

Notice

Notice is hereby given that the 24th Annual General Meeting of the Members of **Quick Heal Technologies Limited** will be held on Monday, July 15, 2019 at 11:00 A.M. at Ramee Grand Hotel & Spa, Plot. No. 587/3, CST No. 1221/C, Apte Road, Shivaji Nagar, Pune - 411 004, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Annual Accounts:

To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:

(a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare Dividend on equity shares:

To declare a final dividend of ₹ 2/- per equity share for the year ended March 31, 2019, pass the following resolutions as **Ordinary Resolution**:

"RESOLVED THAT a dividend at the rate of ₹ 2/- (Two rupees only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019."

3. Directors' retire by rotation:

To appoint a director in place of Mr. Sanjay Katkar (DIN: 00397277), who retires by rotation and, being eligible, offers himself for re-appointment, pass the following resolutions as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sanjay Katkar (DIN: 00397277), who retires by rotation at this meeting and being eligible has offered him-self for re-appointment, be and is

hereby re-appointed as a Director of the Company, liable to retire by rotation and he will be continued to be designated as Joint Managing Director of the Company."

4. Appointment of Statutory Auditors:

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

"RESOLVED THAT pursuant to the provisions of sections 139 and other applicable provisions, if any, of the Companies Act, 2013, read together with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the consent of the Members of the Company be and is hereby given for appointment of M/s. MSKA & Associates, (Firm Registration No. 105047W), Chartered Accountants, as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting, on such remuneration, as may be mutually agreed between the Board/Audit Committee and the Auditors."

SPECIAL BUSINESS

5. Variation in IPO proceeds:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 27 of Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable provisions, if any (including any statutory modifications or re-enactments thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board to use/deploy unutilised funds out of the proceeds of Initial Public Offering (IPO) of its Equity Shares of the Company under the object "Purchase, Development and Renovation of office premises in Kolkata, Pune and New Delhi, which stood at ₹ 87.23 Million as on March 31, 2019, in the best interest of the Company for other projects inter alia including 'general corporate purposes', in addition to the Objects of the Issue stated in the Prospectus of the IPO of the Company.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board of Directors for varying the allocation of the unutilised funds out of the IPO proceeds for the above stated objects."

6. Service of Documents through particular mode under section 20 of Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

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"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013, Rule 35 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act, whereby a document may be served on any Member by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the Members be and is hereby accorded to charge from the Member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the Member for delivery of such document to him/her, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the Members.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

7. Appointment of Independent Director:

To appoint Mr. Amitabha Mukhopadhyay as an Independent Director and in this regard, pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Amitabha Mukhopadhyay (DIN: 01806781), who was appointed as an Additional, Non-executive, Independent Director by the Board of Directors of the Company with effect from June 10, 2019 and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years up to June 09, 2024."

8. Ratification of Remuneration Of Cost Auditor:

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

"RESOLVED THAT, pursuant to the provisions of section 148, Rule 3 of Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, as amended from time to time, the Members hereby ratify the remuneration of ₹ 62,000/- (Sixty Two Thousand) for FY 2019-20 and ₹ 70,000/- (Seventy Two Thousand) for FY 2020-21 plus applicable taxes and out of pocket expenses at actuals to the Cost Auditors M/s Bhavesh Marolia & Associates for conducting the audit of cost records maintained by the Company"

**BY ORDER OF THE BOARD OF DIRECTORS
For Quick Heal Technologies Limited**

Sd/-

Kailash Katkar

Managing Director & CEO

DIN: 00397191

Place: Pune

Date: June 10, 2019

Registered Office: Marvel Edge, Office No. 7010 C & D, 7th Floor, Viman Nagar, Pune- 411014. CIN: L72200MH1995PLC091408

