

NOTICE OF SIXTH (6TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTH (6TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF QUARK MEDIA TECH PRIVATE LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 30, 2024, AT 12:00 PM AT ITS REGISTERED OFFICE SITUATED AT 11TH FLOOR, WING E, HELIOS BUSINESS PARK, OUTER RING ROAD, KADUBEESANAHALLI, BENGALURU 560103, KARNATAKA AT TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE ANNUAL AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Annual Audited financial statements of the Company for the Financial Year ended March 31, 2024, along with the Reports of the Board of Directors and Auditors thereon as circulated to the shareholders and now laid before the Meeting, be and are hereby received, considered and adopted.”

SPECIAL BUSINESS:

- 2. TO APPOINT MR. RAVINDRA SINGH (DIN: 08019195) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY**

To consider and if thought fit to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and further to the recommendation of the Board of Directors (the “Board”), Mr. Ravindra Singh (DIN: 08019195), who was appointed as an Additional Director (Non-Executive, Non-Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the Meeting of the Board held on February 8, 2024 to hold office upto the date/due date of the next General Meeting of the Company, be and is hereby appointed as a Director (Non- Executive, Non- Independent) of the Company.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto including but not limited to filling of necessary forms with any regulatory authority as may be required in this regard for the purpose of giving effects to this Resolution.”

3. TO APPOINT MR. CHANCHAL KUMAR (DIN: 10495438) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY

To consider and if thought fit to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and further to the recommendation of the Board of Directors (the "Board"), Mr. Chanchal Kumar (DIN: 10495438), who was appointed as an Additional Director (Non-Executive, Non-Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the Meeting of the Board held on February 8, 2024 to hold office upto the date of Next Annual General Meeting or last date on which the Annual General Meeting should have been held, be and is hereby appointed as a Director (Non- Executive, Non- Independent) of the Company.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto including but not limited to filling of necessary forms with any regulatory authority as may be required in this regard for the purpose of giving effects to this Resolution."

4. TO APPOINT MR. PRASHANT SANJEEV RAWAT (DIN: 10593334) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY

To consider and if thought fit to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and further to the recommendation of the Board of Directors (the "Board"), Mr. Prashant Sanjeev Rawat (DIN: 10593334), who was appointed as an Additional Director (Non-Executive, Non-Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the meeting of the Board held on July 01, 2024 to hold office upto the date/due date of the next General Meeting of the Company, be and is hereby appointed as a Director (Non- Executive, Non- Independent) of the Company.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto including but not limited to filling of necessary forms with any regulatory authority as may be required in this regard for the purpose of giving effects to this Resolution."

5. TO APPROVE LOANS, INVESTMENTS, PROVIDING GUARANTEES OR SECURITY IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit to pass with or without modification(s), the following resolutions as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of the said Act

(including any statutory modification or re-enactment thereof, for the time being in force) and any other applicable statutory/regulatory guidelines as may be applicable and the enabling provisions of the Memorandum of Association, and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board to, (i) give any loan to any person or other body corporate, (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person, and (iii) acquire by way of subscription, purchase, or otherwise the securities of any other body corporate, up to an aggregate amount of Rs. 3,85,00,00,000/- (Rupees Three Hundred and Eighty-Five Crores Only), notwithstanding that the aggregate of the loans, guarantees, securities, or investments so far made together with the proposed loans, guarantees, securities, or investments exceed the limits specified under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient, or proper, in respect of the above loans, guarantees, securities, or investments, including the timing, the amount, and other terms and conditions of such loans, guarantees, securities, or investments and to execute such documents, deeds, writings, papers, and/or agreements as may be required for this purpose and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company, as it may in its absolute discretion deem appropriate, in order to give effect to this resolution."

