Franchise Agreement.

Based on the provisions of the MFA, QT India is agreeable to pay an amount of USD 1,985,400, determined on arm's length basis, subject closing adjustments if any, to compensate BK Media with the return envisaged under the Master Franchise Agreement. This transaction has been approved by the Board of Directors of QT India.

As per Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") all material related party transactions and subsequent material modifications as defined by the Audit Committee under Regulation 23(2) of the Listing Regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per Regulation 2(1)(zc) of the Listing Regulations defines "related party transaction" to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of

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its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

#	Particulars	Details
1.	A summary of the information provided by the management of the listed entity to the Audit Committee	
a.	Name of the Related Party	Quintype Technologies India Limited; (“ <b>QT India</b> ”); and  BK Media (Isle of Man) Private Limited, (earlier known as BK Media Mauritius Private Limited) (“ <b>BK Media</b> ”)
b.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain
c.	Nature of relationship to qualify as related party	Quintype Technologies India Limited, stepdown subsidiary of the Company; and  BK Media (Isle of Man) Private Limited, (earlier known as BK Media Mauritius Private Limited), wholly owned subsidiary of B K Diversified Private Limited, an entity owned and controlled by Mr. Raghav Bahl and Ms. Ritu Kapur.
d.	Type, nature, material terms, monetary value and particulars of the contract or arrangements	Termination of the Master Franchise Agreement.  USD 1,985,400 to be paid by QT India to BK Media to compensate BK Media with the return envisaged under the Master Franchise Agreement, subject to closing adjustments if any and on arm’s length basis.
i.	a. The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	25%
	b. For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	60%

## **QUINT DIGITAL LIMITED**

*(formerly known as Quint Digital Media Limited)*

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**Website: [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com), email: [cs@thequint.com](mailto:cs@thequint.com), CIN: L63122DL1985PLC373314**

#	Particulars	Details
2	Justification for why the proposed transaction is in the interest of the listed entity	Considering the planned global expansion of the media-tech operations of QT India including the tie up with a strategic partner in United States of America, QT India wishes to terminate the said Master Franchise Agreement w.e.f March 31, 2024 (closing business hours) i.e. prior to the expiry of the ten-year period under the Master Franchise Agreement.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the following details are required: (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 2 for approval of Members.**

### **Item No 3**

It is hereby informed that the Board of Directors in their meeting held on August 5, 2022, and Members on September 23, 2022, approved investment upto INR 50 Crores (Indian Rupees Fifty Crores only) in

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Quintype Technologies India Limited (“**QT India**”) (CIN: U72200KA2015FLC082998), a related party within the meaning of the Section 2(76) of the Companies Act, 2013 (“**Act**”).

To provide liquidity for running day to day business operations, QT India may require an additional financial support from the Company. Accordingly, it is hereby proposed to revise and increase the existing investment limit in QT India upto INR 100 Crores (Indian Rupee One Hundred Crores only), in one or more tranches, on mutually agreed terms and conditions. The investment will be made by way of subscription of equity or compulsory convertible preference shares or compulsory convertible debentures or any other equity linked instruments offered by Quintype pursuant to a Rights Issue/ Preferential Allotment or any other mode permitted under the applicable law including the provisions of the Act.

As per Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) all material related party transactions and subsequent material modifications as defined by the Audit Committee under Regulation 23(2) of the Listing Regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per the provisions of Section 2(76) of the Act, read with Regulation 2(1)(zb) of the Listing Regulations, Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik, Mr. Mohan Lal Jain and RB Diversified Private Limited will be considered as “related party” and said transaction shall be considered as “related party transaction”.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

#	Details regarding the related party	Information
1.	A summary of the information provided by the management of the listed entity to the Audit Committee	
a.	Name	Quintype Technologies India Limited (“ <b>QT India</b> ”)
b.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur, Mr. Mohan Lal Jain and Ms. Vandana Malik
c.	Nature of relationship to qualify as related party	QT India is the step-down subsidiary of the Company.  In QT India, Mr. Raghav Bahl and Ms. Ritu Kapur hold directorship.
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	<b>Transaction:</b> Investment by subscribing to the equity shares and/ or the compulsory convertible preference shares and/ or the compulsorily convertible debentures or any other equity linked instrument to be issued by QT India by way of Rights Issue/ Preferential Issue or any other

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#	Details regarding the related party	Information
		<p>permissible means in compliance with the applicable Statutory provisions, as amended from time to time.</p> <p><b>Tenure:</b> 5 (Five) years.</p> <p>Depending upon the business requirement and investment opportunity, the Company will make investment, in one or more tranches, in the next 5(five) years, ending on March 31, 2029)</p> <p><b>Monetary Value:</b> Investment upto INR 100 Crores, in one or more tranches.</p>
e.	<p>a. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</p> <p>b. For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p>	<p>151.57%</p> <p>363.90%</p>
2	Justification for why the proposed transaction is in the interest of the listed entity	<p>QT India is a step-down material subsidiary of the Company.</p> <p>QT India is presently in growth phase and requires funding for its business operations.</p> <p>Being the ultimate parent of QT India, the Company intends to provide necessary funding to QT India to support the business operations adequately.</p>
3	<p>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)</p> <p>i. details of the source of funds in connection with the proposed transaction</p>	<p>From the funds available with the Company and/or, other permissible limits including borrowings and/or internal accruals.</p>