Tel: +91 20 66813232, E-mail id: cs@quickheal.co.in

Website: www.quickheal.co.in

Notes

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the Special Business to be transacted as aforesaid is annexed hereto.
2. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the meeting venue showing the prominent landmarks is given elsewhere in this Notice. The Company has also uploaded the above route map on its website at <http://www.quickheal.com/investors>.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder.
5. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
6. Members/Proxies are requested to bring duly filled attendance slips to be deposited with the Company officials at the venue of the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Register of Members and Share Transfer Books shall remain closed from July 09, 2019 to July 15, 2019 (both days inclusive), for determining the names of Members eligible for the dividend for the financial year ended March 31, 2019.
10. The dividend, as recommended by the Board of Directors, if declared by the Members at the 24th Annual General Meeting, will be paid at par on or before August 13, 2019:
 - a. In respect of shares held in dematerialised form, to the beneficial owners of the shares as at the close of business hours on July 08, 2019, as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
 - b. In respect of shares held in physical form, to the Members whose names appear in the Company's Register of Members on July 08, 2019.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime.
13. Non-Resident Indian Members are requested to inform Link Intime, immediately of: a) Change in their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which Directors are Interested, as maintained under Section 170 and section 189 respectively of the Companies Act, 2013, will be available for inspection by the Members at Annual General Meeting.
15. Procedure and instructions relating to e-Voting:
 - (i) The voting period begins on July 12, 2019 at 12:01 AM (IST) and ends on July 14, 2019 at 5:00 PM (IST). During this period Members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 08, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Members should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders / Members

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- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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(xix) Note for Non - Individual Members and Custodians

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- As per provisions of Rule 20(ix) of Companies (Management and Administration) Rules, 2014, a scrutiniser is required to be appointed for scrutinising the e-voting and remote e-voting process in a fair and smooth manner. In this regard Mr. Jayavant Bhave, Company Secretary, had been appointed to act as scrutiniser at the ensuing Annual General Meeting.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

16. Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Secretarial Standard-2 on General Meetings effective 1 October 2017, brief profile of the director eligible for re-appointment, vide item no. 3 is as follows:

17.

Particulars	Mr. Sanjay Katkar
DIN	00397277
Date of Birth & Age	November 29, 1970, Age: 49
Date of Appointment	August 7, 1995
Qualifications	Masters in Computer Science

Experience	Development of anti-virus software, technology and related services
Directorship held in other listed entities	Nil
Membership/Chairmanship of Committees of listed entities (includes on Audit committee & Stakeholders Relationship Committee)	Nil
Number of Shares held in the Company	2,05,11,384
Relationship with any Director (s) and KMPs of the Company	Brother of Mr. Kailash Katkar
Number of Meetings Attended During the year	06

18. Members desiring any information as regards to financial statements are requested to write to the Company at least seven days in advance of the meeting date so as to enable the management to keep the information ready.
19. Members who wish to claim dividends, which remain unclaimed, are requested to correspond to the Company at cs@quickheal.co.in or 'Company Secretary' at the Company's Registered Office. Members are requested to note that dividends which are not en-cashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund maintained by the Government of India.
20. As a measure of austerity and green initiatives of the Company, copies of Annual Report will not be distributed at the Annual General Meeting.
21. With a view to take "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies, the Ministry of Corporate Affairs (the 'Ministry') has allowed companies to share documents with Members through electronic communication. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment. This is a golden opportunity for every Member to support the initiative of the Ministry. To support this initiative of the Ministry and in view of Green Movement, the Company will henceforth send documents to Members in electronic form, at the e-mail address provided by Members with their respective depositories. In case Members desire to have a different e-mail address to be registered, they may please update the same with their respective Depository Participant. Registering e-mail address helps to receive communication promptly, reduce paper consumption and save trees, eliminate wastage of

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paper, avoid loss of document in postal transit and save costs on paper and on postage. The Company will also make available a copy of its Annual Report and quarterly results on the Company's website.

Members are requested to communicate matters relating to shares, including dividend matters to the Company's Registrar and Share Transfer Agent at the following address: Link Intime India Private Limited (Unit: Quick Heal Technologies Limited) CIN - U67190MH1999PTC118368 Block No. 202, Second Floor, Akshay Complex, Off Dhole Patil Road, Pune- 411 001, India Tel: +91 (20) 2616 1629/ 2616 0084 Fax: +91 (20) 2616 3503 E-mail: pune@linkintime.co.in Website: www.linkintime.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO 4 - APPOINTMENT OF STATUTORY AUDITORS

[Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The current Statutory Auditors of the Company will be completing their term of 10 years with the Company on the conclusion of 24th Annual General Meeting of the Company. Owing to the same the management had initiated the process of selecting the new statutory auditor and considered various options in consultation with the Audit Committee. The primary criteria for the selection of a new auditor was the expertise required, past performance & experience and shortlisted M/s. MSKA & Associates (Firm Registration No. 105047W), Chartered Accountants.

