

Ref No.: QHTL/Sec/SE/2019-20/8

April 13, 2019

The Manager,  
Corporate Services,  
BSE Limited,  
14th 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: Results of the Postal Ballot and E-voting**

In continuation to our letter dated March 5, 2019, titled 'Outcome of Board Meeting' please find enclosed;

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. Report of Scrutinizer dated April 12, 2019. The resolutions in the postal ballot notice have been deemed to be approved and passed on April 12, 2019 which is the last date of receipt of postal ballot forms.

Further, as required under regulation 5(v) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, a copy of the special resolution passed by the shareholders of the Company is enclosed.

The voting results along with the scrutinizer's report will also be made available on the Company's website at [www.quickheal.co.in](http://www.quickheal.co.in).

This is for your information and records.

Thanking You

For Quick Heal Technologies Limited

Vinav Agarwal  
Compliance Officer

**Jayavant B. Bhavé**

B.Com. LL.B. Dip.IRPM,FCS

**J. B. Bhavé & Co**  
**Company Secretaries**

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd  
Off Bangalore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.  
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

**SCRUTINIZER'S REPORT**

To  
Mr. Kailash Katkar  
The Chairman and Managing Director  
Quick Heal Technologies Limited  
Marvel Edge 7010 C & D,  
Opposite NECO Garden Society,  
Viman Nagar,  
Pune – 411014

**Sub: Report of Scrutinizer on Voting Process [including Remote E-voting and Voting by Postal Ballot] conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014**

Dear Sir

The Board of Directors of Quick Heal Technologies Limited ('the Company') issued the postal ballot notice dated March 7, 2019 (Hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting right on the resolution as set out in the notice by way of Voting by electronic means ("remote e-voting") or Postal Ballot; as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhavé, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 has been appointed as the Scrutinizer by the Board of Directors of the Company vide Resolution passed on 5<sup>th</sup> March, 2019 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of remote e-voting and voting by postal ballot; in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice and reproduced herein below:





**SPECIAL RESOLUTION**

1. Approval for Buyback of Equity Shares of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules there under relating to remote e-voting or postal ballot. 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 resolution, based on the reports generated from the E-Voting System provided by the Link Intime India Private Limited (LI IPL) the authorized agency to provide Remote E-voting facilities and engaged by the company for that purpose.

I hereby submit my report on the Special Resolution proposed in the Notice of Postal Ballot as under:

1. The shareholders of the company whose names were recorded in the Register Of Members or in the Register Of Beneficial Owners maintained in the depositories as on the Cut-off date i.e. Friday, March 1, 2019 were entitled to vote on the special resolution in the notice.
2. The postal ballot notice along with the postal ballot form was mailed electronically to the members who had registered their emails with the depositories. In other cases, the company has dispatched postal ballot notice along with the postal ballot forms and postage prepaid self-addressed business reply envelopes on Wednesday, March 13, 2019
3. The Company has published on March 15, 2019 an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English) and Dainik Prabhat (Marathi).
4. The votes exercised through remote e-voting facility from Thursday, March 14, 2019 (9:00 AM) till Friday, April 12, 2019 (5:00 PM) and all postal ballot forms received till 5:00 PM on Friday, April 12, 2019; being the last date for receipt of postal ballot forms and remote e-voting; were considered for my scrutiny. The envelopes containing postal ballot forms; if any, received after 5:00 PM on Friday, April 12, 2019 were not considered for my scrutiny.



5. After the closure of Voting period on Friday, April 12, 2019, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
6. The details containing list of the shareholders who casted their votes electronically on each of the resolution; was downloaded from the e-voting website of LIPL <https://instavote.linkintime.co.in/>. The postal ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. I have scrutinized, downloaded and counted the Votes casted through remote e-voting facility and votes casted by postal ballots; for the purpose of this report.
8. The particulars of votes casted through remote e-voting facility and Votes casted by postal ballots have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
9. No member has voted through Remote e-voting as well as postal ballot.
10. The results of voting are as under:-

