

Quick Heal Technologies Ltd.

Regd. Office: Marvel Edge, Office No. 7010 C & D, 7th Floor, Opposite Neco Garden Society, Viman Nagar, Pune 411014.

Tel: +91 20 66813232 | Email: cs@quickheal.co.in

CIN - L72200MH1995PLC091408

Ref No.: QHTL/Sec/SE/2022-23/34 August 29, 2022

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

Security ID: QUICKHEAL Security Code: 539678

Dear Sir/ Madam

The Manager, Corporate Services, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051 Symbol: QUICKHEAL

Series: EQ

Subject: Submission of Public Announcement for the Buyback of up to 50,00,000 fully paidup equity shares of ₹ 10/- each ("Equity Shares") of Quick Heal Technologies Limited ("Company") at a price of ₹ 300 per Equity Share for a maximum amount of ₹ 150 crore ("Buyback Size") through the tender offer process pursuant to the SEBI (Buy Back of Securities) Regulations, 2018, as amended ("Buyback Regulations").

In furtherance to our intimation dated July 21, 2022, the Company is undertaking the Buyback, in accordance with Article 9 of the Articles of Association of the Company and subject to the provisions of Section 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 ("Management Rules"), the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, ("Buyback Regulations"), including any statutory modification or re-enactment thereof for the time being in force.

In compliance with the requirements of the Buyback Regulations, a public announcement dated August 26, 2022 ("**Public Announcement**") pertaining to the Buyback was published on August 29, 2022 in the following newspapers:

Publication	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Aaj ka Anand	Hindi	Mumbai and Pune
Prabhat	Marathi	Pune

The copy of the said Public Announcement is enclosed as **Annexure A**.

Further, in terms of regulation 5(v) of the Buyback Regulations, a copy of the resolution approving the Buyback passed by the shareholders of the Company through e-voting, the results of which were announced on August 26, 2022 is enclosed as **Annexure B**.

Kindly take the above on record.

Thanking you,

Thanking you For Quick Heal Technologies Limited

A. Srinivasa Rao Company Secretary

Encl: as above

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QUICK HEAL TECHNOLOGIES LIMITED

CIN-LT2200MH1995PLC091408

Rogistered Office: Marvel Edge, Office No. 7010 C & D. 7th Foor, Viran Nagar, Pune - 411 0/4, India, Phone: +91 (20) 6851 3232 E-mail: cs@quickhoal.co.in; Website: www.quickhoal.co.in; Contact Person: 7h; Vinav Agarwal, Compilaros Officer

PUBLIC ANNOUNCEMENT

PUBLIC ANNOUNCEMENT
FOR THE ATTENTION OF THE SHARENOLDERSBENEFICIAL OWNERS OF EQUITY SHARES OF QUICK HEAL
TECHNOLOGIESL MITTED (*COMPANY) FOR THE DUTANCK OF EQUITY SHARES THROUGH TENDER OFFER
UNDER THE SECURITIES AND EXCHANGE BOARD OF MIDIA (BUY-BACK OF SECURITIES) REQULATIONS,
2816, SAMBRUSHE

Area, Assumentation.

This Rublic Announcement ("Public Announcement") is being made in relation to the Buyback (as defined hereinshier) of Equity Shares las defined hereinshier) of the Company pursuants to the provisions of Regulation. This of the Securities and Exchange Bornal of India (Buyback of Securities) Regulations, 2016 ("Buyback Regulations") and contains the disclosures as specified in Schedule In the Buyback Regulations. The Schodule of the Buyback Regulations are supported by the Schodule of the Buyback Regulations.

ACTIVITIES OFFER TO BUTYACK UP TO 50,000 FULLY PAIDUP EQUITY SHARES OF FACE VALUE OF ₹ 10- (RUPES TEN DIALY) FACH (FEQUITY SHARES) AT A PRICE OF \$ 100- (RUPES THREE HUNDRED DIALY) PER EQUITY SHARE, PANAEL IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE (THROUGH STOCK EXCHANGE NECHANISM).

THE BUYBACK OFFER

- ROUGH STOCK SCHOOL (Whether the service of the Company is on March 31, 2022, from the service with Active of Insection of the Company is on March 31, 2022, from the School (March 2014) and the Schoo
- amounted on Agent Processor Impossors in reduced processor processor to the Robits, the results of which were amounted on Agent 27, 2022 ("Sheeholders' Approved.").

 The Buydad is proposed to be undersoon through the "Impossor offer" note as prescribed under the Buydad Regulations and the Micharlanic to a copialism of shees in through Blook Exchange Institled by SEBI side of must an CRICOPPOLICY CELLUL 2007 Science Agent 13, 2015 tested in this because CRICOPPOLICY CELLUL 2007 Science Agent 13, 2012. Including any amountment benefit in SEBI HIGHORD DICK-BUILDER 2007 Science Agent 13, 2012. Including any amountment benefit ("SEBI Circulators"). The Buydad And the Lunderfelders and proportional benefit in fruit the fast Andreas and Record Desir desir-liked below Separations. Present on a propositional benefit in fruit the fast Andreas and Record Desir desir-liked benefit Separations. Present on the Desir Separation Present Desir and Present Desir and Institution Separations. Present of the Desir Separation Present Desir and Institution Foreign Concretation Section Separation Present Companies Section (Section Present Control Institution Section Institution Foreign Concretation Section Section Section Section Section (Section Section Section American) and the Section Sectio

- Management Act, 1999 and the rules and regulations famed historic as all mendod, and total such approvals while the regulated behinding such minimizes of eith selections. In the most of the Bulback Regulations, under lender offer soute, the promoters and the pomoter group of the Company ("Promotern and Promoter Corput"), have the oction to participate in the Bulback Regulations. Promoters trave expressed than rate from 16 participate in the Bulback Corput Institute of the State of
- 17.
- sequily shart capital of the Company as of March 31.202. Therefore, the number of Equily Silverse proposed between the Bullyack colors of the Some and Silver of the silverse produced by the order of the Company as of Straint 1, 2022.

 The Supparative will not require the sound colors of the Company occupied be selected for the Company as of Straint 1, 2022.

 The Supparative will not require the sound consideration received by them fore the Company prises of the Company occupied be selected for the colors of the Company occupied be selected for the sound consideration received by the sound of Company occupied the sound of Straint 1, 2022.

 The Supparative of the sound consideration received by the sound of Company occupied the Straint 1 of Straint 1, 2022.

 A copy of the Straint Amountament is the substitute of the Company occupied by the Company of the work of the soundards on the soundards of the Company of the work of the Straint 1, 2022.

 Participation in the Supparative of the Straint 1, 2022 of the Straint 1, 2022

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 "The Bushard year angine in the eligible shareholder is heilter (A) participate in the Bushark and receive
 cain in Neu of Brief Bush, Sharer which are societed under the Bushark, or 18 moto condicions in the
 Bushark and got a resultant increase in their percentage shareholding in the Company port the Bushark,
 without additional investment.

 ANAMINIMAMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID.

 LIF CAPITAL AND PREE RESERVES, AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE

- UP CAPITAL AND FREE RESERVES, And students of a runner recent recent required on the process of FRANCED.

 The maximum amount required of Buykack will not expeed if 150 cross (Ruppes one hundred and thy cross only) (excluded plantacine Casts).

 The maximum amount mentioned across is 24.71% and 24.85% of the aggregate of the fully pask-up equily share, capital and received across is 24.71% and 24.85% of the aggregate of the fully pask-up equily share, capital and received across is 24.71% and 24.85% of the aggregate of the fully pask-up equily share. Capital and received a
- of the Equity. Shares bought back through the Buyback to the Cepital Redemption Reserve account.

 MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK.
- Equity Shares of the Company are proposed to be bought back at a price of ₹ 3904 (Rupees three hundred our Equity Share.
- only per Equity share. The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Slock Exchanges where the Equity Shares of the Company are listed. 42
 - The Burcack Price representation of the County States on the County Stat

- Including market and volume are or an interation LLBG.

 The Cooling market in notify Exp (a) Spisses as on the Initinitiation Date was \$1.98.90 and \$1.66.70 and as on the date of the Board Meeting was \$1.98.80 and \$1.98.70 and \$2.70 and \$2.85 and the NSE, respectively.

 MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUTYBACK.

 The Company operates to bughesis in \$1.00.0000 billy place (Figury Shares of the order) of \$1.00.0000 billy place (Figury Shares of the order) of \$1.00.0000 billy place (Figury Shares of the order) and the order of \$1.00.0000 billy place (Figury Shares of the order) and the order of \$1.00.0000 billy place (Figury Shares of the order) and the order of \$1.00.0000 billy place (Figury Shares of the order) and \$1.00.0000 billy place (Figury Shares of the order).
- Merchald, 2002.

