

Quick Heal®

Security Simplified

QUICK HEAL TECHNOLOGIES LIMITED

CIN: L72200MH1995PLC091408

Registered Office: Marvel Edge, Office No. 7010 C & D, 7th Floor, Viman Nagar, Pune - 411 014, India

Phone: +91 (20) 6681 3232; **E-mail:** cs@quickheal.co.in; **Website:** www.quickheal.co.in

Contact Person: Mr. A. Srinivasa Rao, Company Secretary

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, as amended read with the Companies (Management and Administration) Rules 2014, as amended]

Dear Shareholder(s),

Notice is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**"), the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), the Ministry of Corporate Affairs ("**MCA**") General Circulars No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively ("**MCA Circulars**"), and other applicable laws and regulations, the Resolutions appended below are proposed to be passed by the Shareholders of the Company by way of Postal Ballot only through voting by electronic means ("**remote e-voting**").

In view of the outbreak of COVID-19 pandemic requiring social distancing, the MCA has in terms of the above MCA Circulars advised the companies to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. The MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by postal ballot up to December 31, 2021.

This Postal Ballot Notice is being sent by electronic mode (by e-mail) to all Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on Wednesday, December 15, 2021 ("**cut-off date**") and who have registered their e-mail addresses with the Company or Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company ("**Link Intime**") or the Depository Participant(s).

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the below Resolutions setting out the material facts and the reasons thereof together with the instructions for voting are provided in the notes hereinbelow for your consideration.

The e-voting period commences on **Saturday, December 18, 2021 (9:00 a.m. IST)** and ends on **Sunday, January 16, 2022 (5:00 p.m. IST)**

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, have appointed Mr. Jayavant B. Bhave, Practicing Company Secretary (ICSI Membership No FCS-4266), as the Scrutinizer to

scrutinize the postal ballot process and votes cast (through remote e-voting) in a fair and transparent manner.

On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit his report to the Chairperson of the Company, or any other person of the Company authorised by him within prescribed timelines. The results of the Postal Ballot will be declared on or before two working days from the closure of electronic voting and on declaration will be displayed along with the Scrutinizer's Report at the Registered Office of the Company, communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website: www.quickheal.co.in and on the website of Link Intime: <https://instavote.linkintime.co.in>. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

SPECIAL BUSINESS

1. APPOINTMENT OF MR. RICHARD STIENNON AS AN INDEPENDENT DIRECTOR

To consider and if thought fit to pass, the following resolution as a **Special 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the SEBI Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Richard Stiennon (DIN: 09324046), who was appointed as an Additional Director, (Non-executive, Independent) of the Company with effect from September 27, 2021 under section 161 of the Act and who, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from September 27, 2021 to September 26, 2026.”

“RESOLVED FURTHER THAT in accordance with the provision of section 149(6)(c) and 197(4) of the Act and regulation 16 and 17 of the SEBI listing Regulations, any fees, compensation and office of profit in his professional capacity shall be paid to the Director by the Board as may be decided from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

2. TO APPROVE THE INCREASE OF POOL OF QUICK HEAL TECHNOLOGIES LIMITED EMPLOYEES STOCK OPTIONS SCHEME - 2021

To consider and if thought fit to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in modification of the earlier resolution passed by the members on April 18, 2021 and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the

Companies Act, 2013 (“**the Act**”) and the Rules made there under (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI Listing Regulations**”), relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approvals, permissions and sanctions as may be necessary from the appropriate regulatory authority(ies)/ institution(s) while and subject to such conditions and modifications as may be prescribed or imposed by the appropriate regulatory authority(ies)/ institution(s) while granting the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as “**Board of Directors**” which term shall be deemed to include any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to increase the total number of Employee Stock Options reserved under the Scheme by 20,00,000 (Twenty Lakh) options exercisable into 20,00,000 (Twenty Lakh) equity shares of ₹ 10/- each in addition to the existing stock option size under the Scheme from 20,00,000 (Twenty Lakh) Options exercisable into 20,00,000 (Twenty Lakh) equity shares of ₹ 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) and to create, grant, offer, issue and allot Employee Stock Options at any time to or to the benefit of :

1. A permanent Employee of the Company who has been working in India or outside India; or
2. A Director of the Company, whether a Whole Time Director or not but excluding an Independent Director and Non-Executive Director; or
3. An Employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India of the Company

But does not include:

1. An Employee who is a Promoter or a person belonging to the Promoter Group; or
2. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (“**Eligible Employees**”), on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme.”