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#	Details regarding the related party	Information
	II. where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul>	NA
	III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
	IV. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds infused in QT India will be used to meet routine business expenditure including but not limited to operating and capital expenditure.
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 3 for approval of Members.**

#### **Item No 4 and 5**

It is hereby informed that the Board of the Directors in their meeting held on January 31, 2023, and shareholders through Postal ballot dated April 3, 2023, approved for granting loan or giving guarantee or providing security in respect of any loan granted upto INR 25 Cores (Indian Rupee Twenty-Five Crores) to

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Quintype Technologies India Limited (“**QT India**”) (CIN: U72200KA2015FLC082998), a related party to the Company.

Keeping in view the current business requirements, it is proposed to revise the limits for granting loan or giving guarantee or providing security in respect of any loan granted, for an amount upto INR 50 Crores (Indian Rupee Fifty Crores) to QT India, a related party within the meaning of the Section 2(76) of the Companies Act, 2013, (the “**Act**”) in one or more tranches, on mutually agreed terms and conditions, which shall be used for its principal business activities only.

As per Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) all material related party transactions and subsequent material modifications as defined by the Audit Committee under Regulation 23(2) of the Listing Regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per the provisions of Section 2(76) of the Act, read with Regulation 2(1)(zb) of the Listing Regulations, Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik, Mr. Mohan Lal Jain and RB Diversified Private Limited will be considered as “related party” and said transaction shall be considered as “related party transaction”.

In terms of Section 185 of the Act and rules made thereunder, the above proposal of provision of loan/guarantee etc. to QT India requires the approval of the members of the Company by way of a Special Resolution.

As per Regulation 23 of the Listing Regulations and the Company’s policy on Related Party Transactions, the proposed borrowing shall require the prior approval of the Members by way of an Ordinary Resolution.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

#	Details regarding the related party	Information
1.	A summary of the information provided by the management of the listed entity to the Audit Committee	
a.	Name	Quintype Technologies India Limited (“ <b>QT India</b> ”)
b.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain
c.	Nature of relationship to qualify as related party	QT India is the step-down subsidiary of the Company.  In QT India, Mr. Raghav Bahl and Ms. Ritu Kapur hold directorship.

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#	Details regarding the related party	Information
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	<p><b>Transaction:</b></p> <p>Granting loan or giving guarantee or providing security in respect of any loan granted upto INR 50 Crores in one or more tranches. This loan facility is revolving in nature.</p> <p>During the loan tenure of five years, at any point in time the outstanding loan shall not exceed the maximum approved limit i.e. INR 50 Crores.</p> <p><b>Tenure:</b> 5 (Five) years till March 31, 2029.</p> <p><b>Monetary Value:</b> Loan up to <b>INR 50 Crores</b></p> <p><b>Interest Rate:</b> The interest rate will be determined based on the weighted average cost of borrowing in the hands of the Company plus a spread of 0.5% p.a.</p> <p>Further, the interest rate will be reset on a quarterly basis considering the weighted average cost of borrowing plus spread of 0.5% p.a to ensure a yield of Weighted Average Cost of Borrowing + 0.5 p.a. to the Company.</p>
e.	<p>a) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</p> <p>b. For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p>	<p>75.78%</p> <p>181.95%</p>
2	Justification for why the proposed transaction is in the interest of the listed entity	<p>QT India, a step-down material subsidiary of the Company.</p> <p>QT India is presently in growth phase and requires identified funding for its operations.</p> <p>Being the ultimate parent of QT India, the Company intends to provide necessary funding to QT India to support the business operations adequately.</p>

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#	Details regarding the related party	Information
		Please refer to “Background, details and benefits of the proposed transactions” which forms part of the explanatory statement to the resolution.
3	<p>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)</p> <p>I. details of the source of funds in connection with the proposed transaction</p> <p>II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul> <p>III. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>IV. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>From the funds available with the Company and/or, other permissible limits including borrowings and/or internal accruals.</p> <p>NA</p> <p>NA</p> <p>Funds infused in QT India will be used to meet routine business expenditure including but not limited to operating and capital expenditure.</p>
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	Percentage of the counter-party’s annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to

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#	Details regarding the related party	Information
		Section 102(1) of the Companies Act, 2013 forming part of this Notice.  No other information remains undisclosed.