 DETAILS OF SHAREHOLDING AND INTENTION OF PROMOTERS AND PROMOTER GROUP TO PARTICIPATE IN THE BUYARCK. Throughouse terminating of the Promoters and Premoter Group and persons incontrol of the Company as on the date of the Econd meeting, i.e. July 21, 2022, the date of the Notice, i.e. August 2, 2022, and the date of this Public Ambronomen, are suctions.

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- | St. No. | Name of the Promoter and Promoter Group enety | No. of Equity Shares | %, Shareholding | 1,59.84,208 | 29.28 | 2.59.84 | 2.59.84 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.59.85 | 2.5 a Changa Sangy Kalakir 41,44,007 7,14 5
 Sanuk Kalauk Kalau

Si. No.	Name of the Directors/Key Managerial Personnel	Designation	No. of Equity Shares	% Shareholding
. 5	Kailash Katkar	Chief Executive Officer	1,69,85,298	29.28
2	Sanjay Karkar	Joint Managing Director	1,69,81,293	29.28
3	Naxin Sharma	Chief Financial officer	1,853	Negligible
	Total		3,39,72,596	58.56

entitioned Promoters and Promoter Group Issuaris Spalen Busicanic.

Herm of the Duplace Regulations, under the entered effer victure, the Promoters and Promoter Group have an form to participate in the Stuppace. In this request, the Premoters have excessed their intertion to participate in the Suppace with the relates and end, light 2022 and may refer up to an appropriet amonitum of 364, light just 5 shares or such lower number of Suplay Shares in accordance with the production of the Busicanic spalents. Placens execution the Companion of the Promoters and Companion Companion of the Promoters and Companion Companion of the Promoters.

SI, No.	Name of the Promoters	Maximum Number of Equity Shares intended to be offered
1,	Kalkeh Schebro Kalker	14,63,810
2.	Sanjay Sanebrao Katker	14.63,810
3.	Anupama Kalash Katkar	3.57,120
4.	Chhaye Sarjay Katkar	3.57,120
Total		36,41,869
E 04	or the ratios characontine of the	Description in its description from the matrix of the date and price

No. of Face Issue/ Equity Shares Value (₹) Acquisition Price per Equity Share (₹)

March 31, 1998	Allotment.	8,400	10	10	84,000
February 23, 2004	Allatment	8,012	10	10	80,120
February 25, 2004	Alatment	3,488	10	10	34,880
March 31, 2005	Bonus issue	70,000	10		0
March 6, 2006	Bonus issue	3,15,000	10	14	
March 13, 2007	Borus issue	12,80,000	10	- 5	
March 31, 2008	Borus issue	12,60,000	10	99	
January 29, 2009	Albiment.	70,000	10	10	7,00,800
August 6, 2010	Transposition	(62,600)	10		
September 6, 2010	Transfer	(1,45,484)	10	768.67	11,18,13,813
January 17, 2010	Transfer	(10,910)	10	768.67	83,86,190
May 25, 2011	Alotreni	2,89,7	10	0.51781	1,509*
February 28, 2014	donus issue	1,95,57,461	10	14	
February 18, 2019*	Offer for sale in IPO	(18,40,000)	10	321	59.06,40,000
June 12, 2019	Buyback	(17,16,671)	10	275	47,20,84,525
June 21, 2021	Bayback	(18,08,415)	10	245	44,30,61,675
Total		1 69 56 290		10.70	

noted 1.3.8.6.798.

7.2.997. Shares were closed as per Scheme of Images of Oct Latis Privale Limited (Transferor) and Octob Heat Recircologic Private Limited (Transferor) and Octob Heat Recircologic Private Limited (Transferor) in 2011. Therefore, oct of coupabilities of shares in the Transferor Company and 1910 Shares of Cat Labe Private Limited of ₹ 16 scen. regimenting in ₹ 15.00.

Date of Trensaction	Mature of Transaction	No. of Equity Shares	Face Value (₹)	Acquisition Sale Price per Equity Share (7)	Consideration (₹)
March 31, 1996	Allotment	100	10	10	1,000
March 31, 1997	Nietment	7,000	10	10	70,000
May 30, 1997	Transfer	1.000	10	-	-
March 31, 1998	Allotment	4.400	10	10	44,000
June 1, 2000	Transfer	4.000	10	10	40,000
July 15, 2003	Transfer	4.000	50	10	40,000
February 23, 2004	Allotment	8,013	10	10	80,130
February 25, 2004	Allotment	8.487	10-	10	64,870
March 31, 2005	Borius Issue	70,000	10.		
March 6, 2006	Bonus issue	3,15,000	10		
March 13, 2007	Bonus issue	12,60,000	10		
March 31, 2008	Bonus Issue	12,50,000	10	19	
January 29, 2009	Allotment	70,000	10	10	7,00,000
August 6, 2010	Transposition	(62.600)	10	115	-
September 8, 2010	Transfer	(1,45,494)	50	768.67	11,15,13,613
January 17, 2010	Transfer	(10,910)	10	768.67	83,88,190
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Borrus lesue	1,95,57,461	10:		
February 16, 2016*	Offer for sale in IPO	(18,40,000)	10	321	59.06,40,000
June 12, 2019	Buyback	(17,16,671)	10:	275	47,20,84,525
June 21, 2021	Buyback	(18,88,415)	10	245	44,30,61,675
Total	10000000	1 60 66 700		12 22 13	

Total

1,9,14,03

2,997 Shares were leased as per Stheme of merger of Cat Labo Phrists Excited (Footsberry) and Quick Head Shares of Prints Excited (Footsberry) and Quick Head Shares of Prints Excited (Footsberry) and Quick Head Shares of Cat Labo Phrists Extended (Footsberry) and Quick Head Shares of Cat Labo Phrists Lawled of ₹ 10 each regressive put ₹ 1,500.

Cate of approved or business of shares of Transferred.

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Acquisition Sale Price per Equity Share (7)	Consideration (₹)
March 31, 1997	Alatment	3.000	10	10	30,000
February 23, 2004	Allotment	0.000	10	50	20,000
March 31, 2005	Borus Issue	10,000	10		
Merch 6, 2006	Benus Issue	45,000	10	36	
March 13, 2007	Bonus Issue	3,80,000	10	-	
March 31, 2005	Bonus Issue	1,80,000	10	7	
March 25, 2010	Transfer	1,40,800	10	10	14.00.000
August 6, 2010	Transposition	62,600	10	0	.0
May 25, 2011	Allotment	2.897	10	0.5178*	1,500*
February 26, 2014	Borus Issue	43,78,479	10	-0	0
June 12, 2019	Buybade.	(4,18,800)	10	275	11.61,70.000
June 21, 2022	Buyback	(4,41.169)	10	245	10.80,86.408
7-64		10 01 000			

Disposition (17-1 109) 4 20 12 Annual Transform of Teacher (17-1 109) 4 20 12 Annual Transform of Teacher (17-1 109) 4 20 12 Annual Transform of Teacher (17-1 109) 4 20 12 Annual Transform of Teacher (17-1 109) 4 20 12 Annual Transform Company of 150 Shares of Cart Late Photos Lumbro of 17-1 6 auch

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	issue/ Acquisitioni Sale Price per Equity Share (7)	Consideration (₹)
March 31, 1997	Allotment	3,000	10.	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Borus Issue	10,000	10	- 07	
March 6, 2006	Borus Issue	45,000	10		
Manch 13, 2007	Borus Issue	1,80,000	10	- 12	-
March 31, 2008	Bonus Issue	1,86,000	10		
March 25, 2010	Transfer	1,40,800	10	10	14,00,000
August 6, 2010	Transposition	62,600	10	. 0	0
May 25, 2011	Allotment	2,897	10	0:5178*	1,500*
February 26, 2014	Borus Issue	43,78,479	10	.0	0
June 12, 2019	Bayback	(4,18,800)	10	275	11,51,70,000
June 21, 2022	Bayback	(4,41,189)	10	245	10,80,86,415
This had		AR AL MARK		7.00	

Total 4.4.607 10 245 10.80.64.15

2,07 Shares were issued as per Schares of magar of that Lass Private Limited Flanctions) and Cuck Historicopes Private Limited Flanctions of Transference and of Equations of Stars in the Transferor Company on 150 Stars in the Transferor Company on 150 Stars in Century of Transferor Company on 150 Stars in Century on 150 Stars in C

CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE ACT

- AND THE ACT

 (ii) All the Equity Sharets for Buykado and fully paid-siz:

 (iii) The Company shall not because any Equity Shares a rother securities | including by way of bonus, or convert any understand; Self-Shares and Sharets Sh

- The Company shall not withdraw the Buybock after the draft letter of offer is filed with SEBI or the public amount ement of the offer to buyback is made;
- amountementation from the objective state and mon-translurable shares or other specified securities. The Company shall not buyback be closed in shares and mon-translurable shares or other specified securities If the pendingry of the close has roll the deteres or other specified securities become transfered to The Company and transfer from its their reference or obscribes primitism occurs, it is amy could to the normal value of the Equity Shares bought back through the Buycack to the Capital Redemption Reserve-senation.
 - accurate.

