



August 14, 2023

**BSE Limited**

Corporate Services Department  
Phiroze Jeejeeboy Towers  
Dalal Street, Mumbai-400 001

**Scrip Symbol:** QUINT

**Scrip Code:** 539515

**Subject:** Scheme of Arrangement

**Reference:** Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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Dear Sir/Madam,

In terms of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), we would like to inform you that the Board of Directors of the Company in their meeting held today i.e. Monday, August 14, 2023, *inter-alia* considered and approved the Scheme of Arrangement (“**Scheme**”) with respect to the proposed merger of Quintillion Media Limited, a wholly owned subsidiary of the Company, with Quint Digital Media Limited.

The Scheme will be implemented in terms of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof) and the rules made thereunder (“**Act**”) and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) read with Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time (“**SEBI Circular**”).

The Scheme was reviewed and recommended to the Board by the Committee of the Independent Directors and the Audit Committee of the Company.

The Scheme is subject to the receipt of necessary approvals from the stock exchange, National Company Law Tribunal, New Delhi Bench, and other applicable approvals as required as per applicable laws.

Pursuant to Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the disclosure of specified information in respect of abovementioned event is annexed hereto and marked as **Annexure-A**.

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**QUINT DIGITAL MEDIA LIMITED**

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

**Corporate Office:** Carnousties’s 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:** L74110DL1985PLC373314



This intimation will also be hosted on the website of the Company i.e. [www.quintdigitalmedia.com](http://www.quintdigitalmedia.com).

We request you to take the above information on record.

Yours sincerely

**For Quint Digital Media Limited**

**Tarun Belwal**

Company Secretary & Compliance Officer

M. No. A39190

Encl: As above

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**Details of the Scheme of Arrangement with respect to the proposed merger of Quintillion Media Limited with Quint Digital Media Limited and related matters.**

S. No	Particulars	Details
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>1. Quintillion Media Limited (“QML” or “Transferor Company”)</p> <p><b>Turnover:</b> INR 6.87 Lakhs as on March 31, 2023</p> <p><b>Total Assets:</b> INR 102.97 Crores as on March 31, 2023</p> <p><b>Net Worth:</b> INR (191.97) Crores as on March 31, 2023</p> <p>2. Quint Digital Media Limited (“QDML” or “Transferee Company”)</p> <p><b>Turnover:</b> INR 41.05 Crores as on March 31, 2023</p> <p><b>Total Assets:</b> INR 222.27 Crores as on March 31, 2023</p> <p><b>Net Worth:</b> INR 150.95 Crores as on March 31, 2023</p> <p>Quintillion Media Limited is a wholly owned subsidiary of Quint Digital Media Limited</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	QML is a wholly owned subsidiary of QDML. The proposed merger does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs and since the same is subject to the sanction of the National Company Law Tribunal, New Delhi Bench.

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		Further, pursuant to SEBI LODR Regulations, the related party transaction provisions are not applicable to the proposed Scheme of Arrangement between the Parent and its wholly owned subsidiary.
3.	Area of business of the entity(ies)	QML And QDML are engaged in the business of running websites through web, digital or mobile media and which may include various information including current affairs, lifestyle, entertainment etc.
4.	Rationale for amalgamation/ merger	<p>Merger of QML with QDML can provide the following benefits to the shareholders/ stakeholders as under:</p> <ol style="list-style-type: none"> <li>a. Leading to a more efficient utilization of capital and creation of a consolidated base of assets and resources for future growth;</li> <li>b. Reduction in the management overlaps due to operation of the multiple entities and more focused leadership;</li> <li>c. Reduction in multiplicity of legal and regulatory compliances, reduction in overheads, including administrative, managerial and other costs amongst all;</li> <li>d. Synergy benefits, such as, competitive edge, consolidation of businesses to combine growth opportunities to capitalize on future growth potential which would in-turn significantly help in efficient utilization of financial and operational resources; and</li> <li>e. Pooling of proprietary information, personnel, financial, managerial and other resources, thereby contributing to the future growth of the Amalgamated Company.</li> </ol> <p>Reduction of the capital of QDML in the manner set out in this Scheme can provide the following benefits to the shareholders and stakeholders as under:</p>

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		<p>a. The Scheme would not have any impact on the shareholding pattern and the capital structure of QDML;</p> <p>b. The Scheme will enable QDML to adjust the balance of in the Capital Reserve in accordance with the manner set out in this Scheme; and</p> <p>c. The Scheme does not involve any financial outlay / outgo and therefore, would not affect the ability or liquidity of QDML to meet its obligations or commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of QDML.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	QML is a wholly owned subsidiary of QDML. Accordingly, pursuant to this Scheme and on amalgamation of QML with QDML, no shares of QDML shall be issued.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the shareholding pattern of the QDML as no shares are being issued on the amalgamation.

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