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends resolution Item No. 4 for the approval of members of the Company as a Special Resolution.**

**The Board of Directors recommends the resolution at Item No. 5 for the approval of members of the Company as an Ordinary Resolution.**

#### **Item No 6**

As per Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) all material related party transactions and subsequent material modifications as defined by the Audit Committee under Regulation 23(2) of the Listing Regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per the provisions of Section 2(76) of the Companies Act, 2013, (the “**Act**”) read with Regulation 2(1)(zb) of the Listing Regulations, Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik, Mr. Mohan Lal Jain and RB Diversified Private Limited will be considered as “related party” and said transaction shall be considered as “related party transaction”.

As per Regulation 23 of the Listing Regulations and the Company’s policy on Related Party Transactions, the proposed borrowing shall require the approval of the Members by way of an Ordinary Resolution.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

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#	Details regarding the related party	Quintype Technologies India Limited	Spunklane Media Private Limited	RB Diversified Private Limited	YKA Media Private Limited
1.	A summary of the information provided by the management of the listed entity to the Audit Committee				
a.	Name	Quintype Technologies India Limited (“QT India”)	Spunklane Media Private Limited (“SMPL”)	RB Diversified Private Limited (“RBD”)	YKA Media Private Limited (“YKA”)
b.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain
c.	Nature of relationship to qualify as related party	<ul style="list-style-type: none"> <li>• QT India is the step-down subsidiary of the Company.</li> <li>• In QT India, Mr. Raghav Bahl and Ms. Ritu Kapur hold directorship.</li> </ul>	<ul style="list-style-type: none"> <li>• SMPL is the Associate Company of the Company.</li> <li>• In SMPL, Ms. Ritu Kapur hold directorship.</li> </ul>	<ul style="list-style-type: none"> <li>• Mr. Raghav Bahl along with Ms. Ritu Kapur owns 100.00% equity stake on a fully diluted basis of RBD.</li> <li>• Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain hold directorship in RBD.</li> </ul>	<ul style="list-style-type: none"> <li>• YKA is the Associate Company of the Company.</li> <li>• In YKA, Ms. Ritu Kapur hold directorship.</li> </ul>
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	<b>Proposed Transaction:</b> Cost sharing, Website development and maintenance and other incidental services including	<b>Proposed Transaction:</b> Purchase and sale of content, cost sharing, professional & editorial services, advertising	<b>Proposed Transaction:</b> Cost sharing and professional services and other incidental services	<b>Proposed Transaction:</b> Purchase and sale of content, cost sharing, professional & editorial services,

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#	Details regarding the related party	Quintype Technologies India Limited	Spunklane Media Private Limited	RB Diversified Private Limited	YKA Media Private Limited
		reimbursement of related expenses.  <b>Monetary Value:</b> Aggregating up to INR 10 Crores for each Financial Year  <b>Tenure:</b> For Three financial years ending on March 31, 2027.	services and other incidental services.  <b>Monetary Value:</b> Aggregating up to INR 10 Crores for each Financial Year  <b>Tenure:</b> For Three financial years ending on March 31, 2027.	<b>Monetary Value:</b> Aggregating up to INR 10 Crores for each Financial Year  <b>Tenure:</b> For Three financial years ending on March 31, 2027.	advertising services and other incidental services  <b>Monetary Value:</b> Aggregating up to INR 4 Crores for each Financial Year  <b>Tenure:</b> For Three financial years ending on March 31, 2027.
Un-utilized monetary limits for any financial year (including the limit carried forward from previous financial year) will be carried forward and consolidated with the limits of the next financial year					
e.	a. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	15.16%	15.16%	15.16%	6.06%
	b. For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	36.39%	NA	NA	NA

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#	Details regarding the related party	Quintype Technologies India Limited	Spunklane Media Private Limited	RB Diversified Private Limited	YKA Media Private Limited
2	Justification for why the proposed transaction is in the interest of the listed entity	For furtherance of the business objects of the Company.			
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the following details are required: (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	Not Applicable			
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable			
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable			
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

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None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 6 for approval of Members.**

#### **Item No 7**

Quintype Technologies India Limited (“**QT India**”), is a step-down subsidiary of the Company. Quintype Technologies Inc. (“**QT Inc.**”), an entity incorporated in the State of Delaware, United States of America is a 50%:50% Joint Venture between Cognita Ventures LLC and Global Media Technologies Inc. (a wholly owned subsidiary of Quint Digital Limited). QT India and QT Inc., intend to enter into an agreement pursuant to which QT India will *inter alia* provide services like sale of products, licensing of platform (including hosting and infrastructure), provision of human resource, administration, finance and other back-office support functions, research and development, and other incidental services to QT Inc.

As per Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) all material related party transactions and subsequent material modifications under Regulation 23(2) of the Listing Regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per the provisions of Section 2(76) of the Act, read with Regulation 2(1)(zb) of the Listing Regulations, Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik, Mr. Mohan Lal Jain and RB Diversified Private Limited will be considered as “related party” and said transaction shall be considered as “related party transaction”.

