

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of

Quint Digital Media Limited

- I. The name of the Company is Quint Digital Media Limited².
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi¹
- III. The objects for which the Company is established are:
 - A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE*:**
 1. To carry on in India and elsewhere either on its own or in alliance with any other Person/ Body/ Bodies corporate incorporated in India or abroad either under a strategic alliance or Joint Venture or any other arrangement the business of running a website through any mode (including but not limited to web, digital or mobile) and which may include various information (including but not limited to current affairs, lifestyle, entertainment) or providing/ operating Internet services, web based electronic commerce or any kind of content and other allied services.
 2. To undertake and carry on directly or through setting up a joint venture, universally the business of facilitating, managing, producing, directing, creating, publishing, exhibiting, buying, selling, hiring, renting, assigning, licensing, telecasting, importing, exporting, acquiring space on a satellite, transponder and dealing with all kinds of intellectual property rights, content, media, applications, program and software of all types and kinds and on various formats, including but not limited to audio content, video content, whether through television or otherwise, mobile content, internet content, gaming content, movies, clips, commercials, films, in film placement, video films, serials, sponsored programmes, advertisement films, advertisement jingles, animation, events, shows, etc. for broadcasting and publishing on each and every medium now known or that may be developed in the future.
 3. To collect, manage, sort, arrange, update, process, interpret, circulate, distribute, buy and analyze and other processes database, information and/or statistics of all sorts including that of customers, business, industry whether in India or abroad, whether in physical form or in electronic form or otherwise and exploit the same for business and commercial purposes in any form and manner including making them available transmitting on phone or online or in any other manner and method as deem fit.
 4. To carry on in India or elsewhere the business, in all its ramifications, of generating, developing, creating, procuring, obtaining, improving, hiring, licensing, distributing, selling, marketing, selling, purchasing, managing, converting, reproducing content of any sort or forms, and otherwise deal in any manner with data and information of any kind and description, in any form

² Approved by Board of Directors in their meeting held on May 6, 2020, subject to the approval of members through Postal Ballot.

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and manner, on any media whatsoever including the Internet and to render all types of services in relation thereto and to do all such other acts and things as are necessary and incidental thereto.

5. To carry on the business of hosting web pages, e-commerce and e-training, information source on-line, news internet channels, video conferencing, e-mail through internet, internet telephony, fulfilling customized requirements through different link between sites or business portals or any other activity connected with the internet business.
6. To carry on business as advertising and publicity agents, to purchase and sell advertising time or space on any media like newspaper, magazines, pamphlet, publications, television, radio, mobile, internet, satellite in India or abroad or any other kind of media currently in vogue or which may be vogue at any time, and to act as agent or representative for any person(s) or entities for soliciting/booking advertisements and/or any other promotional, commercial and other programmers on any form of media or medium including collection of charges and remittances thereof to principal to principles and any other activities related to or necessary in the context of the said business.
7. To carry on business of commodity trading by way of (including commodity derivatives) broking, trading and hedging and to act as brokers and traders in all commodities and commodity derivatives, and to act as market makers, finance brokers, underwriters, sub-underwriters, providers of service for commodity related activities buy, sell, take hold deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives, and to carry on the business of commodity warehousing, processing and consumption.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE (A) ARE:

1. To identify, acquire, develop, organize and obtain financial, technological and managerial support including supply of equipment and materials in connection with all or any of the objects of the Company specified above.
2. To enter into agreements, arrangements, collaborations, contracts, sub-contracts with any individual, company, partnership firm, limited liability partnership, body corporate, Government, State, Municipal or local authority, foreign party in all or any of the objects of the Company specified above.
3. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in any media, including radio, television, internet and the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donation.
4. To promote, organize, arrange and hold seminars, demonstrations, workshops and exhibitions, and to establish, maintain, own, operate and run showrooms, retail and wholesale shops, warehouses, distribution points and such other premises to promote the objects of the Company or as may be required for the sale and/or distribution of the products and services of the Company.
5. To act as representative/ agent/ in India on behalf of foreign holding/ promoter/subsidiary company/ their associates/ group company and other companies

incorporated outside India in respect of import and export of goods/ materials/ products/ machineries/ services/ systems/ tools/ technologies/ software, intellectual property rights, rights including designs, trade mark, patents and protection of the same, transfer/ exchange of technologies, brand/ image building, public relations and awareness exercise, market research, marketing, business expansion, restructuring/ re-organization of business and investment, foreign investment policies, business environment dynamics, protection of business interest and investment, Corporate Social Responsibility initiatives and/ or any other related matters herewith.