“**RESOLVED FURTHER THAT** the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank *paripassu* in all respects with the then existing Equity Shares of the Company.”

“**RESOLVED FURTHER THAT** all the other terms and conditions of the Scheme shall continue to remain the same.”

“**RESOLVED FURTHER THAT** the Board of Directors and / or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

By Order of the Board

For Quick Heal Technologies Limited

Sd/-

Kailash Katkar

Managing Director & CEO

(DIN 00397191)

Date: December 06, 2021

Place: Pune

Notes:

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Buyback Regulations, Act and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (**“the SEBI Listing Regulations”**).
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on December 15, 2021. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) or the email addresses registered with the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Shareholders may note that this notice is also available on the website of the Company (www.quickheal.co.in) as well as on Link Intime's website <https://instavote.linkintime.co.in/>. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on December 15, 2021, will be considered for the purpose of voting/remote e-voting.
3. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
4. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on December 15, 2021 (**“Cut-Off Date”**). Only those shareholders whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. A person who is not a shareholder on the Cut-Off Date should treat this notice for information purpose only.
5. In compliance with the provisions of Section 108 and 110 of the Act read with the rules made thereunder, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to its Shareholders, holding equity shares in physical or dematerialized form, as on the Cut-Off Date, being December 15, 2021, to exercise their right to vote by electronic means on the businesses specified in the accompanying Notice through the electronic voting service facility arranged by Link Intime. The instructions for remote e-voting are annexed to this Postal Ballot Notice.

6. A shareholder cannot exercise his vote by proxy on Postal Ballot.
7. The Scrutinizer will submit his report to the Managing Director or any other person authorized by him after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Managing Director of the Company or any other person authorized by him **on or before 1700 hours IST on January 16, 2022** at the Registered Office of the Company. The result of the voting will also be displayed on the website of the Company (www.quickheal.co.in), besides being communicated to the Stock Exchanges.
8. The resolution(s), if passed by the requisite majority shall be deemed to have been passed on January 16, 2022, i.e. the last date specified for receipt of remote e-voting.
9. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company between 10:00 a.m. and 4:00 p.m. IST on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.
10. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on December 15, 2021, only shall be entitled to avail the facility of remote e-voting.
11. Contact details of the person responsible to address the queries/grievances connected with the voting by by electronic means are as under:-
 - i) Mr. A. Srinivasa Rao, Company Secretary, Quick Heal Technologies Limited, Marvel Edge, Office No. 7010 C & D, 7th Floor, Viman Nagar, Pune - 411 014; Email: cs@quickheal.co.in; or
 - ii) Mr. Jayavant B Bhave, Scrutinizer, Link Intime India Pvt. Ltd., C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083, Tel: 022 - 49186000; Email: enotices@linkintime.co.in.

12. Procedure and instructions relating to e-voting:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

| <u>Type of shareholders</u> | <u>Login Method</u> |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | <ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in demat mode with CDSL | <ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered |

| | |
|--|---|
| | <p>Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p> |
| <p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p> | <ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 - ▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK INTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members are having valid email address, Password will be sent to his / her registered e-mail address.

- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43. |

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of Link Intime: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or call at Tel : +91 (22) 49186000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Item No 1

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), has proposed to the Members of the Company the appointment of Mr. Richard Stiennon as an Independent Director of the Company, not liable to retire by rotation, who shall hold office for a term of 5 (five) consecutive years commencing from September 27, 2021 to September 26, 2026

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Richard Stiennon for the office of Director of the Company.

Process and basis of Appointment:

The NRC evaluated the profile of Mr. Richard Stiennon based on the skills, expertise and competencies required by the Board for the effective functioning of the Company. The NRC, with a view to further strengthen the competencies of the Board and after considering criteria such as qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time and attention to the professional obligations of an Independent Director identified and recommended to the Board, the appointment of Mr. Richard Stiennon as Independent Director taking into account the valuable industrial experience brought to the Board by the new Independent Director.

A brief profile of Mr. Richard Stiennon, Independent Director of the Company, is given below:

With over 25 years of rich experience across the industry, Mr. Richard Stiennon is one of the most renowned analysts and thought leaders in the global cybersecurity industry. During his career, he had advised the executive teams and boards at some of the biggest cybersecurity companies, including Symantec, McAfee, Cisco, Microsoft and Trend Micro. In his previous stints, he has held senior leadership positions at Gartner, PwC, Webroot Software, Fortinet, and Blancco Technology Group. He was an advisor on the Extreme Cyber Advisory Panel for Commonwealth Bank in Australia. Additionally, he had provided due diligence for several M&A deals including the acquisition of Trustwave by Singtel.

