

Ref. No.: QHTL/Sec/SE/2019-20/38

July 16, 2019

The Manager,  
Corporate Services,  
BSE Limited,  
14<sup>th</sup> floor, P J Towers, Dalal Street,  
Mumbai – 400 001

Ref: Security ID : QUICKHEAL  
Security Code: 539678

The Manager,  
Corporate Services,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051

Symbol: QUICKHEAL  
Series : EQ

Dear Sir/Madam,

**Sub: - Report of the Scrutinizer on Voting Process including remote e-voting and voting by Physical Ballots at AGM Venue**

Please find enclosed herewith Report of the Scrutinizer on voting process including remote e-voting and voting by Physical Ballots at AGM venue held on July 15, 2019, for your records.

Please acknowledge the receipt.

Thanking you,

For Quick Heal Technologies Limited



A. Srinivasa Rao  
Company Secretary

July 15, 2019

To

Mr. Srinivasa Rao Anasingaraju  
Company Secretary  
Quick Heal Technologies Limited  
Marvel Edge 7010 C & D,  
Opposite NECO Garden Society,  
Viman Nagar,  
Pune – 411014

**Sub: E-voting and Voting by Poll at AGM Venue**

Dear Mr. Srinivasa Rao

I refer to my appointment as Scrutinizer to conduct the Voting Process (including Remote E-voting and voting by Poll at AGM venue) in respect of the following resolutions contained in the Notice of Twenty- Fourth Annual General Meeting held on Monday, July 15, 2019 at 11:00 a.m.:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31<sup>st</sup> March 2019 together with the Reports of Directors and Auditors thereon
2. To declare Final Dividend on Equity Shares
3. To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. MSKA & Associates, Chartered Accountants, [Firm Registration No. 105047W] as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company and to fix their remuneration

**SPECIAL BUSINESS**

5. To approve variation in utilization of IPO proceeds
6. To approve service of documents through particular mode under Section 20 of Companies Act, 2013
7. To appoint Mr. Amitabha Mukhopadhyay (DIN: 01806781) as independent director of company
8. To ratify remuneration of Cost Auditor for Financial Year 2019-2020 and 2020-2021



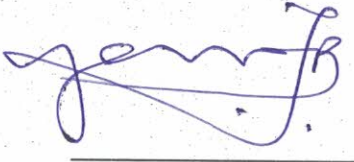
I now enclose the following:

- a. My report to the Chairman of the Company on the result of the Voting Process (including Remote E-voting and Voting by Poll at AGM Venue)
- b. The register showing the particulars of the Votes cast by Poll at the AGM Venue and the e-votes registered on the Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolutions.

You are requested to take the same on record and acknowledge.

Thanking you

Yours faithfully



**Jayavant B Bhawe**

**FCS 4266 CP 3068**

**Scrutinizer appointed for the**

**Voting process by the Board of Directors**



**Report of Scrutinizer on Remote E-Voting and Voting by Poll at AGM Venue**  
**[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies**  
**(Management and Administration) Rules, 2014]**

July 15, 2019

To

Mr. Kailash Katkar

Chairman and Managing Director

Quick Heal Technologies Limited

Marvel Edge 7010 C & D, Opposite NECO Garden Society,

Viman Nagar, Pune – 411014.

Dear Sir,

**Sub: Report of Scrutinizer on Voting Process [including Remote E-voting and Voting by Poll at AGM Venue] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014**

The Board of Directors of Quick Heal Technologies Limited ('the Company') have vide resolution passed on May 10, 2019, decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of Twenty-Fourth Annual General Meeting ('AGM') held on Monday, July 15, 2019; by way of Voting by electronic means (Remote E-voting) and voting by Poll at AGM Venue; as required under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhawe, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on May 10, 2019 as required under Section 108 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Remote E-Voting and Voting by Poll at AGM Venue; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Twenty- Fourth Annual General Meeting of the Company held on Monday, July 15, 2019 and reproduced herein below:



**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31<sup>st</sup> March 2019 together with the Reports of Directors and Auditors thereon
2. To declare Final Dividend on Equity Shares
3. To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint M/s. MSKA & Associates, Chartered Accountants, [Firm Registration No. 105047W] as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the 29th Annual General Meeting of the Company and to fix their remuneration

**SPECIAL BUSINESS**

5. To approve variation in utilization of IPO proceeds
6. To approve service of documents through particular mode under Section 20 of Companies Act, 2013
7. To appoint Mr. Amitabha Mukhopadhyay (DIN: 01806781) as independent director of company
8. To ratify remuneration of Cost Auditor for Financial Years 2019-2020 and 2020-2021

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to Remote E-voting and voting by Poll at the AGM Venue. My responsibility as a scrutinizer for the Voting process is restricted to ensure that the Voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolutions, based on the reports generated from the E-Voting System provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide Remote E-voting facilities and engaged by the company for that purpose and Voting by the poll provided at the AGM Venue.

The Notice of AGM convening the Twenty-Fourth Annual General Meeting of the Company held at Ramee Grand Hotel and Spa, Plot No. 587/3, CST No. 1221/C, Apte Road, Shivajinagar, Pune - 411004 on July 15, 2019 at 11.00 a.m. was sent to the members of the Company holding shares on the cut-off date i.e. July 8, 2019 who were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of Annual General Meeting.