6. To deal, in foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf in connection with the business of the company and to make appropriate arrangements in relation to exposure in futures, options, forward rate agreements, swaps, caps, floors, collars and any other principal or interest rate hedging arrangements and such other instruments as are similar to, or derived from, any of the foregoing whether for the purpose of avoiding a loss or managing a currency or interest rate exposure or any other exposure or for any other purpose.
7. Subject to the provisions of section 135 of the Companies Act, 2013 and rules made there under, to constitute Corporate Social Responsibility Committee of the Board of Directors to formulate and recommend Corporate Social Responsibility Policy which shall indicate the activity or activities to be undertaken by the company as specified and shall also recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities
8. To take over and acquire any type of license, approval as may be required to carry on the business and to pay compensation for technical services rendered in connection therewith and to acquire and take over business of any company, partnership or individual and or that purpose to enter into necessary agreements, deeds and arrangements.
9. To acquire, purchase or take over the whole or any part of the business, goodwill, trademark, rights, privileges or liabilities, moveable or immoveable property or assets of any person, firm or company which the Company may deem necessary or convenient for the purpose of its business and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in amalgamation or merger with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures or securities, that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
10. To amalgamate or merge or enter into any arrangement with any other company or business, including by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of any company as aforesaid or in any other manner, subject to the Section 230 to Section 234 and other applicable provisions of the Companies Act, 2013.

11. To develop procedures, methods and principles for and to carry on research and development activities on all aspects related to the business and objects of the Company.
12. To carry on any or all of the Company's businesses or objects, either on its own account or in partnership, joint venture or any arrangements for sharing profits; and to promote partnerships, joint ventures and arrangements for sharing profits for the purpose of carrying on any of the foregoing businesses or objects and to acquire and dispose of shares and interests in any such partnerships, joint ventures or arrangements.
13. To take, purchase, or otherwise acquire and hold shares, securities, voting rights, or other interest in any other company, having objects altogether or in part similar to those of this Company or carrying of any business capable of being conducted so as to directly or indirectly benefit this Company.
14. To form, incorporate or promote any company or companies whether in India or abroad, having objects which in the opinion of the Company could directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in the formation or promotion of the company or to the conduct of its business or in about the promotion of any other company in which the Company may have an interest or in the issue of any securities of the company or any company promoted by this Company.
15. To open branches, offices/ agencies in India and outside India.
16. To provide consultancy and services including advisory services related to/ in the field of technology, information technology enabled services, management, business research, whether on-site or off-site, and including but not limited to insurance processing, legal, accounting services, transaction processing and back office processing.
17. To search for, survey, inspect, examine, explore, work, develop, take on lease or license, purchase or otherwise acquire any real, personal, heritable or movable property of any nature whatsoever anywhere in India or elsewhere in the world and, in particular be without prejudice to the foregoing generality, any property, rights, options or concessions whether relating to the business of distribution and value added supply chain management services and to establish all necessary or convenient offices, facilities, machinery, workshops, dwelling houses for workmen and others, and other buildings, works and appliances.
18. Subject to the provisions of the Companies Act, 2013 and the rules made thereunder, to receive money in any form, borrow or raise money on such terms and conditions as the Company may consider expedient and to procure security or guarantee from any third party in connection with, or discharge any debt or obligation, binding on the

Company, in such manner as the Company may deem fit and including in particular by mortgage, charge or lien of whole or part of the Company's property, undertaking or immovable or movable property (present or future) or the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of shares, bonds, convertible stock, debentures or debenture-stock, perpetual or otherwise, or other securities of any description.