 The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest Pretent or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term kiens or interest payable thereon to any financial institution or
 - bording company.
 The Company further confirms that a period of more than these years has lapsed since any such default which has ceased to a basic.
 - what has been able to be a few of the companies of the companies of the companies of the business of the companies of the stock Exchanges or through spot transactions or through any private arrangement in the impermentation fibe Business. The Company has been in compliance with Section 812, 123, 127 and 1216 often Companies Add.

 - (b) The Company, the below in compliance with Sections SZ, 123, 127 and 128 of the Companisation.
 (c) The order on pagings of external and unbounder of the best part for proper year in order to more than before the past spill paging. Share capital and fine meanines after the Buyback, based or standarbine and consolitation formed instandarbine and occasionation formed instandarbine and consolitation formed instandarbine and of the Companies page process for under the Companies for deal refuse the Companies of the Compan

- immerishely overeding heriated in Foard Medring.

 "The fitnes borrowed from banck and financial institutions, if any, will not be used to the Buytack.

 (vii) The Company shall comply with the statutory and equilating timelines in respect of the Buytack in such manner as prescribed under the Companies Act and/or the Buytack Regulations and any other applicable.
- laws;
 There is no pendency of any scheme of analysmation or compromise or anangement pulsuant to the provisions of the Compones Act, as on doze.
- provisored fifty Centre (April 2007) and the Centre (April

- counterfact Limber NUM II II BUARD OF DIRECTORS OF THE COMPANY.

 The Beard off Decorpts of the Company has continued that it has made a bill enquiry into the affairs and prospects of the Company and, other taking his occount the financial packfor of the Company including the projections and associated into a configuration of the process of the configuration of the
- unable loops (sedets;
 This as argoods to Company's prospects for the year immediately following the date of the Board Meeting and the date on which the results of the e-unding for the proposes (becaute were amounted, basing regard to Board's immediately which the proposes of the proposes (becaute were amounted, basing regard to Board's immediately and the propose of the management of the Company is business on any pet loyer and to the amounted-the active of the foreign is about the Will. In this Board's were, be available to the Company and the other to the confidence of the foreign with the pick is the refer (set about as an artivative thing fine and will not be declared indoors with the special of foreign will be about the propose of the company and the pick is made in the company and the pick is the proposed of the company were being would up under the provisions of the Actual the Section of your basiness of the Company were being would up under the provisions of the Actual the Section of your basiness of the Company were being would up under the provisions of the Actual the Section of your basiness of the Company were being would up under the provisions of the Actual the Section of your basiness of the Company were being would up under the provisions of the Actual the Section of your basiness of the Company were being would up under the provisions of the Actual the Section of your basiness of the Company were being would up under the provisions of the Actual the Section of your basiness of the Company were being would up under the provisions of the Actual the Section of the
- RTADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITOR S ON FRANKSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING

The tips of the Report dated July 21, 2022 of MSKA & Associates, the Statutory Auditors of the Company, July associates to the Report of Disputors of the Company is period and helps.

Grotel
Statutory Auditor's report in respect of proposed buylack of equity shares by Quick Heal Technologies
Limited ("the Company") in terms of clause (si) of Schedule I of Securities and Exchange Board of India
(Buy Back of Securities) Regulations, 2018 (as amencied) ("Buyback Regulations").

To, The Board of Directors Quick Heal Technologies Limited Marrel Edge, Office No. 7010 C&D, 7th Floor, Opposite Neco Garden Society, Virsan Nager, Pune – 411014

Virtian Naga, Hvite - 41014 We have performed für folksking procedures agreed with you vide eigagement letter dated July 21, 2022. In connection with the process of Quick Heal Technologies Limited (Company) to buy back its states in crusiance of the provision of Section 88, 86 and 70 of the Companies 42, 103 (15 *Peck file and hill Ruls 17 Of Companies (Share Capital and Determines) Flates 2014 (the Rules) and Securities and Exchange Board of India Bly-back of Securities (Regulations, 2019 if the Rules, Jacobin), approved by the Social of Directors of the Company at the Board Meeting field on July 21, 2022. Board of Directors Responsibility for the statement

Board of Directors Responsibility for the statement. The prepartion of the Salement of determination of the mount of permissible copial payment for the buydrask in accordance with up sold payment for the buydrask in accordance with up sold payment for the buydrask for accordance with up sold payment for the comparison of the public Regulations, is the responsibility of the Board of Devertor of the Company, which give proparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes dosay, in regimentation, and maintenance of contrain relevant to the operation can be processed to in the Company of the Company of

Auditor's Responsibility

recount an exagenee bity.

Present to the regiments of the Regulations, it is our responsibility to proude reasonable assurance on the Etiology Reporting Cultural.

Whether the amount of capital payment for the coyclock is within the permissible limit and computed in according on with the provision of Section Bill of the Act.

- secondar ce with the provision of Section 56 of the Act;

 Whether the Board of Direction has formed the opinion, as specified in Classe (i) of Schedule 1 to the Regulation on secondarily sound that the Congrany having regard to be state of affairs will not be recorded insolvent within a period of one person to me be date of count meeting as well as the cities of special execution passed for the Survivolders after meeting half on the purposes of the halback and Whether, we are source of anything to indicate that the opinion expressed by the Direction in the destandion as of any of the mattern members and members and on the propose of the halback and controlled and the controlled on the co

deduration. This standards and consolidated fractical stationness as at March 31, 2022, have been audited by us, or which we asset or unmodified, and openion wide our reports clear May 5, 2022. Our audits of these forecast accessments were understandard to processing with the Standards on howelving, as separated under Scient 1411 or of the Act and other applicable authorition and any other stationards were considered under Scient 1411 or of the Act and other applicable authorition promountenests ensured by the sentation of Chartered Accounterists of the Act These Scientific register that we also and perform the audit to obtain resonable assessment about whether the financial additionalists are free of instandard resonable.

the familiar all statements are the administrant measurement.
We constuded our craimment on of the Statement in accordance with the Gladence Note on Reports or Certificates for Special Purposes issued by the Intelligence Contracted Accountains of India. The Gladence Note requires that we comply with the othical requirements of the Code of Efrica is suidility the Institute of Chartered Accountains of

Frau.
We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) is, Quality
Control or Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and
Social Servicious Engagements.
We have been provided with the following obcurrents.

We have been provided with the foliosing bournaries:

Audited sandows and consolidated in an aid statement of the Company for the year ended March \$1, 2022.

Board Recolation for appeared in faults determined the company for the year ended March \$1, 2022.

Contact Recolation for appeared of buydack of shares and approval of declaration of Devotors in terms of section \$8,000 for Company, and of Section \$4, 2022.

Contact Recolation of commission amount of the year description and the company shall not be endeduced insurver eithin a period of one year from the cable as por the provision of the Act read with the Act leads and the Registrion.