In this regard, I submit my report as under:

1. Pursuant to the Section 109 of Companies Act 2013 and read with Rule 21 of Companies (Management and Administration) Rules, 2014 -
  - i. After the time fixed for closing of the poll by the Chairman Mr. Kailash Katkar, ballot box kept for polling was locked in my presence with due identification marks placed by me.
  - ii. The Locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the proxies lodged with the company.
  - iii. None of the poll papers was found defective.
2. The E-voting period remained open from Friday, July 12, 2019 (12.01 A.M. IST) to Sunday, July 14, 2019 (5.00 P.M. IST). After the conclusion of AGM on Monday, July 15, 2019 I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who casted their votes electronically on each of the resolutions; were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>). I have scrutinized, downloaded and counted the Votes casted through Remote E-voting facility for the purpose of this report.
4. The particulars of votes casted through Remote E-voting and Votes casted by Poll at the venue of AGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.



5. The results of the Voting Process are as follows-

(a) The results based on Remote E-Voting facility are as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %)	Invalid Votes (In No.)	Invalid Votes (in %)
1	To receive, consider and adopt the audited financial statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2019 together with the Reports of Directors and Auditors thereon.	Ordinary	48258553	99.99	3	0.01	-	-
2	To declare Final Dividend on Equity Shares.	Ordinary	48265415	99.99	3	0.01	-	-
3	To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	482 65333	99.99	85	0.01	-	-
4	To Appoint Statutory Auditors and fix their remuneration	Ordinary	48265415	99.99	3	0.01	-	-
5	To approve variation in utilization of IPO proceeds	Special	48265184	99.99	234	0.01	-	-
6	To approve service of documents through particular mode under Section 20 of Companies Act, 2013	Special	48265236	99.99	182	0.01	-	-
7	To appoint Mr. Amitabha Mukhopadhyay (DIN: 01806781) as independent director of company	Ordinary	48265390	99.99	28	0.01	-	-
8.	To ratify remuneration of Cost Auditor for Financial Years 2019-2020 and 2020-2021	Ordinary	48265186	99.99	232	0.01	-	-



(b) The results of Voting by Poll at the venue of AGM; by the members attending the Annual General Meeting are as follows:

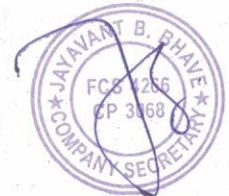
Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %)	Invalid Votes (In No.)	Invalid Votes (in %)
1	To receive, consider and adopt the audited financial statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2019 together with the Reports of Directors and Auditors thereon.	Ordinary	111	100	0	0	-	-
2	To declare Final Dividend on Equity Shares.	Ordinary	111	100	0	0	-	-
3	To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	111	100	0	0	-	-
4	To Appoint Statutory Auditors and fix their remuneration	Ordinary	111	100	0	0	-	-
5	To approve variation in utilization of IPO proceeds	Special	111	100	0	0	-	-
6	To approve service of documents through particular mode under Section 20 of Companies Act, 2013	Special	111	100	0	0	-	-
7	To appoint Mr. Amitabha Mukhopadhyay (DIN: 01806781) as independent director of company	Ordinary	111	100	0	0	-	-
8.	To ratify remuneration of Cost Auditor for Financial Years 2019-2020 and 2020-2021	Ordinary	111	100	0	0	-	-





c) The consolidated result of the Voting Process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)	Invalid Votes (in %)
1	To receive, consider and adopt the audited financial statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2019 together with the Reports of Directors and Auditors thereon.	Ordinary	48258664	99.99	3	0.01	-	-
2	To declare Final Dividend on Equity Shares.	Ordinary	48265526	99.99	3	0.01	-	-
3	To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	48265444	99.99	85	0.01	-	-
4	To Appoint Statutory Auditors and fix their remuneration	Ordinary	48265526	99.99	3	0.01	-	-
5	To approve variation in utilization of IPO proceeds	Special	48265295	99.99	234	0.01	-	-
6	To approve service of documents through particular mode under Section 20 of Companies Act, 2013	Special	48265347	99.99	182	0.01	-	-
7	To appoint Mr. Amitabha Mukhopadhyay (DIN: 01806781) as independent director of company	Ordinary	48265501	99.99	28	0.01	-	-
8.	To ratify remuneration of Cost Auditor for Financial Years 2019-2020 and 2020-2021	Ordinary	48265297	99.99	232	0.01	-	-



6. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

**Result:**

All the Eight resolutions having secured requisite majority of votes-

- a. Resolution number 1 to 4 may be considered to have been passed as **Ordinary Resolutions**
- b. Resolution number 5 and 6 may be considered to have been passed as **Special Resolutions**
- c. Resolution number 7 and 8 may be considered to have been passed as **Ordinary Resolutions**

The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking You,  
Yours faithfully,



**Jayavant B Bhawe**  
**FCS 4266 CP 3068**  
**Scrutinizer appointed for the**  
**Voting process by the Board of Directors**

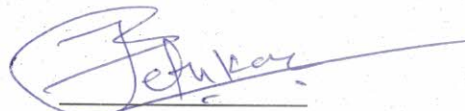
**Date: July 15, 2019**

**Place: Pune**

We confirm that the votes were unblocked from the e-voting website of CDSL in our presence at 12.11 p.m. on Monday, July 15, 2019



**Ruchita Deshpande**



**Tanmay Pethkar**