19. To nominate directors, officers or managers of any subsidiary company or of any other company which the Company may deem fit.
20. Subject to the provisions of the Companies Act, 2013 and other applicable laws, to sell, lease, mortgage, transfer or otherwise dispose of the whole or any part of any property, business rights and/or undertaking of the Company, either together, or in portions for such consideration and on such terms as may be considered expedient.
21. To incur expenditure on market surveys, or engage the services of experts or agents/brokers to achieve any or all of the objects set out herein, including to investigate and examine into the conditions, prospectus, value, character and circumstances of any business, concern, undertaking, person or persons and generally of any assets, property or rights which the Company proposes to acquire, or to further the interests of the Company.
22. To acquire services of foreign nationals or any other persons on contract/ consultancy basis or enter into arrangements for obtaining know how or technical, financial or other assistance or services, including through collaboration with or under license from foreign individuals, companies, body corporates or such other organizations or persons for the attainment of the objects of the Company.
23. To buy, acquire, build or otherwise transfer, repair, alter, improve, exchange, let out on hire, import, export, remove, repair or set up factories, buildings, offices, shops, works, plant, machinery, equipment, rigs, platforms/installations, tools, stores, stock-in-trade, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by person engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the businesses carried on by the Company. To carry into effect by such means as the Company may deem suitable any of the businesses or functions aforesaid and to acquire and provide any raw materials and services in connection therewith.
24. To carry into effect by such means as the Company may deem suitable any of the businesses or functions aforesaid and to acquire and provide any raw materials and services in connection therewith.
25. To advance money, in connection with the business either with or without security and give credit, to customers, suppliers or any other persons (including Government) or to

guarantee the performance of any contract or obligation or the payment of money by any such person upon such terms and conditions as the Company may think fit and in compliance with the Companies Act, 2013, to attain the objects of the Company, provided that the Company shall not carry on banking business within the meaning of Banking Regulation Act, 1949.

26. Subject to the provisions of the Companies Act 2013, to remunerate any person or company for services rendered, or to be rendered, including in relation to placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities of the Company in or about the organization, formation or promotion of the Company or the acquisition of the property of the Company or the conduct of its business, whether in cash or allotment of shares or securities (including debentures) of the Company credited as paid in full or in part or otherwise as may be thought expedient.
27. To invest the funds of the Company from time to time, including in deposits, units, Government securities or in other securities including shares, bonds, debentures, obligations, bills of exchange, acceptance or any other capital market, money market, or other investments, assets, properties, securitized obligations, commercial paper notes, in any manner as may from time to time be determined by the board of directors of the Company and from time to time sell or vary such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
28. To acquire by purchase, lease, exchange or otherwise, lands, buildings and hereditaments of any nature or description and any estate or interest therein and any right over or connected with land for the purpose of the Company's business.
29. Subject to the provisions of the Companies Act, 2013, and compliance with this Articles, to the extent applicable, the Company has the power and the authority to issue any class of securities, including without limitation, equity shares (with or without differential rights as to dividend, voting rights or otherwise), preference shares, debentures, warrants, partly-paid up shares, or any other convertible instrument, either on a rights basis, preferential allotment basis or private placement basis, or in any other manner permitted by the Companies Act, 2013, with such features and terms attached to the securities as the Company may deem fit and as permitted by the Companies Act, 2013 and these Articles.
30. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any intellectual or industrial property, including patents and patent rights, inventions, trademarks, trade names, trade dresses, trade secrets, designs, patterns, licenses, copyrights, protections, and concessions conferring any exclusive or non-exclusive or limited right to their use or other information as to any invention, process or privileges which may seem capable of being used for any of the objects, business of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or the property, rights and information so acquired. To spend money in experimenting upon and testing and improving or seeking to improve any patents,

rights, inventions, discoveries, processes, or information of the Company or which the Company may acquire or propose to acquire.

31. To sell any patent rights or privileges or other intellectual property belonging to the Company or which may be acquired by it, or any interest in the same, and to grant licenses for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any such intellectual property in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges or other intellectual property in which the Company may be interested.
32. To open accounts with any banks or financial institutions (including accounts with overdraft and other credit facilities), maintain safe deposit lockers and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, letters of credit, warrants, debentures and other negotiable or transferable instruments or securities in respect of such accounts.
33. To insure the whole or part of the property or the business of the Company, either fully or partially, so as to protect and indemnify the Company from any liability or loss in any respect and also to insure, protect and indemnify any part or portion thereof.
34. To pay all costs, charges or expenses incurred in connection with incorporation of the Company, including preliminary and pre-incorporation expenses of the Company and expenses incurred in negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
35. To grant pensions, allowances, emoluments, gratuities, bonuses or any other payments to directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or any subsidiary of the Company or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to provide pensions or other benefits for any such persons as aforesaid, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the board of directors of the Company, be calculated directly or indirectly to benefit the Company or any such persons as aforesaid, and to institute and maintain any other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees upon such terms and conditions and to charge the amount of any such contributions or payment to the working expenses of the Company.
36. To obtain and maintain insurance for the benefit of any person who is or was a director, officer or employee of the Company, a subsidiary of the Company or a company in which the Company has or had an interest (whether direct or indirect) or who is or was a trustee of any retirement benefit scheme or any other trust in which any director, officer or employee or former director, officer or employee is or has been interested, indemnifying and keeping that person indemnified against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against.