As per Regulation 2(1)(zc) of the Listing Regulations defines “related party transaction” to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

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## **QUINT DIGITAL LIMITED**

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**Website: [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com), email: [cs@thequint.com](mailto:cs@thequint.com), CIN: L63122DL1985PLC373314**

#	Details regarding the related party	Information
1.	A summary of the information provided by the management of the listed entity to the Audit Committee	
a.	Name	<p>Quintype Technologies India Limited (“<b>QT India</b>”), India; and</p> <p>Quintype Technologies Inc. (“<b>QT Inc.</b>”), Delaware, United States of America</p>
b.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur, Mr. Mohan Lal Jain and Ms. Vandana Malik
c.	Nature of relationship to qualify as related party	<p>QT India, Step-down subsidiary of the Company; and</p> <p>QT Inc., a 50%:50% Joint Venture Entity set up by Global Media Technologies Inc., wholly owned subsidiary of the Company, and Cognita Ventures LLC.</p>
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	<p><b>Transaction:</b> Sale of products, licensing of platform (including hosting and infrastructure), provision of human resources, administration, finance and other back-office support functions, research and development, and other incidental services to QT Inc.</p> <p><b>Monetary Value/ Limit:</b></p> <p>During FY 24-25- Aggregating upto INR 10 crores            During FY 25-26- Aggregating upto INR 15 crores            During FY 26-27- Aggregating upto INR 25 crores            During FY 27-28- Aggregating upto INR 35 crores            During FY 28-29- Aggregating upto INR 50 crores            During FY 29-30- Aggregating upto INR 65 crores</p> <p>Un-utilized monetary limits for any financial year (including the limit carried forward from the previous financial year) will be carried forward and consolidated with the limits of the next financial year.</p> <p><b>Tenure:</b> 6 (Six) years</p>
e.	a. The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	For FY 24-25, it is 15.16%. However, taking into consideration the aggregate value of proposed transaction for 6 years, based on consolidated turnover of FY 23-24, the percentage is 303.12%.

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#	Details regarding the related party	Information
	b. For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	For FY 24-25, it is 36.52%. However, taking into consideration the aggregate value of proposed transaction for 6 years, based on consolidated turnover of FY 23-24, the percentage is 730.46%.
2	Justification for why the proposed transaction is in the interest of the listed entity	Please refer to "Background, details and benefits of the proposed transactions" which forms part of the explanatory statement to the resolution.  The Company is not directly part of the proposed transaction, except to the extent of its indirect shareholding in QT India and QT Inc.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the following details are required: (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 7 for approval of Members.**

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### **Item No 8**

Quintype Services India Private Limited (“**QT Services**”) is a wholly owned subsidiary of Quintype Technologies Inc. (“**QT Inc.**”). QT Inc., has been setup as Joint Venture (50%:50%) entity between Global Media Technologies Inc., wholly owned subsidiary of the Company and Cognita Ventures LLC., QT Services and QT Inc., propose to enter into an agreement pursuant to which QT Services will *inter alia* provide certain services like resources (people, infrastructure), back-office support functions including administration, finance and other incidental services to QT Inc. The objective behind entering into the proposed transaction is furtherance of the business objects and running day-to-day business operations smoothly.

As per Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) all material related party transactions and subsequent material modifications under Regulation 23(2) of the Listing Regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per Regulation 2(1)(zc) of the Listing Regulations defines “related party transaction” to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

#	Details regarding the related party	Information
1.	A summary of the information provided by the management of the listed entity to the Audit Committee	
a.	Name	Quintype Technologies Inc. (“ <b>QT Inc.</b> ”), and  Quintype Services India Private Limited (“ <b>QT Services</b> ”)
b.	Name of the Director or KMP who is related	None of the Directors/ KMPs of the Company are Director or KMP of QT Inc. and QT Services.
c.	Nature of relationship to qualify as related party	QT Inc., a 50%:50% Joint Venture Entity set up by Global Media Technologies Inc., wholly owned

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#	Details regarding the related party	Information
		<p>subsidiary of the Company, and Cognita Ventures LLC.</p> <p>QT Services, wholly owned subsidiary of the QT Inc.</p>
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	<p><b>Transaction:</b> QT Services to provide services like resources (people, infrastructure), back-office support functions including administration, finance and other incidental services to QT Inc.</p> <p><b>Tenure:</b> 6 (Six) years</p> <p><b>Monetary Value Limit:</b>            During FY 24-25- Aggregating upto INR 5 crores            During FY 25-26- Aggregating upto INR 15 crores            During FY 26-27- Aggregating upto INR 20 crores            During FY 27-28- Aggregating upto INR 25 crores            During FY 28-29- Aggregating upto INR 30 crores            During FY 29-30- Aggregating upto INR 40 crores</p> <p>Un-utilized monetary limits for any financial year (including the limit carried forward from previous financial year) will be carried forward and consolidated with the limits of the next financial year.</p>
e.	<p>a. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</p> <p>b. For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p>	<p>For FY 24-25, it is 7.58%. However, taking into consideration the aggregate value of proposed transaction for 6 years, based on consolidated turnover of FY 23-24, the percentage is 204.61%.</p> <p>Not Applicable</p>
2	Justification for why the proposed transaction is in the interest of the listed entity	<p>Please refer to "Background, details and benefits of the proposed transactions" which forms part of the explanatory statement to the resolution.</p> <p>The Company is not directly part of the proposed transaction, except to the extent of its indirect shareholding in QT Services and QT Inc.</p>
3	Where the transaction relates to any loans, inter-corporate deposits, advances or	Not Applicable