Addition to engine the Company of the Company of Contact of the Act leads and the Company of Contact confidence to capital residence and the Report of the Act read with the Act leads and the A

- updated programments of the programment of the comments of the programment of the program

Opinion

Based on our examination and according to the information and explanation given to us, in our opinion

Statement of purmissible capital grammant towards buyback of strainer as annoved to the exposing determination of the Act and Regulation and of Regulation and other statements of the Act and Regulation and Regulati properly determined in econorion with Section-Bild of the Admini Regulation (A) of Regulations, and The Disnati of Disnation & their investing from July 21, 2020 their lorned is organism, as specified in closure by it Shoulds in the Regulation, on inspansible grounds and that the Company will not I having regard to its safetic defails. I conserved on inspection of the protection in part from the date following resident media growing in the date of pascial receiving pascial by the Sharndolatin of their meeting resid for the purpose of the behapeds, and we are not aware of anything in criticals for their hopping excepted by the Distraction for decident on as traing of the matter mer toned in the decident on as training of the control of the c

is have no responsibility to update this We have on responsibility builds this report for exercis and circumstances occurring after the date of this region. Our report is detected to Select of Discussion the Great parties and the Company is contained to the Selection of Selection

Cont...2



DATE SET AFTER 21 YEARS

Cong to elect new president on Oct 17, results on Oct 19

MANOJ C G New Delhi, August 28

THE CONGRESS WORKING Committee (CWC) Sunday decided to hold an election for the post of party president on October 17. The meeting com-ing in the wake of Ghulam Nabi Azad's exit from the partywhile levelling damaging charges against Rahul Gandhi saw some uncomfortable moments, with G-23 leader Anand Sharma

He said there was no clarity regarding the PCC delegates or

electoral college, thus pointing fingers at the sanctity of the process itself. Congress presi-dent Sonia Gandhi is learnt to have agreed with him on the need for more clarity. Significantly, soon after the CWC announced the schedule, former Maharashtra chief min-

former Maharashtra chief min-ister and another G-23 mem ister and another G-23 mem-ber, Prithviraj Chavan, told *The Indian Express* that while "we will be happy if Rajasthan chief minister Ashok Gehlot con-tests" for the top post if Sonia and Rahul Gandhi are not will-ing, the party will not survive if



someone is made a "puppet president". Sharma

including for members of the CWC. The CWC meeting, held virtually and presided over by partypresident Sonia, who along Sharma said elect should be held for all po

with her children Rahul and Priyanka Gandhi'Vadra is abroad for a medical checkup, unanimously accepted the schedule placed before thy Madhusudan Mistry, the head of the Congress Election Authority.

According to the schedule announced by the party, the window for filing of nominations is September 24 to September 30. The last date of withdrawal is October 8 and the election, if there is more than one candidate, will take place on October 17, with the counting of votes and declaration of results on October

19.The last time a contest took place for the post of Congress president was way back in 2001, when Jitendra Prasada contested against Sonia.

The electoral college for the party president's post consists of delegates of Pradesh Congress Committees (PCCs). Sharma is learnt to have said that Mistry should explain the election of the delegates point. that mistry should explain the election of the delegates, pointing out that he had received a lot of complaints that no meetings of the booth, block or district committees or PCCs were held. He asked how the lists were prepared then.

HUL distributors in panic as firm look for fresh ones in MP

ALLINDIA CONSUMER Prod-ucts Distributors Federation (ACPDP) stated on Sunday say-ing that Hindustan Unilevers (HUJ) distributors are in a sud-den panic because of the com-pany's advertisement in an ews-paper calling for applications for the appointment of distributors in Madilya Pradesh.

The distributors federation said that the HUL distribution business warrants crores of business warrants crores of investments particularly in extending credit facilities to retail traders for the HUL busi-ness. However, the company's ad in the newspaper has put existing distributors' busi-

nesses at risk. At present, it is not known if At present, it is not known if the company is expanding its business in the state and therefore is appointing distributors, or is replacing existing distributors. If new distributors are proposed to be appointed, all existing distributors will lose a minimum of 50% of their investments in retail trade, AICPDF said in a statement. HIII. issued an ad in Sun-

HUL issued an ad in Sunday's Dainik Bhaskar seeking distributors in the state. Strongly resenting it, AICPDF said in a tweet that HUL distributors will be going for a mass resignation. —FE BUREAU

For MSKA & Associates

ICAI Firm Registration No. 105047W Nitin Manohar Jumani

UDIN: 22111700ANKOOR5667 Place: Pure Date: July 21, 2022 Engl: Statement of po

Computation of amount of permissible capital payment towards buycack of equity shares in accordance

Particulars	As at March 31, 2022			
	Standalone	Consolidated		
Equity Share Capital	58.01	58.01		
Total (A)	58.01	58.01		
Retained Earnings	501.70	502.9		
Securities Premium Account	238	2.3		
Goneral Reserves	45.03	45.03		
Total Free Reserves (B)	549.03	550,23		
Grand Total (A+B)	807.04	608,24		
Maximum amount of capital payment permissible for the buy track-back of equity shares in accordance with Section 68(2) of the Act (25% of paid up courty capital and their reserves.)	151.76	152,06		

- Calculation in mapped of Permissible Capital payment for buy back is based on the audited standards consolidated francial statement that the year ended March 31 (2022).

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Sd-	Su-
Kailash Katkar	Navin Sharma
Managing Director & Chief Executive Officer Chief	
DIN Number: 00397191	
Place: Pune	Place: Pure
Date: July 21, 2022	Date: July 21, 2022

- RECORD DATE AND SHAREHOLDER'S ENTITLEMENT
- RECORD DATE AND SHAREHOLDER'S ENTITLEMENT
 As required under the Bulgook Regulators, the Censory has fixed Fritary, September 14, 2022 ("Record
 Date"), as the Record Date for the purpose of determining the entitlement and the names of the Shareholders,
 are and the eligible by patient of the purpose of determining the entitlement and the names of the Shareholders,
 are and the eligible shareholders of the purpose of the Record
 Date will maxims a part of other in relation to the Bulgood ("Letter of Offer") and with a leader or the form
 indicating the entitlement of the Bulgood Shareholder for participating in the Bulgood.
 The Bulgo Shareholders in the Bulgood bulgood by the Company what the divided into but categories (a) recorded
 category for small shareholders, and (a) general toblopy for all other Bulgols Shareholders.

- 10.2 This Equity Shares proposed to be bought back by the Company with the divided into two coatgores (a) reserved cancepting for multi-harmholding, and in joine equical topology or all other Egiptic Sharmholding.

 10.3 As defined in Regulation of III this of the Buyback Regulations, a Small Sharchholdin is a sharthester of the Company with noise Equity Shares who have analysed with a Small Sharchholdin is a sharthester of the Company with noise Equity Shares with the Company with noise Equity Shares with the Company with Ambient price of the Egiptic Shares with the Company with Ambient of the Regulation of the Buyback Regulations, 195 fill therepressing of the number of Equity Shares with the Company with protection as part of the Regulation of the Buyback Regulations, 195 fill therepressing of the number of Equity Shares with the Company with determine the world the Equity Shares with the Company with determine the well-than the Equity Shares with the Company with determine the well-than the Company with the Equity Shares with the Company with determine the well-than of the Equity Shares with the Equity Shares with the Company with determine the well-than of the Equity Shares with the Equity Shares with the Company with determine the well-than the Company in control of the Company with the Equity Shares with the Company with the control of the Company in control of the Company of the Equity Shares which in cases of jets of the order of the Equity Shares with the Company with the Equity Shares which in cases of jets of the order of the Company with the Equity Shares and of interested when the Equity Shares with the Company with the Equity Shares and of interested when the Equity Shares in the Company with the Company with the Equity Shares and of interested when the Equity Shares and Equity Shares and face
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 Showenthers' participates in its Buyback will be visit ratin. Eligible Shareholders holding Equity Shares of the Company can choose but participate and right cash in file of of bases to the accepted under the Buyback or they may choose not be participate. Eligible Shareholders incling Equity Shares of the Company can be savely a part of their will be sent to participate. Eligible Shareholders and holding Equity Shares of the Company share as accept a part of its wint will be sometiment of the Company share and the savely a part of its winter than the savely as a most participate of the winter shareholders of the participates of the Company shareholders of the savely additional shares forward and the savely additional shares forward and the savely additional share for the savely shareholders of the participate of the savely and the savely additional share for the savely shareholders of the savely shareholders of the savely shareholders of the savely shareholders of the savely shareholders one on the Record Caller. In case in English Shareholder books of Savely Shareholders are on the Record Caller. In case in English Shareholder books of Savely Shareholders of the savely shareholders of th
- he Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the The Equity Shares brodered as part the enfolterment by Digidal Sharesholders helding Equity Shares of the Company are all as additional of sense bendered if any, will be accepted as part the procedural sold form in Burjock and Equity Sharesholders are the sold to the sold procedure of the sold procedure. Participation in the Buyback by drawing these most above the sold procedure. Participation in the Buyback by drawing these most above the special colored as the sold procedure of the sold procedure of

- 11.3 For inchanges and the general confirmation time.

 11.4 For inchanges and the Bulback in Gorgany has a poperiod Articl Capital Private United as the registered society to the Canyary (*Company's Bester") is delibited in process of including of Equally Staves (through the Stavit Endmany Medicalism for the Bulback in the sundering process, the Company's Broker may also process in a other species of the Company's Enchanges and though the Company's Enchanges and the



umbit Capital Private Limited umbil House, 449, Serapeti Bapal Marg, Lower Parel, Mumbal - 400013

Tel:+91 (22) 6623 3000; Parc:+91 (22) 6623 3100 Contact Person: Mr. Sameer Parker

E-mail ID: sameer.carker@ambit.co

SEBI Registration Number: INZ00025934

CINE (1444)Amentant Controlled to provide the separate acquisition window ("Acquisition Window") to facilitate placing of set dodes by Eighte Structurates who note to tender Eguny Structure to the Buyback. BSE will be the dosing start stock exchange for the purpose of this Buyback ("Sectionated Stock Exchange"). The details of the Acquisition Window will be specified by the Designated Stock Exchange from time to time.