Currently, Mr. Richard Stiennon is Chief Research Analyst at IT-Harvest, the firm that he founded in 2005 and sits on the advisory board of several startups. He is the author of Security Yearbook 2021: A History and Directory of the IT Security Industry and Secure Cloud Transformation: The CIO's Journey. He also wrote Surviving Cyberwar (Government Institutes, 2010) and Washington Post Best Seller, “There Will Be Cyberwar”. He has a BS in Aerospace Engineering and earned his MA in War in the Modern World from King's College, London. Mr. Richard Stiennon is on the board of Anitian, a venture backed company in Portland, Oregon. Anitian is a cloud security automation company with an early focus on FedRamp compliance.

The Company has received a declaration from Mr. Richard Stiennon confirming that he meets the criteria of independence under Act and the SEBI Listing Regulations. Further, the Company has also received Mr. Richard Stiennon's consent to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of

the Act. Mr. Richard Stiennon is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India or any other authority. In the opinion of the Board of Directors, Mr. Richard Stiennon fulfils the conditions for appointment as specified in the Act and the Listing Regulations. Mr. Richard Stiennon is independent of the management. Copy of draft letter of appointment of Mr. Richard Stiennon setting out the terms and conditions of appointment shall be available for inspection by the Members at the registered office of the Company during normal business hours.

The Board of Directors is of the view that Mr. Richard Stiennon's knowledge and experience will be of immense benefit and value to the Company and therefore recommends his appointment to the shareholders.

Except Mr. Richard Stiennon, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise, in the resolutions set out at item No. 1. Mr. Richard Stiennon is not related to any Director or Key Managerial Personnel of the Company.

The Board recommends the Special resolution at Item No. 1 of the Notice for approval of members.

Annexure to the Notice

Details of Directors seeking appointment through the postal ballot process

| Particulars | Mr. Richard Stiennon |
|---|--|
| Date of Birth | May21, 1959 |
| Date of Appointment | September 27, 2021 |
| Qualifications | BS in Aerospace Engineering and MA in War in the Modern World from King's College, London. |
| Expertise in specific functional areas | Strategy, Cyber Security |
| Number of shares held in the Company | Nil |
| List of directorships held in other companies * | 1. Anitian Inc. 2. Protect2020 |
| Number of Board Meetings attended during 2021-2022 | 1 of 1 |
| Chairperson/Member in the Committees of the Boards of companies in which she/he is a director | None |
| Relationships directors inter se | None |
| Remuneration last drawn (Including sitting fee & commission) | ₹ 0.03 million |

**Based on disclosures received from the Independent Director (foreign companies).*

Item No 2

The Nomination and Remuneration Committee and Board of Directors of the Company at their meeting held on March 10, 2021, recommended and approved "Quick Heal Technologies Limited Employees Stock Options Scheme - 2021" ("**Scheme**"). The shareholders of the Company vide resolution passed through Postal Ballot dated April 18, 2021 approved the said Scheme for the grants of options to the employees not exceeding 20,00,000 (Twenty Lakh) Options, in one or more tranches, exercisable into not more than 20,00,000 (Twenty Lakh) Shares of face value of ₹ 10/- each fully paid-up, with each such Option conferring a right upon the Eligible Employee to apply for one Share of the Company, in accordance with the terms and conditions as may be decided under the Scheme .

The objective of the Scheme is to reward the employees of the Quick Heal Technologies Limited and its subsidiaries for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization.

In a view of the above-mentioned objective, the Nomination and Remuneration Committee and the Board of Directors at their meetings held on October 25, 2021 have approved to increase the pool of the Scheme from existing pool of 20,00,000 (Twenty Lakhs) Options exercisable into 20,00,000 (Twenty Lakhs) Equity Shares of ₹ 10/- each to 40,00,000 (Forty Lakhs) Options exercisable into 40,00,000 (Forty Lakhs) Equity Shares of ₹ 10/- each.

The main features of the ESOP Scheme 2021 are as under:

1. Brief Description of the Scheme:

The Scheme shall be called as Quick Heal Technologies Limited Employees Stock Options Scheme – 2021.

The Purpose of the Scheme includes the followings:

- a. To motivate the Employees to contribute to the growth and profitability of the Company.
- b. To retain the Employees and reduce the attrition rate of the Company.
- c. To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long term interests of the Company.
- d. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- e. To provide additional deferred rewards to Employees.