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#	Details regarding the related party	Information
	investments made or given by the listed entity or its subsidiary, the following details are required: (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 8 for approval of Members.**

#### **Item No 9**

Quintype Technologies India Limited (“**QT India**”) is a step-down subsidiary of the Company. Quintype Services India Private Limited (“**QT Services**”) is a wholly subsidiary of Quintype Technologies Inc. (“**QT Inc.**”), joint venture entity setup by Global Media Technologies Inc., wholly owned subsidiary of the Company. In furtherance of the business objectives and day-to-day operations, QT India and QT Services propose to enter into an agreement pursuant to which QT Services will provide services like engineering resources, tech, and other incidental services to QT India and QT India will provide *inter alia* Engineering resources, human resources on common functions like sales, marketing, HR, finance, admin and other incidental services. The objective behind entering into the proposed transaction is furtherance of the business objects and running day-to-day business operations smoothly.

As per Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) all material related party transactions and subsequent material modifications under Regulation 23(2) of the Listing Regulations

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shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per Regulation 2(1)(zc) of the Listing Regulations defines “related party transaction” to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

As per the provisions of Section 2(76) of the Companies Act, 2013, read with Regulation 2(1)(zb) of the Listing Regulations, Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik, Mr. Mohan Lal Jain and RB Diversified Private Limited will be considered as “related party” and said transaction shall be considered as “related party transaction”.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

#	Details regarding the related party	Information
1.	A summary of the information provided by the management of the listed entity to the Audit Committee	
a.	Name	Quintype Technologies India Limited (“QT India”) and  Quintype Services India Private Limited (“QT Services”)
b.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain
c.	Nature of relationship to qualify as related party	QT India Step-down subsidiary of the Company; and  QT Services, wholly owned subsidiary of the Quintype Technologies Inc. (“QT Inc.”). QT Inc. is a 50%:50% Joint Venture Entity set up by Global Media Technologies Inc., wholly owned subsidiary of the Company, and Cognita Ventures LLC.

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#	Details regarding the related party	Information
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	<p><b>Transaction:</b></p> <p>Engineering resources, human resources on common functions like sales, marketing, HR, finance, admin and other incidental services</p> <p><b>Tenure:</b> 6 (Six) years</p> <p><b>Monetary Value / Limit:</b></p> <p>During FY 24-25- Aggregating upto INR 5 crores            During FY 25-26- Aggregating upto INR 7 crores            During FY 26-27- Aggregating upto INR 10 crores            During FY 27-28- Aggregating upto INR 12 crores            During FY 28-29- Aggregating upto INR 15 crores            During FY 29-30- Aggregating upto INR 20 crores</p> <p>Un-utilized monetary limits for any financial year (including the limit carried forward from previous financial year) will be carried forward and consolidated with the limits of the next financial year.</p>
e.	<p>a) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</p> <p>b) For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p>	<p>For FY 24-25, it is 7.58%. However, taking into consideration the aggregate value of proposed transaction for 6 years, based on consolidated turnover of FY 23-24, the percentage is 104.58%.</p> <p>For FY 24-25, it is 18.26%. However, taking into consideration the aggregate value of the proposed transaction for 6 years, based on consolidated turnover of FY 23-24, the percentage is 252.01%.</p>
2	Justification for why the proposed transaction is in the interest of the listed entity	<p>Please refer to "Background, details and benefits of the proposed transactions" which forms part of the explanatory statement to the resolution.</p> <p>The Company is not directly part of the proposed transaction, except to the extent of its indirect shareholding in QT Services and QT India.</p>
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the following details are required: (The requirement of disclosing	Not Applicable

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#	Details regarding the related party	Information
	source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 9 for approval of Members.**

#### **Item No 10**

In order to provide liquidity for running day to day business operations of Quintype Technologies India Limited ("**QT India**") (CIN: U72200KA2015FLC082998), a related party within the meaning of the Section 2(76) of the Companies Act, 2013, it is hereby proposed that the Global Media Technologies Inc., wholly owned subsidiary of the Company will make investment upto INR 50 Crores (Indian Rupee Fifty Crores), in one or more tranches, by subscribing to the equity shares and/ or the compulsory convertible preference shares and/ or the compulsorily convertible debentures or any other equity linked instrument to be offered and issued by QT India by way of Rights Issue/ Preferential Issue or any other permissible means in compliance with the applicable Statutory provisions, as amended from time to time.