- 11.5 During the tendeling period, the order for sating the Equity Shares will be placed in the Adjusticion Window by Eightie Shareholders dirough their respective allock brakers ("Satier Memberia") during normal trading hours of the secondary market. The Satier Mandex can enter code to the Equity Shales had in diamaterialized form and physical form. In the landaring process, the Company's Broker may also process the orders received front the Eighti Shareholders.
- Eighb Si Norsholders. In the Sofier Member(s) of any Eighbe Shareholder is not registered with ISSE as a trading member stock booker. Ben that Eighbe Storeholder can approach any ISSE registered shock broker and can register formserves by using cyclk unique client code ("USC") facility through the ISSE registered shock broker after benthering all details as may be required by with ISSE registered shock before faller benthering all details as may be required by with ISSE registered shock before in Comparison of the Tighther Shareholders are unable to register using USC facility through any other ISSE registered tooks. Eighbe Stareholders are unable to register using USC facility through any other ISSE registered tracks. Eighbe Stareholders may approach Comparison Stareholder in Jack of Capital Private Limited to place their lide, subject to completion of KYC requirements as required by the Company's Storehold.

- India, subjection completion of INTC registerements as required by the Company's tortiber.

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- to confirmation of the orderfold by the custodian. The outstadian shall either confirm or reject the orders not later han the discipling falled process or the last discript the endergoperiod. Thereafter, all upconfirmed orders adult to extend the the repetitor, it is a confirmed contribute and the review of the repetitor of the repetitor for the contribute order modification said through the conditions confirmed an end the reviewed order half by earth for the condition against the confirmation. Upon paraign before the Selfer Member of the provided or the condition of the selfer for the order of the confirmation of the selfer for the confirmation of the selfer for the confirmation. The selfer for the confirmation of the selfer for the confirmation of the desired fit provides another than the confirmation of the desired fit provides advantage before grayers. The desired for the confirmation of the selfer for the confirmation of the desired fit provides by the Client's Compensations and a valid bed in the accuracy before grayers, the displace shall be deemed to have been accepted, for Digities Shareholders having Epidy-Shareholders and the confirmation of the selfer for the confirmation.

- hoding Equity Shawan normations. The Egipt of the underlock will have been extended and the Egipt of the underlock will have be made that they hought despotary participant (*DP*) account active and so the body account or Equit more Equity Shares does to ejection or due to proceed Buybook. Obtained to the Comman, Explore, Egipt or when both and with account to explore the analy account active and support active and support or proceedings of the explored and the active active the explored active and support active and support or proceedings of the explored active and support active a
- PROCEDURE TO BE FOLLOWED BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN
- In accordance with SEBI's circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144)
- PHYSICAL CRIME
 In succession with SBBTs circular claned July 31, 2020 (Circular no. SBBH-PDCFD/CMDMPCRP2022/144), shared-tolders holding SBLIft, Shared in shydold from are allowed to trade such chanses in a budged-understand by the second state of the second state of the state of the supplication of the SBLIft SBBH-PDCFD/CMDPCRP2022/144), shared-tolders holding state of the SBLIft SBBH-PDCFD/CMDPCRP2022/144, shared-tolders holding state of the supplication of th
- rumber, number of Equity Shares rendered etc.
- strandinose. He was cottain the deates of other secunded lies you can one, certificate number is substitute. Any silent Member (Eighte Sharkeholder Anopleacean bild for physical Equily Sharce, a required to deliver the original sharce originates) of a deliver the original sharce originates of the deliver the original sharce originates of the originates or originates or originates or originates of the originates of the originates of the originates or originates or originates or originates or originates or originates or originates of the originates or originates originates or originates or originates originates originates or originates origin
- Eiglibe Shareholders should ensure that the process of getting the Equity Shares demandrated is completed well in time so that they can participate in the Buysack before the closure of the tembering period of the
- Highton: An uning seried shareholder holding Egyky Shawesin physical form may also be der High Shaws in the Bybas by submitting the duly cereculad harshin clean for transfer of shares, purchased prior to the Record Date, in their cases, along with the celler form, copy of the PAPI cent and of the person from whom the bas conclused software and the effective discretisks an equilated transfer of any.
- produced characteristic field released to corrections as required for transfer, family. The Buybook from the Blighbe Sheerholders who are readont to statio in fide including foreign corporate bodies, foreign particles investors, non-readont follows, members of freelign redomains, from extensions to the station of freelign redomains, non-readont follows, members of freelign redomains, frames of the stations of freelign redomains, from the stations of the stat

- of the basis of acceptance asperthe Buyback Reg
- 12.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the
- The Campens will pay the considerated to the Common's Genter air will transfer the lands gettering to the Bulgada's the Diomon's Comprehend is not scored as per fire received schedule. For Equily Shreen scored to under the received schedule. For Equily Shreen scored to under the Payshot is the Cleaning Corporation will have denot find a payout to respective Eligible Shreen scored to the Shreen scored to the Common scored defines a via manables of the Royal handshore and institution an enjected by Mithibers, due to any resourt, files such full paid Shreen schedule in the common Select Neimbers schedule for scored to the common scored to the Shreen schedule for schedule in the common Select Neimbers schedule for schedule for scored to the scored to the schedule for respective. Solding Shreen schedule for the burgaday of would be given to their respective. Solding Shreen schedule for the schedule for respective. Solding Shreen schedule for the schedule for respective schedule for s
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- Shaes except-disuns the Buylorak. Eligha's Shoreholder who infant to participate in the Buylorak chould consult their neporative Solor Members to broken solor and sould replace to the setting and expenses (instanting beloesing) are, that make the least by the Solor Members) upon the setting shareholder for the intering Equity Strates in the Buylorak (procreatly market transaction). The Buylorak contribution neceived by the Eligible Shareholders in respect of accepted Equity Strates sould be not to such costs, applicable toward, charges and expenses (including chical again after Managers the Buylorak and Collagory acception employed by policies possible sourch additional cost, charges and expenses (including brokenings) inclumed solely by the Eligible Shareholders.
- Sheeholders.
 The fern ranked against unacception Egulty Sherice will be refereed, flam, or would be infurmed by registered post only profilerary post or course (in ease of physics shares) at the Eightis Shareholders should ensure that their depotions account in maintained shall formalities postationing to the order or completed.

 Offer are completed.

 Descriptions as long to the context of the Company Demont Escalar Account will be extinguished in the manner of fellowing the procedure presented in the Buybook Regulations.

Designation : Compliance Officer
Marvel Edge 7010 C & D. Opposite Neco Garden Society, Virian Nagar, Plune 411 014 +91 (20) 68813232

tarifications or to address investor grisvance, the Shareholders may contact the Compilance stay to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the

INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK

LINKIntime

Link Indiana India Private Limited[®] Address: C 101, 247 Pork, L.B.S. Marq, Welnoll (West), Mumbai 400083 Contact Person: Mr. Sumeet Deshipande Tot: +91 (22) 49188200

Fax: +91 (22) 49186195

E-malt: quickheal buyback2022@finkintma.co.in Website: www.linkinsime.co.in CIN: U671904H1999PTC118368

Self-Registration Number: BR000004658 in case of larry aury, the Shreshalders may also contact the Registrat to the Buyback, from Monday in Enday between 18 00 amb 5.00 pm on all viriet in globye except publishinkays at the above-mentioned address. MANAGERT OTHE BUYBACK

ne following as Managersothe Buyback:

-- AMBIT

Ambit House, 449, Senapati Bapet Marg, Lower Paris, Mumbia - 400 013 + 91 (22) 6623 3030

+91 (22) 3982 3020 Contact Person Mr. Miraj Sampet / Mr. Jatin Jai Email quickheat buyback2022@ambit.co Website www.ambit.co

Sal-	56-	9:0-
Kailash Katkar	Sanjay Katkar	Vinav Agarwal
Managing Director & CEO	Joint Managing Director & CTO	Compliance Officer
DIN: 00397191	D#4 00397277	Membership No. A46751

financialen epar.in

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

Chhava Saniay Katkar

Sneha Kailash Katkar

5

UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS.