**By and on behalf of the Board of Directors
For QUARK MEDIA TECH PRIVATE LIMITED**



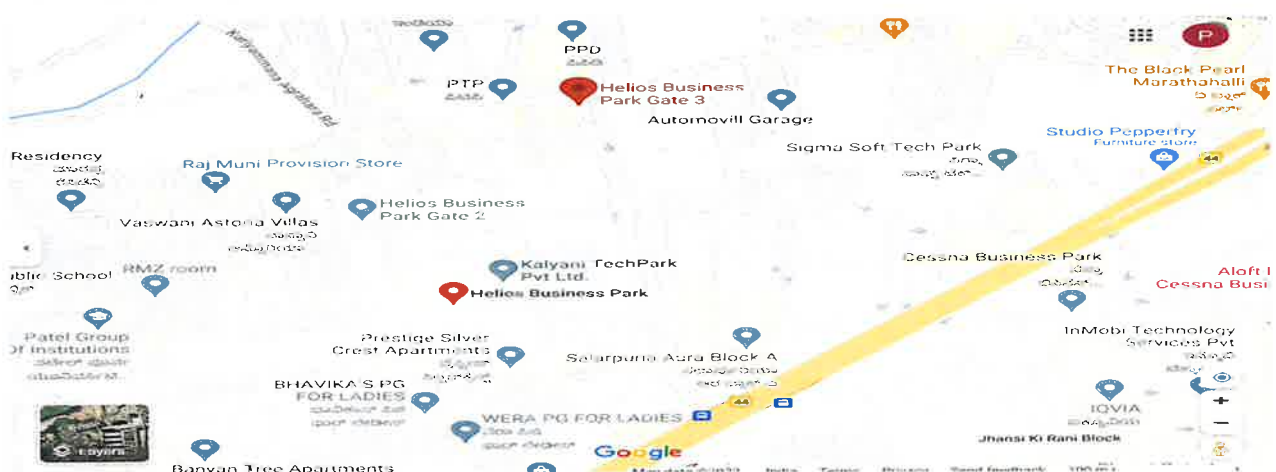

**Asha Uprety
Company Secretary
M.No. A67111**

Date: September 07, 2024
Place: Bengaluru

NOTES

1. Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI), is annexed to and forms part of the Notice as **Annexure I**.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf. Proxy form is enclosed with this notice as **Annexure-II**.
3. Proxies, in order to be effective, should be lodged with the Company not less than 48 hours before the meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members.
6. In case of corporate Members proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
7. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection to the Members of the Company at the registered office of the Company during normal business hours on all working days up to and including the date of Annual General Meeting of the Company.
8. Route map is enclosed:

Address of the Venue: 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru-560103 Karnataka.



ANNEXURE I**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL
STANDARD-2 ISSUED BY ICSI****ITEM NO. 2****TO APPOINT MR. RAVINDRA SINGH (DIN: 08019195) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF
THE COMPANY****Background:**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules framed there under, Mr. Ravindra Singh (DIN: 08019195) was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company effective from February 8, 2024, to hold office upto the date/due date of the next General Meeting of the Company.

BRIEF PROFILE OF MR. RAVINDRA SINGH (DIN: 08019195)

Particulars	Details
Name	Ravindra Singh
Date of Birth and Age	07/07/1984
Qualification	MBA
Experience	18+ years in Finance
Terms and conditions of appointment	Appointment as a Director (Non-Executive, Non-Independent)
Remuneration sought to be paid	Sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the Company, as may be approved by the Board from time to time in accordance with the applicable laws.
Date of first appointment on the Board	February 08, 2024
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A
The number of Meetings of the Board of Directors attended during the Financial Year 2023-24.	1
Directorship in other Companies	1. High Ver Se Technologies Private Limited 2. Wise Apps Private Limited 3. Greynium Information Technologies Private Limited 4. Quark Media Tech Private Limited 5. Bvalue Services Private Limited 6. Valueleaf Services (India) Private Limited 7. Wvalue Martech Private Limited
Membership/ Chairmanship of Committees of other Boards	NA

The Board hereby recommends members for passing of the said resolution set out in Item No. 2 as an Ordinary Resolution.

Except Mr. Ravindra Singh, none of the directors, key management personnels and/or their relatives, are concerned or interested in the resolution as set out in the Item No. 2 of the Notice.

ITEM NO. 3

TO APPOINT MR. CHANCHAL KUMAR (DIN: 10495438) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY

Background:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules framed there under, Mr. Chanchal Kumar (DIN: 10495438) was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company effective from February 8, 2024, to hold office upto the date of Next Annual General Meeting or last date on which the Annual General Meeting should have been held.

BRIEF PROFILE OF MR. CHANCHAL KUMAR (DIN: 10495438)

Particulars	Details
Name	Chanchal Kumar
Date of Birth and Age	20/05/1979, 45 years
Qualification	B. Com from Ramjas College, University of Delhi, Chartered Accountant and Company Secretary.
Experience	Mr. Chanchal Kumar is a Chartered Accountant and a Company Secretary with experience of more than 20 years. Currently, he is working as Company Secretary of Ver Se Innovation Private Limited. Previously, he has worked in various reputed organizations such as ICICI Bank, GE Capital, Yes Bank and Ujjivan Small Finance Bank.
Terms and conditions of appointment	Appointment as a Director (Non-Executive, Non-Independent)
Remuneration sought to be paid	Sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the Company, as may be approved by the Board from time to time in accordance with the applicable laws.
Date of first appointment on the Board	February 08, 2024
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A
The number of Meetings of the Board of Directors attended during the Financial Year 2023-24.	1
Directorship in other Companies	Greynium Information Technologies Private Limited BMEG Private Limited

	Innovative Ver Se Media Private Limited Quark Media Tech Private Limited
Membership/ Chairmanship of Committees of other Boards	NA

The Board hereby recommends to members for passing of the said resolution set out at Item No. 3 as an Ordinary Resolution.

Except Mr. Chanchal Kumar none of the directors, key management personnels and/or their relatives, are concerned or interested in the resolution as set out in the Item No. 3 of the Notice.