In view of the above, the Audit Committee had proposed to the Board and the Board had recommended the appointment of M/s MSKA & Associates (Firm Registration No. 105047W), Chartered

Accountants as the Statutory Auditors of the Company to hold such office for a period of five consecutive years from the conclusion of 24th Annual General Meeting to the conclusion of 29th Annual General Meeting subject to approval by Members of the Company at a proposed remuneration of ₹ 31 lakhs per annum, which is on par with industry standard. The Company hereby confirms that there is no material change in the fee payable to new auditors from that was paid to the outgoing auditor.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution and the Board recommends the resolution to be passed as Ordinary Resolution.

ITEM NO 5 - VARIATION IN IPO PROCEEDS:

The Members at the Annual General Meeting of the Company held on September 24, 2015, had approved Initial Public Offering (IPO) of the equity shares of the Company. Accordingly, the Company had made an IPO of its Equity Shares in 2016 and shares of the Company were listed on the National Stock Exchange of India Limited and BSE Limited in 2016. The IPO of the Company was planned with the objects, as more particularly stated and described under section titled "Objects of the Issue" in the Prospectus Date February 13, 2016, which included a). Advertising and sales promotion; b) Capital expenditure for research and development; c) Purchase, development and renovation of office premises in Kolkata, Pune and New Delhi; and d) General corporate purposes.

During the year ended March 31, 2016, the Company has raised ₹ 4,512.53 Million through public issue, specifically to meet the following objects of the Offer. The utilisation of IPO proceeds during the year ended March 31, 2019 and March 31, 2018 against the following objects of the Offer is as follows:

	(₹ in Million)				
	Fund allocated to the activities as per prospectus	Actual utilisation up to March 31, 2019	Unutilised money as on March 31, 2019	Actual utilisation up to March 31, 2018	Unutilised money as on March 31, 2018
Advertising and sales promotion	1,110.00	496.52	613.48	319.30	790.70
Capital expenditure on research and development	418.80	391.69	27.11	308.94	109.86
Purchase, development and renovation of office premises in Kolkata, Pune and New Delhi	275.95	188.72	87.23	188.72	87.23
General corporate purposes	537.76	285.64	252.12	133.53	404.23
Total	2,342.51	1,362.57	979.94	950.49	1,392.02

The Company had completed the projects under the object "Purchase, Development and Renovation of office premises in Kolkata, Pune and New Delhi" and due to better commercial negotiations as well as business reasons, there is an unspent amount of ₹ 87.23 Million as on March 31, 2019. In view of the above, it is proposed to transfer these unutilised funds to category "General Corporate Purpose", where these funds will be utilised in full in next two years along with the existing unutilised funds in this category.

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In terms of Section 27 of the Companies Act, 2013 a Company cannot vary the terms of a contract referred to in the prospectus except subject to the approval of or except on authority given by, the Company in a general meeting. Therefore, the Board of Directors seeks approval of the Members for use/deployment of unutilised part of the IPO proceeds under the head "Purchase, Development and Renovation of office premises in Kolkata, Pune and New Delhi, which stood at ₹ 87.23 Million as on March 31, 2019 for "general corporate purposes" in addition to the Objects of the issue stated in the Prospectus of the IPO of the Company. The Board of Directors also seeks approval of Members for varying the allocation of the unutilised part of the IPO proceeds for the above states objects.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding and the Board recommends the resolution to be passed as Special Resolution.

ITEM NO 6 - SERVICE OF DOCUMENTS THROUGH PARTICULAR MODE PURSUANT TO SECTION 20 OF COMPANIES ACT, 2013:

As per section 20 of the Companies Act, 2013, a document may be served on any Member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering to his/her office or address, or by such electronic or other mode as may be prescribed.

Further, a Member may request for delivery of any document through a particular mode, for which he or she shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding and the Board recommends the resolution to be passed as Special Resolution.

ITEM NO 7 - APPOINTMENT OF INDEPENDENT DIRECTOR

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution by circulation dated June 10, 2019 to appoint Mr. Amitabha Mukhopadhyay as an Additional, Non-Executive, Independent Director of the Company under the provisions of the Companies Act, 2013. As per the said resolution, the term

of appointment of Mr. Amitabha Mukhopadhyay expires on the date of this Annual General Meeting. Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report. It is proposed to appoint Mr. Amitabha Mukhopadhyay for a term of 5 years from June 10, 2019 to June 09, 2024.