As per Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") all material related party transactions and subsequent material modifications under Regulation 23(2) of the Listing Regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

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A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per Regulation 2(1)(zc) of the Listing Regulations defines “related party transaction” to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

As per the provisions of Section 2(76) of the Companies Act, 2013, read with Regulation 2(1)(zb) of the Listing Regulations, Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik, Mr. Mohan Lal Jain and RB Diversified Private Limited will be considered as “related party” and said transaction shall be considered as “related party transaction”.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

#	Details regarding the related party	Information
1.	A summary of the information provided by the management of the listed entity to the Audit Committee	
a.	Name	Global Media Technologies Inc, is a wholly owned subsidiary of the Company; and  Quintype Technologies India Limited (“QT India”), is a step-down subsidiary of the Company.
b.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain
c.	Nature of relationship to qualify as related party	Global Media Technologies Inc, is a wholly owned subsidiary of the Company; and  Quintype Technologies India Limited (“QT India”), is a Step-down subsidiary of the Company.  In QT India, Mr. Raghav Bahl and Ms. Ritu Kapur hold directorship.  In Global Media Technologies, Mr. Raghav Bahl and Ms. Tara Bahl hold directorship.
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	<b>Transaction:</b> Investment upto INR 50 Crores by subscribing to the equity shares and/ or the compulsory convertible preference shares and/ or

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#	Details regarding the related party	Information
		<p>the compulsorily convertible debentures or any other equity linked instrument to be issued by Quintype Technologies India Limited by way of Rights Issue/ Preferential Issue or any other permissible means in compliance with the applicable Statutory provisions, as amended from time to time.</p> <p><b>Tenure:</b> 5 (Five) years.</p> <p><b>Monetary Value:</b> Investment upto INR 50 Crores.</p>
e.	<p>a. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</p> <p>b. For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p>	<p>75.78%</p> <p>181.95%</p>
2	Justification for why the proposed transaction is in the interest of the listed entity	<p>The transaction is in furtherance of the business objects of the Company.</p> <p>The Company is not directly part of the proposed transaction, except to the extent of its direct shareholding in GMT.</p> <p>Please refer to "Background, details and benefits of the proposed transactions" which forms part of the explanatory statement to the resolution.</p>
3	<p>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)</p> <p>i. details of the source of funds in connection with the proposed transaction</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p>	<p>From the funds available with the Company and/or, other permissible limits including borrowings and/or internal accruals.</p> <p>NA</p>

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#	Details regarding the related party	Information
	<ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>NA</p> <p>Funds infused in QT India will be used to meet routine business expenditure including but not limited to operating and capital expenditure.</p>
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 10 for approval of Members.**

#### **Item No 11 and 12**

Quintillion Media Limited (“QML”), is a material subsidiary of Quint Digital Limited (“QDL” or “Company”) holds 54.45% equity stake, on fully diluted basis, in Quintype Technologies India Limited (“QT India”). In line with the global media-tech strategy adopted by Quint Digital Limited, it is proposed to consolidate the entire stake held in QT India under Global Media Technologies Inc. (“GMT”), a wholly owned subsidiary of the Company. In this regard, QML has agreed to transfer its entire stake i.e., 54.45% equity

## **QUINT DIGITAL LIMITED**

*(formerly known as Quint Digital Media Limited)*

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stake (on a fully diluted basis) to GMT for a consideration of INR 461,505,617/-, agreed on the basis of fair valuation report issued by an independent valuer and subject to necessary closing adjustments.

The closure of the transaction with GMT is subject to completion of customary condition precedents.

As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) all material related party transactions and subsequent material modifications under Regulation 23(2) of the Listing Regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per the provisions of Section 2(76) of the Companies Act, 2013 (“Act”), read with Regulation 2(1)(zb) of the Listing Regulations, Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik, Mr. Mohan Lal Jain and RB Diversified Private Limited will be considered as “related party” and said transaction shall be considered as “related party transaction”.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

#	Details regarding the related party	Information
1.	A summary of the information provided by the management of the listed entity to the Audit Committee	
a.	Name	Quintillion Media Limited; and Global Media Technologies Inc.
b.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain
c.	Nature of relationship to qualify as related party	Quintillion Media Limited (“ <b>QML</b> ”), a material wholly owned subsidiary of Company; and Global Media Technologies Inc. (“ <b>GMT</b> ”), a wholly owned subsidiary of Company.
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	<b>Transaction:</b> Transfer of 54.45% stake (on a fully diluted basis) held by QML to GMT in Quintype Technologies India Limited (“ <b>QT India</b> ”).  <b>Tenure:</b> Expected to be completed within 60- days of the receipt of Member’s approval.  <b>Monetary Value:</b> INR 461,505,617/- (Indian Rupees Forty-Six Crores Fifteen Lakhs Five