ITEM NO. 4

TO APPOINT MR. PRASHANT SANJEEV RAWAT (DIN: 10593334) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY

Background:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules framed there under, Mr. Prashant Sanjeev Rawat (DIN: 10593334) was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company effective from July 01, 2024, to hold office upto the date/due date of the next General Meeting of the Company.

BRIEF PROFILE OF MR. PRASHANT SANJEEV RAWAT (DIN: 10593334)

Particulars	Details
Name	Prashant Sanjeev Rawat
Date of Birth and Age	15/10/1993
Qualification	Chartered Accountant
Experience	10 years' experience in Finance and Treasury
Terms and conditions of appointment	Appointment as a Director (Non-Executive, Non-Independent)
Remuneration sought to be paid	Sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the Company, as may be approved by the Board from time to time in accordance with the applicable laws.
Date of first appointment on the Board	July 01, 2024
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N. A
The number of Meetings of the Board of Directors attended during the Financial Year 2023-24.	N. A
Directorship in other Companies	Quark Media Tech Private Limited High Ver Se Technologies Private Limited Magzter Digital Private Limited
Membership/ Chairmanship of Committees of other Boards	NA

The Board hereby recommends to members for passing of the said resolution set out at Item No. 4 as an Ordinary Resolution.

Except Mr. Prashant Sanjeev Rawat none of the directors, key management personnels and/or their relatives, are concerned or interested in the resolution as set out in the Item No. 4 of the Notice.

ITEM NO. 5**TO APPROVE LOANS, INVESTMENTS, PROVIDING GUARANTEES OR SECURITY IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

As per the provisions of Section 186 of the Companies Act, 2013, the Company is required to obtain the approval of members by way of a Special Resolution if the aggregate of loans, guarantees, security provided, or investments made by the Company exceeds:

1. Sixty percent of its paid-up share capital, free reserves, and securities premium account, or
2. One hundred percent of its free reserves and securities premium account, whichever is higher.

To ensure the Company's flexibility to make further investments, provide loans, guarantees, or securities when opportunities arise, it is proposed that the Company be authorized to exceed the limits as specified under Section 186.

Accordingly, the Board hereby recommends the members to approve the resolution and to authorize the Board to make loans, investments, or provide guarantees/securities exceeding the prescribed limits under Section 186 of the Act, up to an aggregate amount of Rs. 3,85,00,00,000/- (Rupees Three Hundred and Eighty-Five Crores Only).

The Board hereby recommends to members for passing of the said resolution set out at Item No. 5 as Special Resolution.

None of the directors, key management personnels and/or their relatives, are concerned or interested in the resolution as set out in the Item No. 5 of the Notice.

By and on behalf of the Board of Directors
For QUARK MEDIA TECH PRIVATE LIMITED


Asha Uprety
Company Secretary
M.No. A67111



Date: September 07, 2024
Place: Bengaluru

Annexure-II
Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74999KA2018PTC114297

Name of the Company: Quark Media Tech Private Limited

Registered office: 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru-560103, Karnataka.

Name of the member: Registered address: E-mail Id: Folio No/ Client Id/ DP ID:

I/We being the Member(s) of _____ Equity shares of Rs. 10/- each of **Quark Media Tech Private Limited**, hereby appoint:

1. Name: _____ E-mail Id: _____
Address: _____

Signature: _____ or failing him

2. Name: _____ E-mail Id: _____
Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Monday, September 30, 2024 at 12.00 P.M. at the registered office of the Company at 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru-560103, Karnataka and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For	Against
1.	To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 along with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint Mr. Ravindra Singh (DIN: 08019195) as a Director (Non-Executive, Non-Independent) of the Company.		
3.	To appoint Mr. Chanchal Kumar (DIN: 10495438) as a Director (Non-Executive, Non-Independent) of the Company.		
4.	To appoint Mr. Prashant Sanjeev Rawat (DIN: 10593334) as a Director (Non-Executive, Non-Independent) of the Company.		
5.	Approval for loans, investments, providing guarantees or security in excess of the limits prescribed under section 186 of the Companies Act, 2013.		

Please put a 'v' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate. This is only optional.

Signed this _____ day of _____ 2024

Signature of Member(s): _____

Signature of the Proxy holder(s) : _____

Affix	Revenue
Stamp	

Note: This proxy form in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 48 hour before the Annual General Meeting.

ATTENDANCE SLIP06th ANNUAL GENERAL MEETING

Registered Folio No./ DP ID and Client ID	
Name and Address of Member(s)	

I / We, hereby record my / our presence at the Annual General Meeting of the Company at the Registered Office of the Company on Monday, September 30, 2024 at 12.00 P.M.

.....
Member's Folio /
DP ID- Client ID

.....
Member's / Proxy's
Name in BLOCK Letters

.....
Member's / Proxy's
Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.