PUBLIC ANNOUNCEMENT Kailash Sahebrao Katkar FOR THE ATTENTION OF THE SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF QUICK HEAL 2 Sanjay Sahebrao Katkar TECHNOLOGIES LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of the Company pursuant to the provisions of Regulation 7(I) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buyback Regulations") and contains the disclosures as specified in Schedule II to the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 50,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES") AT A PRICE OF ₹ 300/- (RUPEES THREE HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE (THROUGH STOCK EXCHANGE MECHANISM).

2018, AS AMENDED

- THE BUYBACK OFFER 1.1. The Board of Directors (hereinafter referred to as the "Board", which expression includes any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) of the Company, at its meeting held on July 21, 2022 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of a special resolution through e-voting and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable law, approved the proposal for the buyback of up to 50,00,000 Equity Shares at a price of ₹ 300/- (Rupees three hundred only) ("Buyback Price"), payable in cash, for an amount aggregating up to ₹ 150 crores (Rupees one hundred and fifty crores only) ("Maximum Buyback Size") (being less than 25% of the total paid-up equity capital and free reserves of the Company as per the latest standalone and consolidated audited financial statements of the Company as on March 31, 2022), from the shareholders of the Company ("Shareholders") on a proportionate basis through the tender offer process, in accordance with Article 9 of the Articles of Association of the Company and the provisions of the Companies Act. 2013, as amended ("Companies Act" or "Act") and, the Companies (Share Capital and Debentures) Rules, 2014, as amended ("Share Capital Rules"), Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") to the extent applicable and in compliance with the Buyback Regulations ("Buyback" or "Buyback Offer"). The Maximum Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisory fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and service tax, stamp duty, etc. and other incidental and related expenses ("Transaction Costs"). The Buyback is 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 BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges") and other authorities, institutions or bodies ("Appropriate Authorities") while granting such approvals, permissions and sanctions, which may be agreed by the Board and on the terms and conditions set out in the explanatory statement contained in the notice of Shareholders' meeting dated August 2, 2022 ("Notice").
- 1.2. Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, the Board had sought approval of the Shareholders of the Company for the Buyback, by way of a special resolution. The shareholders of the Company approved the Buyback, by way of a special resolution, through e-voting pursuant to the Notice, the results of which were announced on August 27, 2022 ("Shareholders' Approval").
- The Buyback is proposed to be undertaken through the "tender offer" route as prescribed under the Buyback Regulations and 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 09, 2016, and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendment thereof ("SEBI Circulars"). The Buyback shall be undertaken on a proportionate basis from the shareholders as of Record Date (defined below) ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Please refer to Paragraph 10 below for further details regarding the Record Date and shareholders' entitlement to tender the Equity Shares in the Buyback.
- 1.4. The Buyback from the Eligible Shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), 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, as amended, and that such approvals shall be required to be taken by such non-resident shareholders.
- 1.5. In terms of the Buyback Regulations, under tender offer route, the promoters and the promoter group of the Company ("Promoter and Promoter Group"), have the option to participate in the Buyback. In this regard, the Promoters have expressed their intention to participate in the Buyback vide their letters dated July 21, 2022 and may tender up to an aggregate maximum of 36,41,860 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. The maximum number of Equity Shares to be tendered by each of the Promoters have been detailed in Paragraph 6.4 of this Public Announcement.
- 1.6. The aggregate paid-up share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022 is ₹ 607.04 crores and ₹ 608.24 crores, respectively. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e., ₹ 151.76 crores and ₹ 152.06 crores, respectively. The maximum amount proposed to be utilized for the Buyback, ₹ 150 crores (Rupees one hundred and fifty crores only), is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves, as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022. Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback up to 50,00,000 Equity Shares, representing 8.6% of the total issued and paid-up. equity share capital of the Company as of March 31, 2022. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total paid-up equity capital of the Company as of
- 1.7. The Buyback will not result in any benefit to Promoters and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.
- 1.8. A copy of this Public Announcement is available on the website of the Company at www.quickheal.co.in, and is expected to be available on the website of SEBI i.e. www.sebi.gov.in during the period of the Buyback and on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively.
- Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as "Buyback Tax") and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

NECESSITY FOR THE BUYBACK

- The Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons: (i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares
- thereby enhancing the overall return for them;
- (ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders" (as defined below):
- (iii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the eligible shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.
- MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES, AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED
- The maximum amount required for Buyback will not exceed ₹ 150 crores (Rupees one hundred and fifty crores only) (excluding Transaction Costs).
- The maximum amount mentioned above is 24.71% and 24.66% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company, as at March 31, 2022 (being the latest audited financial statements available as on the date of the Board Meeting), respectively, which is within the prescribed limit of 25%.
- 3.3 The funds for the implementation of the proposed Buyback will be sourced out of free reserves and securities premium of the Company and any other source as may be permitted by the Buyback Regulations or the Companies Act, Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback, The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value
- of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.
- MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK
- 4.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹ 300/- (Rupees three hundred only) per Equity Share.
- 4.2 The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed.
- 4.3 The Buyback Price represents:
- (i) premium of 71.81% and 72.89% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three) months period preceding July 15, 2022*, being the date of intimation to the Stock Exchanges regarding the date of the Board Meeting ("Intimation Date"); and
- (ii) premium of 57.29% and 58.11% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 6 (six) months preceding the Intimation Date*; and
- (iii) premium of 79.75% and 79.96% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date.
- (iv) premium of 50.87% and 50.98% over the closing price of the Equity Share on BSE and NSE, respectively, as on July 21, 2022, being the date of the Board Meeting.
- *Including the price and volume data of the Intimation Date The closing market price of the Equity Shares as on the Intimation Date was ₹ 166.90 and ₹ 166.70 and as on the
- date of the Board Meeting was ₹ 198.85 and ₹ 198.70 on the BSE and the NSE, respectively. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK
- The Company proposes to buyback up to 50,00,000 fully paid-up Equity Shares of face value of ₹ 10/- (Rupees ten only) each, representing 8.6% of the total issued and paid-up equity share capital of the Company as of
- PARTICIPATE IN THE BUYBACK The aggregate shareholding of the Promoters and Promoter Group and persons in control of the Company as on the date of the Board meeting, i.e. July 21, 2022, the date of the Notice, i.e. August 2, 2022, and the date of this

- E-mail: cs@quickheal.co.in; Website: www.quickheal.co.in; Contact Person: Mr. Vinav Agarwal, Compliance Officer Name of the Promoter and Promoter Group entity No. of Equity Shares % Shareholding 1,69,86,298 29.28 1.69.86.298 29.28 3 Anupama Kailash Katkar 41,44,007 7.14
 - 6.2 No shares or other specified securities in the Company were either purchased or sold by Promoters and Promoter Group and by persons who are in control of the Company during a period of 6 months preceding the date of the Board Meeting and the date of the Notice.
 - The details of the shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting, i.e. July 21, 2022, the date of the Notice, i.e. August 2, 2022, and the date of this Public Announcement, are as follows:

SI. No.	Name of the Directors/Key Managerial Personnel	Designation	No. of Equity Shares	% Shareholding
1	Kailash Katkar	Chief Executive Officer	1,69,86,298	29.28
2	Sanjay Katkar	Joint Managing Director	1,69,86,298	29.28
3	Navin Sharma	Chief Financial officer	1,853	Negligible
	Total	1 777 150 150 150 150 150 150 150 150 150 150	3,39,72,596	58.56

In terms of the Buyback Regulations, under the tender offer route, the Promoters and Promoter Group have an option to participate in the Buyback. In this regard, the Promoters have expressed their intention to participate in the Buyback vide their letters dated July 21, 2022 and may tender up to an aggregate maximum of 36,41,860 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares to be tendered by each of the Promoters:

SI. No.	Name of the Promoters	Maximum Number of Equity Shares intended to be offered
1.	Kailash Sahebrao Katkar	14,63,810
2.	Sanjay Sahebrao Katkar	14,63,810
3.	Anupama Kailash Katkar	3,57,120
4.	Chhaya Sanjay Katkar	3,57,120
Total		36,41,860
5 Cin	co the entire chareholding of the l	Promotors is in domotorialized form, the datails of the date and price

Since the entire shareholding of the Promoters is in dematerialized form, the details of the date and price of acquisition/sale of the Equity Shares by the Promoters who intend to participate in the Buyback is set out below: Kailach Sahohran Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Price per Equity Share (₹)	Consideration (₹)
March 31, 1996	Allotment	100	10	10	1,000
March 31, 1997	Allotment	16,000	10	10	1,60,000
May 30, 1997	Transfer	(1,000)	10	10	10,000
March 31, 1998	Allotment	8,400	10	10	84,000
February 23, 2004	Allotment	8,012	10	10	80,120
February 25, 2004	Allotment	3,488	10	10	34,880
March 31, 2005	Bonus issue	70,000	10	18	
March 6, 2006	Bonus issue	3,15,000	10	28	
March 13, 2007	Bonus issue	12,60,000	10	5E	
March 31, 2008	Bonus issue	12,60,000	10	- 35	
January 29, 2009	Allotment	70,000	10	10	7,00,000
August 6, 2010	Transposition	(62,600)	10	1.0	9
September 8, 2010	Transfer	(1,45,464)	10	768.67	11,18,13,813
January 17, 2010	Transfer	(10,910)	10	768.67	83,86,190
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus issue	1,95,57,461	10	38	85
February 16, 2016 [^]	Offer for sale in IPO	(18,40,000)	10	321	59,06,40,000
June 12, 2019	Buyback	(17,16,671)	10	275	47,20,84,525
June 21, 2021	Buyback	(18,08,415)	10	245	44,30,61,675
Total	- Construction A	1,69,86,298			

*2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹1,500.