37. To create, or to contribute to, any depreciation fund, reserve fund, sinking fund, insurance fund, development or any other special fund including funds for payment of subsidies whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for amortization of capital or for any other purpose conducive to the interest of the Company.
38. To distribute as dividend or bonus among the members or to place as reserve or otherwise apply, as the Company may, from time to time, determine, any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale of forfeited shares by the Company, subject to the provisions of the Companies Act, 2013.
39. Subject to the provisions of applicable law, to distribute among the members in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of its winding-up.
40. To refer any disputes, claims or demand by or against the Company to arbitration in India or abroad either in accordance with Indian or any foreign system of law and to secure and perform arbitral awards and to institute, defend, compromise any legal proceedings by or against the Company, its officers or otherwise and to appoint advocates, consultants or advisors in this behalf.
41. To apply for and become a member of trade associations, societies, chambers of commerce or other professional bodies for the promotion of industry, trading or manufacturing.
42. To do generally all acts and undertake all activities, which are conducive or incidental to the above-mentioned objects.

*Approved by the members of the Company on May 12, 2019 through postal ballot by passing Special Resolution.

- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.*

*Approved by the members of the Company on May 12, 2019 through postal ballot by passing Special Resolution.

- V. The Authorized Share Capital of the Company is Rs.22,50,00,000 (Rupees Twenty Two Crores and Fifty Lakhonly) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10 (Rupees Ten only) each and 25,00,000 (Twenty Five Lakh) Preference Shares of Rs. 10 (Rupees Ten only).*

*Approved by the members of the Company on May 12, 2019 through postal ballot by passing Special Resolution.

Subject to approval in accordance with the Postal Ballot

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WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our names.

S.No.	Name Description, Occupation and Address of Subscribers	Number of equity Shares taken by each Subscriber	Signature of the Subscribers	Signature of Witness with address and occupation
1.	Mohan Gupta S/o. ShBhagat Ram 132, Munirka Enclave, New Delhi-110067 Occupation: Business	Ten Equity Shares (10)	Sd/-	WITNESS TO ALL 7 SUBSCRIBERS
2	Prem Garg W/o. Sh. Subhash Garg, 315, Basant Enclave, New Delhi-110057 Occupation: Business	Ten Equity Shares (10)	Sd/-	
3.	Deepak Gupta S/o. Shri Shyam Sunder Gupta 3197, Dassan Street, HauzQazi, Delhi-110006 Occupation: Business	Ten Equity Shares (10)	Sd/-	
4.	Rachna Gupta W/o. Anoop Gupta 3197, Dassan Street, HauzQazi, Delhi-110006 Occupation: Housewife	Ten Equity Shares (10)	Sd/-	
5.	Jolly Sebastian D/o. Shri P.L Sabastian Z-7, Sarojini Nagar, New Delhi-110023 Occupation: Service	Ten Equity Shares (10)		

6.	<p>Satish Kumar Singla S/o. Shri Tara Chand 17, Central Lane, Bengali Market, New Delhi.</p> <p>Occupation: Business</p>	Ten Equity Shares (10)	Sd/-	
7.	<p>Uma Kant Singhal S/o. Shri H.S Singhal 42-A, Krishna Nagar, New Delhi-110029</p> <p>Occupation: Company Consultant</p>	Ten Equity Shares	Sd/-	<p>Sd/- Anil Kumar Singh S/o. Shri Suraj Nath Singh 230, Humayun Pur, New Delhi-110029 Occupation: Service</p>

	TOTAL			
		Seventy Equity Shares (70)		
				Sd/- Anil Kumar Singh S/o. Shri Suraj Nath Singh 230, Humayun Pur, New Delhi-110029 Occupation: Service
				WITNESS TO ALL 7 SUBSCRIBERS

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