**(a) Results as per Companies Act 2013**

**i. Voting by Postal Ballot**

Resolution No	Resolution	Votes In favour	Percentage Votes in favour	Votes Against	Percentage Votes Against	Total Votes Cast/ Number of Ballots	Invalid Votes / No. of Ballots	Total Votes Polled/ Number of Ballots
1	Approval for Buyback of Equity Shares of the Company	18688	98.58	270	1.42	18958	155	19116*
	<b>No. of Securities</b>	<b>18688</b>	<b>98.58</b>	<b>270</b>	<b>1.42</b>	<b>18958</b>	<b>155</b>	<b>19116*</b>
	<b>No. of Ballots</b>	<b>139</b>	<b>96.53</b>	<b>5</b>	<b>3.47</b>	<b>144</b>	<b>6</b>	<b>150</b>

\*Includes Abstained from Voting: 3 Shares



ii. **Voting by Electronic Means (Remote e-voting)**

Resolution No	Resolution	Votes In favour	Percentage Votes in favour	Votes Against	Percentage Votes Against	Total Votes Cast/ Number of Ballots	Invalid	Total Votes Polled/ Number of Ballots
1	Approval for Buyback of Equity Shares of the Company.	53065852	99.99	397	0.01	53066249	NIL	53068259*
	<b>No. of Securities</b>	<b>53065852</b>	<b>99.99</b>	<b>397</b>	<b>0.01</b>	<b>53066249</b>	<b>NIL</b>	<b>53068259*</b>
	<b>No. of Ballots</b>	<b>87</b>	<b>91.58</b>	<b>8</b>	<b>8.42</b>	<b>95</b>	<b>NIL</b>	<b>95</b>

\*Includes Abstained from Voting: 2010 Shares

iii. **Consolidated Summary of Remote E-voting and Postal Ballot**

Resolution No	Resolution	Votes In favour	Percentage Votes in favour	Votes Against	Percentage Votes Against	Total Votes Cast/ Number of Ballots	Invalid	Total Votes Polled/ Number of Ballots
1	Approval for Buyback of Equity Shares of the Company.	53084540	99.99	667	0.01	53085207	155	53087375*
	<b>No. of Securities</b>	<b>53084540</b>	<b>99.99</b>	<b>667</b>	<b>0.01</b>	<b>53085207</b>	<b>155</b>	<b>53087375*</b>
	<b>No. of Ballots</b>	<b>226</b>	<b>94.56</b>	<b>13</b>	<b>5.44</b>	<b>239</b>	<b>6</b>	<b>245</b>

\*Includes Abstained from Voting: 2013 Shares



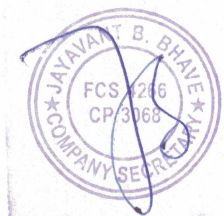


**(b) Results as per Regulation 44 of SEBI (Listing Regulations And Disclosure Requirements) 2015**

**Resolution No. 1**

Resolution Required : (Special)			1 - Approval for Buyback of Equity Shares of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]* 100	[4]	[5]	[6]=[4]/[2]* 100	[7]=[5]/[2]* 100
Promoter and Promoter Group	E-Voting	51030720	51030720	100.00	51030720	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>51030720</b>	<b>100.00</b>	<b>51030720</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public Institutions	E-Voting	1961236	1645897	83.9214	1645897	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1645897</b>	<b>83.92</b>	<b>1645897</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public Non Institutions	E-Voting	17561373	389632	2.2187	389235	397	99.8981	0.1019
	Poll		0	0	0	0	0	0
	Postal Ballot		18958	0.1080	18688	270	98.5758	1.4242
	<b>Total</b>		<b>408590</b>	<b>2.3267</b>	<b>407923</b>	<b>667</b>	<b>99.8368</b>	<b>0.1632</b>
<b>Total</b>		<b>70553329</b>	<b>53085207</b>	<b>75.2413</b>	<b>53084540</b>	<b>667</b>	<b>99.9987</b>	<b>0.0013</b>

11. The Register, all other papers and relevant records relating to voting will be handed over to the Company for safe keeping.

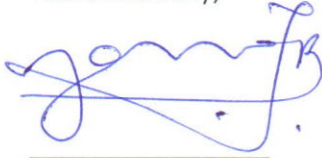


**Result:**

The Special resolution having secured requisite majority of votes, the resolution number 01 may be considered to have been passed as Special Resolution.

The Chairman may accordingly declare the result of voting through remote e-voting facility and by Postal Ballot in respect of Special resolution mentioned in the Postal Ballot Notice.