* Date of approval on basis of allotment.

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1996	Allotment	100	10	10	1,000
March 31, 1997	Allotment	7,000	10	10	70,000
May 30, 1997	Transfer	1,000	10	3.	3
March 31, 1998	Allotment	4,400	10	10	44,000
June 1, 2000	Transfer	4,000	10	10	40,000
July 15, 2003	Transfer	4,000	10	10	40,000
February 23, 2004	Allotment	8,013	10	10	80,130
February 25, 2004	Allotment	6,487	10	10	64,870
March 31, 2005	Bonus issue	70,000	10	12 1	*
March 6, 2006	Bonus issue	3,15,000	10	92	9
March 13, 2007	Bonus issue	12,60,000	10	39	(%)
March 31, 2008	Bonus issue	12,60,000	10	X8	*
January 29, 2009	Allotment	70,000	10	10	7,00,000
August 6, 2010	Transposition	(62,600)	10	8.5	85
September 8, 2010	Transfer	(1,45,464)	10	768.67	11,18,13,813
January 17, 2010	Transfer	(10,910)	10	768.67	83,86,190
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus issue	1,95,57,461	10		
February 16, 2016 [^]	Offer for sale in IPO	(18,40,000)	10	321	59,06,40,000
June 12, 2019	Buyback	(17,16,671)	10	275	47,20,84,525
June 21, 2021	Buyback	(18,08,415)	10	245	44,30,61,675
Total		1,69,86,298			

*2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.

Date of approval on basis of allotment.

Anunama Kailach Kathar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1997	Allotment	3,000	10	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Bonus Issue	10,000	10	9 1	
March 6, 2006	Bonus Issue	45,000	10	192	
March 13, 2007	Bonus Issue	1,80,000	10	35	(2)
March 31, 2008	Bonus Issue	1,80,000	10	8	
March 25, 2010	Transfer	1,40,000	10	10	14,00,000
August 6, 2010	Transposition	62,600	10	0	0
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus Issue	43,78,479	10	0	0
June 12, 2019	Buyback	(4,18,800)	10	275	11,51,70,000
June 21, 2022	Buyback	(4,41,169)	10	245	10,80,86,405
Total	(#)	41,44,007			

2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1997	Allotment	3,000	10	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Bonus Issue	10,000	10	1 1	*
March 6, 2006	Bonus Issue	45,000	10	39	*
March 13, 2007	Bonus Issue	1,80,000	10	88	8
March 31, 2008	Bonus Issue	1,80,000	10	85	6
March 25, 2010	Transfer	1,40,000	10	10	14,00,000
August 6, 2010	Transposition	62,600	10	0	0
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus Issue	43,78,479	10	0	0
June 12, 2019	Buyback	(4,18,800)	10	275	11,51,70,000
June 21, 2022	Buyback	(4,41,169)	10	245	10,80,86,405
Total	~~~	41,44,007	0 ±.€00	S 3	360

*2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each

- CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE ACT
 - All the Equity Shares for Buyback are fully paid-up;
- (ii) The Company shall not issue any Equity Shares or other securities (including by way of bonus, or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the shareholders approving the proposed Buyback till the date of expiry of the Buyback period;
- (iii) The Company shall not raise further capital for a period of one year from the date of expiry of the Buyback period, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made:
- The Company shall not buyback locked in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
- The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve
- The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or
- The Company further confirms that a period of more than three years has lapsed since any such default
- which has ceased to subsist: The Company shall not buyback its Equity Shares from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback, based on standalone and consolidated financial statements of the Company, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations:
- The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
- The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period;
- The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
- That funds borrowed from banks and financial institutions, if any, will not be used for the Buyback:
- The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable
- (xvii) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- (xviii) The buyback shall be completed within a period of one year from the date of passing of the resolution approving the Buyback through e-voting;
- The Company shall pay the consideration only by way of cash; and
- The Company shall not buyback its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of Buyback Regulation.

CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and

- also considering all contingent liabilities, has formed the opinion that: That immediately following the date of the Board Meeting and the date on which the results of the e-voting for the proposed Buyback were announced, there will be no grounds on which the Company could be found unable to pay its debts;
- That as regards the Company's prospects for the year immediately following the date of the Board Meeting and the date on which the results of the e-voting for the proposed Buyback were announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016, as amended.
- REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITOR'S ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING

The text of the Report dated July 21, 2022 of MSKA & Associates, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

7.14

Negligible

41.44,007

4,22,63,177

2,567

Statutory Auditor's report in respect of proposed buyback of equity shares by Quick Heal Technologies Limited ('the Company') in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations").

The Board of Directors

Quick Heal Technologies Limited

Marvel Edge, Office No. 7010 C&D, 7th Floor, Opposite Neco Garden Society,

Viman Nagar, Pune - 411014

We have performed the following procedures agreed with you vide engagement letter dated July 21, 2022, in connection with the proposal of Quick Heal Technologies Limited ('Company') to buy-back its shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act) read with Rule 17 of Companies (Share Capital and Debentures) Rules 2014 ('the Rules') and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 ('the Regulation'), approved by the Board of Directors of the Company at the Board Meeting held on July 21, 2022.

Board of Directors Responsibility for the statement

The preparation of the Statement of determination of the amount of permissible capital payment for the buyback in accordance with proviso to Section 68(2)(c) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes design, implementation and maintenance of control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Board of Directors are responsible to make full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of the board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the

purposes of the buyback and such declaration has been signed by at-least two directors. Auditor's Responsibility

Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":

- Whether the amount of capital payment for the buyback is within the permissible limit and computed in accordance with the provision of Section 68 of the Act; Whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the
- Regulation, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback; and Whether, we are aware of anything to indicate that the opinion expressed by the Directors in the declaration
- as of any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of The standalone and consolidated financial statements as at March 31, 2022, have been audited by us, on which

we issued an unmodified audit opinion vide our reports dated May 5, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates

for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that

we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality

Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. We have been provided with the following documents:

- Audited standalone and consolidated financial statement of the Company for the year ended March 31, 2022. Board Resolution for approval of buyback of shares and approval of declaration of Directors in terms of
- section 68(6) of Companies Act, 2013 dated July 21, 2022.
- Calculation of permissible amount of buy back of securities as per section 68 of the Act. Affidavit verifying the declaration of solvency dated July 21, 2022 stating that Company shall not be rendered insolvent within a period of one year from the date as per the provision of the Act read with the Rules and the Regulation.
- Article of Association of the Company,
- Calculation of debt to capital ratio. Bank confirmations regarding the outstanding debts, if any,
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on

the Reporting criteria mentioned in Auditor's Responsibility paragraph above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement

- Inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statement for the year ended March 31, 2022.
 - Examined authorization for buyback from the Article of Association of the Company. With respect to the amount of permissible capital payment for buy back of shares, verified whether the same
- is within the limits as specified under Section 68 of the Act. Examined the ratio of debt owned by the Company, if any, is not more than twice the capital and free reserves after such buyback, based on both, the audited standalone and consolidated financial statement of
- the Company as on March 31, 2022. Examined the bank confirmations obtained.
- Examined that all the shares for buyback are fully paid up.
- Examined resolutions passed in the meetings of the Board of Directors for approval of buyback of shares and declaration of solvency by Directors.
- Examined affidavit verifying the declaration of solvency dated July 21, 2022.

relating to this assignment. This report relates only to the items specified above.