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#	Details regarding the related party	Information
		Thousand Six Hundred Seventeen Only), agreed on the basis of fair valuation report issued by an independent valuer and subject to necessary closing adjustments.
e.	<p>a. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</p> <p>b. For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p>	<p>69.94%</p> <p>236.21%</p>
2	Justification for why the proposed transaction is in the interest of the listed entity	<p>The consolidation is in line with the global media-tech strategy adopted by the Company. This will provide a platform to the Company to potentially expand its media tech operations in the markets of United States of America and Canada.</p> <p>The Company is not directly part of the proposed transaction, except to the extent of its indirect shareholding in QT India.</p>
3	<p>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)</p> <p>i. details of the source of funds in connection with the proposed transaction</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment</p>	<p>NA</p> <p>NA</p> <p>NA</p>

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#	Details regarding the related party	Information
	schedule, whether secured or unsecured; if secured, the nature of security; and  iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Fair valuation report, determining the arm's length consideration, has been obtained from an Independent Valuer.
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

As per Section 180 of the Act and Regulation 24 of Listing Regulations, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 11 for approval of Members.**

**The Board of Directors recommends the Special Resolution set forth in Item No 12 for the approval of Members.**

**Item No: 13 and 14**

Quint Digital Limited has entered into a Securities Purchase Agreement with 360 One Seed Ventures Fund-Series 2 (formerly IIFL Seed Ventures Fund – Series 2) to acquire 30% equity stake (on a fully diluted basis) in Quintype Technologies India Limited (“QT India”).

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In line with the global media-tech strategy adopted by Quint Digital Limited, it is proposed to consolidate the entire stake held in QT India under Global Media Technologies Inc. (“GMT”). In this regard, the Company, post successful completion of the transaction with 360 One Seed Ventures Fund- Series 2 has agreed to transfer its entire stake i.e. 30% equity stake ( on a fully diluted basis) to GMT for a consideration of INR 254,287,236/-, agreed on the basis of fair valuation report issued by an independent valuer and subject to necessary closing adjustments.

The closure of the transaction with GMT is subject to completion of customary condition precedents.

As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) all material related party transactions and subsequent material modifications under Regulation 23(2) of the Listing Regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per the provisions of Section 2(76) of the Companies Act, 2013, read with Regulation 2(1)(zb) of the Listing Regulations, Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik, Mr. Mohan Lal Jain and RB Diversified Private Limited will be considered as “related party” and said transaction shall be considered as “related party transaction”.

**Details of the proposed transactions, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

#	Details regarding the related party	Information
1.	A summary of the information provided by the management of the listed entity to the Audit Committee	
a.	Name	Global Media Technologies Inc.(“GMT”)
b.	Name of the Director or KMP who is related	Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain
c.	Nature of relationship to qualify as related party	Global Media Technologies Inc. (“GMT”), a wholly owned subsidiary Company of the Company.
d.	Nature, material terms, monetary value and particulars of the contract or arrangements	<b>Transaction:</b> Transfer of stake in Quintype Technologies India Limited (“QT India”) to Global Media Technologies Inc. (“GMT”)  <b>Tenure:</b> Expected to be completed within 60- Within 30-45 days of the receipt of Member’s approval.

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#	Details regarding the related party	Information
		<b>Monetary Value:</b> INR 254,287,236/- (Indian Rupees Twenty Five Crores Forty Two Lakhs Eighty Seven Thousand Two Hundred Thirty Six Only), agreed on the basis of fair valuation report issued by an independent valuer and subject to necessary closing adjustments if any.
e.	<p>a. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</p> <p>b. For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p>	<p>Not Applicable</p> <p>Not Applicable</p>
2	Justification for why the proposed transaction is in the interest of the listed entity	The consolidation is in line with the global media-tech strategy adopted by the Company. This will provide a platform to the Company to potentially expand its media tech operations in the markets of United States of America and Canada.
3	<p>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)</p> <p>i. details of the source of funds in connection with the proposed transaction</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>NA</p> <p>NA</p> <p>NA</p>

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#	Details regarding the related party	Information
		NA
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Fair valuation report, determined arm's length consideration has been obtained from an Independent Valuer.
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Being a related party transaction, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in the said transaction.

As per Section 180 of the Act and Regulation 24 of Listing Regulations, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Raghav Bahl, Ms. Ritu Kapur, Ms. Vandana Malik and Mr. Mohan Lal Jain or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the said resolution.

