



QUINT DIGITAL LIMITED

(FORMERLY KNOWN AS QUINT DIGITAL MEDIA LIMITED)

POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION

POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION

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POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION

1. INTRODUCTION

Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosures to the stock exchanges. Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per the Archival Policy of the listed entity.

SEBI vide its notification dated June 14, 2023 inter-alia amended the Regulation 30 of Listing Regulation which has come into effect from July 13, 2023. Further, SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 have provided disclosure requirements under Regulation 30 and Regulation 30A in line with the above notification, which has necessitated several changes in the existing policy to determine Materiality of an Event/Information, for disclosure thereof under the said Regulation.

Accordingly, the Board of Directors of the Company has adopted this revised policy in compliance with above mentioned Regulations and also to formulate a Policy to determine the materiality of certain events and in order that such material events and information are disclosed to the Stock Exchanges in a timely manner.

2. PURPOSE

The purpose of this document is to provide a policy statement for the Company regarding disclosure of material events/ information in accordance with the provisions of the Listing Regulations and to determine the events and information which in the opinion of the Board are material and required to be disclosed to the Stock Exchange(s) as per the prescribed timelines.

The policy is intended to define disclosure of events/ information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in Company in making decisions and regarding its responsibility about making public such events/ information which may materially affect the performance of the Company and thereby materially affect the share prices of the Company.

The policy is framed for the purpose of systematic identification, categorization, review, disclose and update on website the details of information/ events which may have a bearing on the performance of the Company, and which may materially affect

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the share prices of the Company.

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

3. DEFINITIONS

- a) **“Policy”** means this Policy on Disclosure of Material Events/ information.
- b) **“Material Events”** are those that are specified in Para A of Part A of Schedule III of the Listing Regulations.
- c) **“Other Events”** are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, read with Regulation 30(4) the Listing Regulations.
- d) **“Key Managerial Personnel”** (KMP) of the Company includes Managing/ Whole time Directors, Chief Financial Officer and Company Secretary, who may be authorised individually or collectively to disclose events to Stock Exchange(s).
- e) **“Compliance Officer”** for the Purpose of complying with the provisions of the Listing Regulations shall be the Company Secretary of the Company.

4. AUTHORISED PERSON

The Company's Key Managerial Personnel (KMPs) consisting of the Managing/ Whole-time Director, Chief Finance Officer and the Company Secretary are hereby jointly and severally authorised to determine whether the event/ information is material or not and about its timeline for disclosure based on the category of information as covered by the policy to the Stock Exchange(s).

The Company Secretary and Compliance Officer will be the single point of contact for the above signatories who are authorized to determine materiality and make distributions covered by this Policy. The contact details of the Company Secretary is:
- Mr. Tarun Belwal, Company Secretary and Compliance Officer, Email:- **cs@thequint.com** and telephone: 0120-4751818.

Board of Directors, CEO, CFO, Key Managerial Personnel and all other words not defined herein shall have the same meaning as assigned to those terms under the

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Listing Regulation.

5. POLICY

Materiality must be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event. To determine whether a particular event/information is material in nature, the Company shall consider the criteria(s) mentioned below.

- the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly.
- the omission of an event or information is likely to result in significant market reaction if the said omission came to light later.
- In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event / information is considered material.

An illustrative list of events/ information which shall be disclosed to the stock exchanges on application of guidelines of materiality given above is attached as **Annexure I** .

If any event occurs or an information is available with the Company and which has not been indicated in **Annexure I**, but which may have material effect on the Company, adequate disclosures will be made to the Stock Exchanges.

The Company Secretary and Compliance Officer shall ensure that the updated disclosure with respect to the material event/ information is made to the stock exchanges on a regular basis till such time the event/ information is resolved/ closed, with relevant explanation.

6. REVIEW / AMENDMENT

This policy may be reviewed by the Board from time to time. However, any subsequent amendment/ modification in the Listing Regulations or the Companies Act, 2013 or any other governing Act/ Rules/ Regulations or re-enactment, impacting the provisions of the Policy shall automatically apply to the Policy and the relevant provision(s) of the Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in the Policy.

A. Details which a listed entity needs to disclose for the events that are deemed to be material as specified in Para A of Part A of Schedule III of the LODR Regulations

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate company of the listed entity or any other restructuring.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. New Rating(s) or Revision in Rating(s).
4. **Outcome of Meetings of the Board of Directors:** The listed entity shall intimate to the Exchange(s), **within 30 minutes of the closure of the meeting**, held to consider or decide the following:
 - a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/ dispatched;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;
 - d) the decision with respect to fund raising proposed to be undertaken;
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched;
 - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the listed entity from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- 5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose

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and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

6. Fraud or defaults by a listed entity, its Promoter, Director, Key Managerial Personnel, Senior Management or Subsidiary or arrest of Key Managerial Personnel, Senior Management, Promoter Or Director whether occurred within India or abroad.
7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Office.
8. Appointment or discontinuation of share transfer agent.
9. As specified in sub-para 9 of Para A of Part A of Schedule III of LODR Regulations.
10. One time settlement with a bank.
11. Winding-up petition filed by any party / creditors.
12. Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to Memorandum and Articles of Association of listed entity, in brief.
15. As specified in sub-para 15 of Para A of Part A of Schedule III of LODR Regulations.
16. As specified in sub-para 16 of Para A of Part A of Schedule III of LODR Regulations.
17. As specified in sub-para 17 of Para A of Part A of Schedule III of LODR Regulations.
18. As specified in sub-para 18 of Para A of Part A of Schedule III of LODR Regulations.
19. As specified in sub-para 19 of Para A of Part A of Schedule III of LODR Regulations.
20. As specified in sub-para 20 of Para A of Part A of Schedule III of LODR Regulations.
21. As specified in sub-para 21 of Para A of Part A of Schedule III of LODR Regulations.

B. Details which a listed entity need to disclose for events on which the listed entity shall apply materiality in terms of Para B of Part A of Schedule III of the LODR Regulations

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the listed entity:
 - Arrangements for strategic, technical, manufacturing, or marketing tieup
 - Adoption of new line(s) of business
 - Closure of operations of any unit, division or subsidiary (in entirety or in piecemeal)

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3. Capacity addition or product launch
 4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts, not in the normal course of business.
 5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
 6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
 7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
 8. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.
 9. Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.
 10. Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme).
 11. Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party
 12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
- C.** Details which a listed entity need to disclose in terms of Para C of Part A of Schedule III of LODR Regulations.
- D.** Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
- E.** Without prejudice to the generality of para (A), (B), (C) and (D) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

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DATES OF REVIEW/AMENDMENT

S.No.	Date of review/amendment
1.	April 14, 2021
2.	May 30, 2022
3.	May 30, 2023
4.	May 30, 2024