2. Total number of Options to be granted under the Scheme:

Earlier, under the existing Scheme, the maximum number of Options that may be granted pursuant to this Scheme was 20,00,000 (Twenty Lakhs) Options which shall be convertible into equal number of Equity Shares.

Further, the Nomination and Remuneration Committee and the Board of Directors at their meetings held on October 25, 2021, subject to the approval of shareholders approved to increase the pool of the Scheme from existing pool of 20,00,000 (Twenty Lakhs) Options exercisable into 20,00,000 (Twenty Lakhs) Equity Shares of ₹ 10/- each to 40,00,000 (Forty Lakhs) Options exercisable into 40,00,000 (Forty Lakhs) Equity Shares of ₹ 10 each.

Thus, the maximum number of Options that may be granted pursuant to this Scheme shall not exceed 40,00,000 (Forty Lakhs) which shall be convertible into equal number of Equity Shares.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme unless otherwise determined by the by the Board of Directors of the Company (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee).

Further, the maximum number of Options that can be granted and the Equity Shares arise upon exercise of these Options shall stand adjusted in case of corporate action (as defined in the Scheme).

3. Identification of classes of employees entitled to participate and be beneficiaries in Scheme:

- a. A permanent Employee of the Company who has been working in India or outside India;
or
- b. A Director of the Company, whether a Whole Time Director or not but excluding an Independent Director or
- c. An Employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India of the Company

But does not include:

- a. An Employee who is a Promoter or a person belonging to the Promoter Group; or
- b. A Director who either himself or through his Relative or through any Body Corporate,

directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

4. Requirement of Vesting and period of Vesting:

Vesting period shall commence after minimum 1 (One) year from the grant date and it may extend upto maximum of 4 (Four) years from the grant date.

Vesting of Options will be on yearly basis and can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.

The Actual vesting may further be linked with the eligibility criteria, as determined by the Board of Directors and mentioned in the grant letter.

5. Maximum period within which the Options shall be vested:

The Options granted under the Scheme shall vest within a maximum period of Four (4) years from the grant date.

6. Exercise Price or Pricing Formula:

The exercise price shall be based on the Market Price of the Company.

For the above purpose Market price means the latest available closing price on a recognized stock exchange on which the Equity Shares of the Company are listed on the date immediately prior to the relevant date.

Explanation – Since the Equity Shares of the Company are listed on more than one stock exchange, the closing price on the stock exchange having higher trading volume shall be considered as the market price.

The Board of Directors has a power to provide suitable discount on such price as arrived above. However, in any case the exercise price shall not go below the par value of Equity Share of the Company.

7. Exercise period and process of Exercise:

The exercise period for shall be 3 (Three) years from the date of respective vesting.

After vesting, Options can be exercised, either all at once or in tranches, through cash route under which the Grantee will receive the Equity Shares equivalent to the number of the Options exercised in accordance with the terms and conditions of the Scheme after he has submitted the exercise application along with payment of the exercise price, applicable taxes and other charges, if any.

The mode and manner of the exercise shall be communicated individually.

8. Appraisal process for determining the eligibility of the Employees to Scheme:

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Scheme and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company / Subsidiary Company.
- Performance of Employee / Grantee: Employee's / Grantee's performance during the financial year in the Company / Subsidiary Company on the basis of decided parameters.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

9. The Maximum number of Options to be granted per Employee and in aggregate:

The maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Committee may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 40,00,000 (Forty Lakhs) which shall be convertible into equal number of Equity Shares.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the exercise price paid by the Employee.

11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

The Scheme shall be administered by the Nomination and Remuneration Committee which shall delegate some or all of its power to any other Committee or Persons for proper administration of the Scheme.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Scheme involves new issue of Equity Shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable, since the scheme is proposed to be implemented by direct route.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable, since the scheme is proposed to be implemented by direct route.

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations (erstwhile SEBI (SBEB) Regulation, 2014) or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options:

The Company shall comply with the requirements of IND-AS and shall use Fair Value method.

17. Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares so allotted to the Grantees pursuant to exercise of Options will not be subject to a lock-in period and can be freely sold by the Grantee thereafter.

19. Terms & conditions for buyback, if any, of specified securities:

As per SEBI (SBEB & SE) Regulations, the Board of Directors has the power to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

Your directors recommends the resolution to be passed as Special Resolution as specified in Item No.2of the Postal Ballot Notice.

None of the Directors or Key Managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent they may be granted Options under the Scheme.

**By Order of the Board
For Quick Heal Technologies Limited**

Sd/-

**Kailash Katkar
Managing Director & CEO
(DIN 00397191)**

Date: December 06, 2021

Place: Pune