The Company has received a declaration from Mr. Amitabha Mukhopadhyay confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Amitabha Mukhopadhyay's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Amitabha Mukhopadhyay fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his reappointment as an Independent Director of the Company and is independent of the Management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Amitabha Mukhopadhyay to be appointed as an Independent Director as per the provisions of the Companies Act, 2013. Copy of draft letter of appointment of Mr. Amitabha Mukhopadhyay setting out the terms and conditions of appointment shall be available for inspection by the Members at the registered office of the Company. A brief profile of Mr. Amitabha Mukhopadhyay is given below:

Mr. Amitabha Mukhopadhyay, 54, is a graduate from the University of Calcutta in Physics (Hons). He is a Fellow of the Institute of Chartered Accountants of India and a law graduate from Pune University.

Mr. Mukhopadhyay served as Group Chief Financial Officer of Thermax till May 2019. He was also a member of the Group Executive Council, held the role of Group General Counsel and was leading the Water & Waste Solutions Business of the group as Business Head. For most part of his professional career he worked for Tata Group and Thermax. Before joining Thermax, Amitabha was the President and Group CFO of Tata Autocomp Systems (TACO), the auto component business group of Tata Group. In career spanning over nearly three decades, he held roles in corporate finance, corporate legal and litigation, merger

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and acquisitions, corporate strategy and restructuring, supply chain management and product development. He successfully led business turnarounds and transformation as Business Head, and also headed businesses in start-up and early stage.

Amitabha is an active contributor to key industry forums. He earlier headed the Finance & Taxation Panel of CII, Pune. He is a Governing Body member of the Association of Finance Professionals of India. He is a regular speaker in various industry and finance forums. He is an active Rotarian and participates in social projects focused on education.

Except Mr. Amitabha Mukhopadhyay, being an appointee and his relatives, none of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution and the Board recommends the resolution to be passed as Ordinary Resolution

ITEM NO 8: RATIFICATION OF REMUNERATION OF COST AUDITORS:

As per the Companies (Cost Records and Audit) Rules, 2014, the Cost Records to be maintained by the Company for certain products of the Company.

M/s. Bhavesh Marolia & Associates, Cost Accountants ("Firm"), has been conducting the audit of the cost accounting records of the Company for the past few years. The Firm has, as required under Section 141 of the Companies Act, 2013, confirmed its eligibility to conduct the audit of the cost accounting records of the Company

for the financial year(s) 2019-20 and have consented to act as the Cost Auditor of the Company. At the recommendation of the Audit Committee, the Board of Directors at its Meeting held on May 10, 2019, approved the appointment of M/s. Bhavesh Marolia & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial years 2019-20 and 2020-21 at the remuneration of ₹ 62,000/- and ₹ 70,000/- per financial year respectively plus applicable Government taxes and out of pocket expenses. Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires that the remuneration payable to the Cost Auditors should be ratified by Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution and the Board recommends the resolution to be passed as Ordinary Resolution.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

Kailash Katkar

Managing Director & CEO

DIN: 00397191

Place: Pune

Date: June 10, 2019

Quick Heal

Security Simplified

Quick Heal Technologies Limited

CIN: U72200MH1995PLC091408

Registered Office: Marvel Edge 7010 C& D Wing, Vimanangar, Pune 411 014 Tel: +91 (20) 6681 3232

E-mail: cs@quickheal.co.in; Website: www.quickheal.com

ATTENDANCE SLIP

Sr. No.:

Registered Folio No. / DP ID & Client ID	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	
No. of Shares	

I / We record my / our presence at the 24th Annual General Meeting of the Company to be held on Monday, July 15, 2019 at 11:00 Hrs.(IST) at Ramee Grand Hotel & Spa, Plot. No. 587/3, CST No. 1221/C, Apte Road, Shivaji Nagar, Pune – 411 004

Member's / Proxy's name in Block letters

Member's / Proxy's Signature

Note: Please fill in the name, sign this Attendance Slip and deposit the same as per directions of the Company Officials at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Sequence No.
190603006	

* Only Members who have not updated their PAN with the Company / Depository Participant shall use sequence no. in the PAN field.

Notes:

1. Please read the instructions printed under the Notes to the Notice of the 24th Annual General Meeting of the Company to be held on Monday, July 15, 2019 at 11:00 Hrs. (India Time).
2. The remote e-Voting period starts from 12:01 a.m. (IST) on Friday, July 12, 2019 and ends on Sunday, July 14, 2019 at 5:00 p.m. (IST). The Voting module shall be disabled by Central Depository Services (India) Limited (CDSL) thereafter.