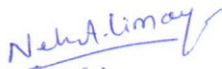
Thanking You,  
Yours faithfully,



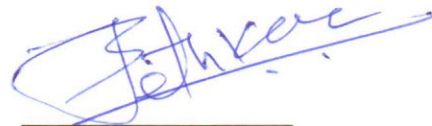
**Jayavant B Bhawe**  
**FCS 4266 CP 3068**  
**Scrutinizer appointed for the**  
**Voting process by the Board of Directors**  
**Date: April 12, 2019**  
**Place: Pune**



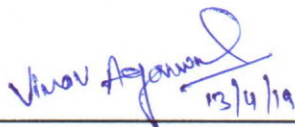
We understand that the votes were unblocked from the e-voting website of LIPL i.e. <https://instavote.linkintime.co.in/> in our presence at 5:20 p.m. on Friday, April 12, 2019.



**Neha Limaye**



**Tanmay Pethkar**



**Received by Mr. Vinav Agarwal**  
**Compliance Officer, Quick Heal Technologies Limited**



**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY POSTAL BALLOT/ E-VOTING BY QUICK HEAL TECHNOLOGIES LIMITED ON FRIDAY APRIL 12, 2019 AT MARVEL EDGE, 7010, C & D, 7<sup>TH</sup> FLOOR, VIMAN NAGAR, PUNE 411014.**

**“RESOLVED THAT** pursuant to the provisions of Article 9 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**), the Companies (Share Capital and Debentures) Rules, 2014, as amended, and the Companies (Management and Administration) Rules 2014, as amended and to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the **“Buyback Regulations”**), including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (**“SEBI”**), the stock exchanges on which the Equity Shares of the Company are listed (the **“Stock Exchanges”**) and other authorities, institutions or bodies (the **“Appropriate Authorities”**) while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”**), which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) and on the terms and conditions set out in the explanatory statement (which may be modified based on regulatory requirements), the approval of the shareholders be and is hereby accorded for the buyback by the Company of up to 6,363,636 fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each of the Company (**“Equity Shares”**) representing up to 9.02% of the total paid-up Equity Share capital of the Company at a price of Rs. 275/- (Rupees Two Hundred and Seventy Five only) per Equity Share (**“Buyback Price”**) payable in cash for an aggregate amount of up to Rs. 1,750 Million (Rupees One Thousand Seven Hundred and Fifty Million only) (**“Buyback Size”**) (excluding any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisors’ fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, etc.), which is 23.87% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest standalone audited financial statements of the Company as on March 31, 2018, on a proportionate basis through the **“tender offer”** route as prescribed under the Buyback Regulations, from all the shareholders who hold Equity Shares as of the record date (**“Buyback”**).

**RESOLVED FURTHER THAT** all of the shareholders of the Company will be eligible to participate in the Buyback, including promoters and promoter group of the Company (including members thereof) and persons in control (including persons acting in concert), who hold Equity Shares as of the record date (the **“Record Date”**) to be subsequently decided by the Board or a committee of the Board.

**RESOLVED FURTHER THAT** 15% of the Equity Shares that the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date shall be reserved for small shareholders in accordance with the provisions of the Buyback Regulations.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback through the “tender offer” route as prescribed under the Buyback Regulations using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circulars issued in relation thereto, including the circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force.

**RESOLVED FURTHER THAT** the Buyback from the shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non- Resident Indians, shareholders of foreign nationality, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (**“RBI”**) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.



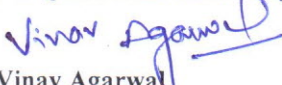
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee ("**Buyback Committee**") / any one or more Director(s)/Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the time frame for completion of Buyback; appointment of merchant banker, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, consultants/intermediaries/agencies, as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the public announcement, the draft letter of offer/ letter of offer with SEBI, the Stock Exchanges where the Equity Shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI; and initiating all necessary actions for preparation and issue of various documents including public announcement, draft letter of offer, letter of offer, opening, operation and closure of necessary accounts including escrow account, special account with the bank, demat escrow account, trading account, entering into escrow agreements as required under the Buyback Regulations, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with SEBI, RBI, Stock Exchanges, Registrar of Companies, Depositories and/or other regulators and statutory authorities as may be required from time to time.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any shareholders to offer and/or any obligation on the part of the Company or the Board or Buyback Committee to Buyback any shares, and/or impair any power of the Company or the Board or Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and/or Buyback Committee is hereby empowered and authorised on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorised by the Board may, in its/his/her absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**Certified To be True**

**For Quick Heal Technologies Limited**

  
**Vinav Agarwal**  
**Compliance Officer**