**The Board of Directors recommends the Ordinary Resolution set forth in Item No 13 for approval of Members.**

**The Board of Directors recommends the Special Resolution set forth in Item No 14 for approval of Members.**

**Registered Office:**

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

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

Sd/-

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

**Place:** Noida  
**Date:** June 13, 2024

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**POSTAL BALLOT FORM**

1.	<b>Name and Registered Address of the sole-first named Shareholder</b>				
2.	<b>Name(s) of the Joint Shareholder(s), if any</b>				
3.	<b>Registered Folio no./ DP ID*/Client ID* (*applicable to investors holding shares in dematerialized form)</b>				
4.	<b>No. of Share(s) held</b>				
5.	<b>I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Notice dated June 13, 2024, by sending my/our assent or dissent to the said Resolution by placing (✓) mark at the appropriate box below:</b>				
<b>Item No</b>	<b>Description of the Resolution</b>	<b>Type of Resolution</b>	<b>No. of shares</b>	<b>I/We assent to the Resolution (For)</b>	<b>I/We dissent to the Resolution (Against)</b>
1	Approve the remuneration of Ms. Ritu Kapur, Managing Director and Chief Executive Officer of the Company	Ordinary Resolution			
2	Approval for termination of the Master Franchise Agreement	Ordinary Resolution			
3	Approval for increasing the investment limit in Quintype Technologies India Limited	Ordinary Resolution			
4	Approval under Section 185 of the Companies Act, 2013 for granting of loan(s), provision of guarantee(s) etc. to Quintype Technologies India Limited	Special Resolution			
5	Approval for granting of loan(s), provision of guarantee(s) etc. to Quintype Technologies India Limited, a material related party transaction	Ordinary Resolution			
6	Approval for entering into Material Related Party Transaction with Related Parties	Ordinary Resolution			
7	Approval for the Material Related Party Transaction(s) amongst Quintype Technologies India Limited and Quintype Technologies Inc.	Ordinary Resolution			
8	Approval for the Material Related Party Transaction(s) amongst Quintype Technologies Inc. and Quintype Services India Private Limited	Ordinary Resolution			
9	Approval for the Material Related Party Transaction(s) amongst Quintype Technologies India Limited and Quintype Services India Private Limited	Ordinary Resolution			

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10	Approval for the Material Related Party Transaction(s) amongst Quintype Technologies India Limited and Global Media Technologies Inc.	Ordinary Resolution			
11	Approval for the Material Related Party Transaction(s) amongst Quintillion Media Limited and Global Media Technologies Inc.	Ordinary Resolution			
12	Approval for Transfer of Assets by Quintillion Media Limited, a Wholly Owned Subsidiary of the Company	Special Resolution			
13	Approval for entering into Material Related Party Transaction with Global Media Technologies Inc.	Ordinary Resolution			
14	Approval for Transfer of stake held in Quintype Technologies India Limited to Global Media Technologies Inc.	Special Resolution			

Place:

Date:

(Signature)

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### Instructions

- 1) For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice which is being sent herewith to the members whose names appear in the Register of Members as on close of business hours on June 7, 2024. The Postal Ballot Notice has also been placed on the Company's website viz. <https://quintdigitalmedia.com> and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
- 2) A Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier / post at the expense of the Shareholder(s) will also be accepted.
- 3) Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Unsigned, incomplete, or incorrectly ticked Postal Ballot Forms shall be rejected.
- 4) There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders. In case of joint holding, the form should be signed by the first named member and in his/her absence, by the next named member.
- 5) The votes should be casted either in favour or against the resolution by putting a tick (✓) mark in the column provided for assent or dissent. Postal Ballot Forms bearing tick (✓) in the column shall render the form invalid.
- 6) The voting rights of members shall be in proportion of the share(s) held by them in the paid-up equity share capital of the company as on June 7, 2024.
- 7) The exercise of voting through postal ballot is not permitted through a proxy.
- 8) Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 P.M. on Thursday, July 11, 2024. All the Postal Ballot Forms received after the date will be treated as if the reply from such shareholder has not been received.
- 9) In respect of shares held by Corporate and Institutional shareholders (Companies, Trusts, Societies etc.) the completed Postal Ballot Form should be accompanied by a certified copy of relevant Board resolution / appropriate authorization, with specimen signature(s) of the authorized signatory(ies) duly attested.
- 10) Members are requested not to send any other matter/document along with the Postal Ballot Form. The Scrutinizer would destroy any extraneous paper found in such an envelope.
- 11) A shareholder may request a duplicate Postal Ballot Form, if so required. However, duly filled in duplicate form should reach the Scrutinizer not later than the date and time specified above.
- 12) The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice. A

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shareholder cannot vote both by post and e-voting and if he does so his voting by post shall be treated as invalid.

- 13) In case you have of any queries or issues you may contact Mr. Pravin Golatkar, Skyline Financial Services Pvt. Ltd, at A-506, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra- 400072 at his email address: [pravin.cm@skylinerta.com](mailto:pravin.cm@skylinerta.com) or Contact No. 022 28511022 / 49721245.

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