Opinion

Based on our examination and according to the information and explanation given to us, in our opinion

- Statement of permissible capital payment towards buyback of shares as annexed to this report, has been properly determined in accordance with Section 68 of the Act and Regulation 4(I) of Regulations; and
- The Board of Directors at their meeting held on July 21, 2022 have formed its opinion, as specified in clause (x) of Schedule I of the Regulation, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback, and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matter mentioned in the declaration is unreasonable in circumstances as at the

We have no responsibility to update this report for events and circumstances occurring after the date of this report. Our report is addressed to Board of Directors of the Company pursuant to the requirement of the Regulation solely to enable them to include it (a) in the explanatory statement to be included in the notice of AGM to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited and for providing to the Manager to the Buyback Offer, and should not be used by any other person or for any other purpose. This report may not be useful for any other purpose. MSKA &

Associates shall not be liable to the Company or any other concerned, for any claims, liabilities or expenses

Cont...2

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DETAILS OF SHAREHOLDING AND INTENTION OF PROMOTERS AND PROMOTER GROUP TO

Public Announcement, are as follows:









शीर्ष सात कंपनियों का बाजार पूंजीकरण 1.54 लाख करोड़ रुपए घटा

नई दिल्ली, 28 अगस्त (भाषा) ।

सूचकांक की शीर्ष 10 में से सात कंपनियों के बाजार पूंजीकरण (मार्केट कैप) में बीते सप्ताह सामृहिक रूप से 1,54,477.38 करोड़ रुपए की गिरावट आई। सबसे अधिक नुकसान में सूचना प्रौद्योगिकी क्षेत्र की कंपनियां टाटा कंसल्टेंसी सर्विसेज (टीसीएस) और इन्फोसिस रहीं। बीते सप्ताह बीएसई का 30 शेयरों वाला सूचकांक 812.28 अंक या 1.36 फीसद नीचे आया। सप्ताह के दौरान सिर्फ रिलायंस इंडस्ट्रीज, आइसीआइसीआइ बैंक और भारतीय स्टेट बैंक (एसबीआइ) के बाजार पूंजीकरण में बढ़ोत्तरी

हुई। समीक्षाधीन सप्ताह में टीसीएस का बाजार पुंजीकरण सबसे अधिक 59,862.08 करोड़ रुपए टूटकर 11,78,818.29 करोड़ रुपए रह गया।

इन्फोसिस का बाजार मुल्यांकन 31,789.31 करोड़ रुपए के नुकसान से 6,40,351.57 करोड़ रुपए पर आ गया। एचडीएफसी बैंक की बाजार हैसियत 16,090.67 करोड़ रुपए घटकर 8,13,952.05 करोड़ रुपए रह गई। हिंदुस्तान यूनिलीवर का बाजार मूल्यांकन 14,814.18 करोड़ रुपए घटकर 6,04,079.91 करोड़ रुपए रह गया। इसी तरह बजाज फाइनेंस की बाजार हैसियत 14.430.4 करोड़ रुपए घटकर 4.27.605.59 करोड रुपए तथा एचडीएफसी की 13,031.62 करोड़ रुपए के नुकसान के साथ 4,34,644.36 करोड़ रुपए पर आ गई।

जीवन बीमा निगम (एलआइसी) का बाजार मुल्यांकन 4,459.12 करोड़ रुपए घटकर 4,29,309.22 करोड़ रुपए रह गया। इस रुख के उलट रिलायंस इंडस्ट्रीज का बाजार पुंजीकरण 3,500.56 करोड़ रुपए के उछाल के साथ 17,71,645.33 करोड़ रुपए पर पहुंच गया। एसबीआइ का बाजार मूल्यांकन 3,034.37 करोड़ रुपए बढ़कर 4,67,471.16 करोड़ रुपए तथा आइसीआइसीआइ बैंक का 523.02 करोड़ रुपए की बढोतरी के साथ 6,06,330.11 करोड रुपए रहा।

जीवन बीमा कंपनियां स्वास्थ्य पालिसी की पेशकश को तैयार

मुंबई, 28 अगस्त (भाषा) ।

जीवन बीमा कंपनियों को स्वास्थ्य बीमा खंड में दोबारा मंजूरी देने संबंधी बीमा नियामक आइआरडीएआइ के स्पष्ट संकेत के बीच एलआईसी और अन्य बडी जीवन बीमा कंपनियां क्षतिपूर्ति-आधारित स्वास्थ्य बीमा कारोबार में फिर से कदम रखने का मन बना रही हैं। भारतीय जीवन बीमा निगम (एलआइसी) के अलावा आइसीआइसीआइ प्रुडेंशियल लाइफ, एचडीएफसी लाइफ और बजाज आलियांज लाइफ जैसी बीमा कंपनियों का कहना है कि वर्ष 2016 में रोक लगने के पहले वे मेडिक्लेम पालिसी की भी पेशकश कर रही थीं। लेकिन भारतीय बीमा नियमन एवं विकास प्राधिकरण (आइआरडीएआइ) ने उन्हें ऐसा करने से रोक दिया। इन बीमा कंपनियों

का कहना है कि जब बीमा नियामक उन्हें फिर से मेडिक्लेम पॉलिसी बेचने की मंजूरी देने का संकेत दे रहा है तो वे इस कारोबार में दोबारा कदम रखने के लिए पूरी तरह तैयार हैं। ये सभी कंपनियां इस समय भी गैर-क्षतिपूर्ति पर आधारित स्वास्थ्य पालिसी की पेशकश कर रही हैं। क्षतिपूर्ति-आधारित स्वास्थ्य योजनाओं यानी मेडिक्लेम पालिसी का सालाना नवीनीकरण होता है या उनकी बिक्री एक साल की वैधता के साथ की जाती है। यह देश में सबसे अधिक बिकने वाली स्वास्थ्य योजनाएं हैं। हालांकि बीमा नियामक ने वर्ष

2016 में जीवन बीमा कंपनियों को ऐसी

योजनाओं को बेचने से रोक दिया था। तब से

जीवन बीमाकर्ताओं को केवल निश्चित लाभ

स्वास्थ्य योजनाओं की पेशकश की ही अनुमति

है। एलआइसी ने इस बारे में संपर्क किए जाने

पर कहा, 'हम नियामक से मिले प्रस्ताव की समीक्षा कर रहे हैं क्योंकि स्वास्थ्य जीवन बीमा के हमारे मुख्य व्यवसाय से जुड़ा है। इसमें कुछ भी नया नहीं है क्योंकि हम दशकों से इसमें सक्रिय हैं और कई गैर-क्षतिपूर्ति उत्पादों की पेशकश कर भी रहे हैं।'

एलआइसी के चेयरमैन एम टी कुमार ने कहा, 'हम पहले से ही कई दीर्घकालिक स्वास्थ्य सुरक्षा और गारंटीकृत स्वास्थ्य उत्पादों की पेशकश कर रहे हैं। हम नियामक द्वारा दिए गए सुझावों का मूल्यांकन कर रहे हैं।' आइऑरडीएआई के प्रमुख देबाशीष पांडा ने गत दिनों कहा था कि जीवन बीमा कंपनियों को स्वास्थ्य क्षेत्र में फिर से कदम रखने का समय आ गया है। वर्ष 2030 तक हरेक नागरिक के पास स्वास्थ्य पालिसी होने का लक्षय पाने के लिए ऐसा करना जरूरी है।

For MSKA & Associates

Chartered Accountants ICAI Firm Registration No. 105047W

Nitin Manohar Jumani

Membership No. 111700 UDIN: 22111700ANKGOR5667

Place: Pune

Date: July 21, 2022

Encl: Statement of permissible capital payment

Statement of permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2) of the Act

Particulars	As at March	31, 2022	
	Standalone	Consolidated	
Equity Share Capital	58.01	58.01	
Total (A)	58.01	58.01	
Retained Earnings	501.70	502.9	
Securities Premium Account	2.30	2.3	
General Reserves	45.03	45.03	
Total Free Reserves (B)	549.03	550.23	
Grand Total (A+B)	607.04	608.24	
Maximum amount of capital payment permissible for the buy back-back of equity shares in accordance with Section 68(2) of the Act (25% of paid up equity capital and free reserves)	151.76	152.06	

Amalgamation reserve, capital redemption reserve, employee stock option reserve, reserve on fair value

consolidated financial statement for the year ended March 31, 2022.

through other comprehensive income and foreign currency translation reserve has not been considered for the purpose of above computation.

Calculation in respect of Permissible Capital payment for buy back is based on the audited standalone and

For and on behalf of Quick Heal Technologies Limited

Kailash Katkar	
Managing Director & Chief Executive Off	i.

Navin Sharma Chief Financial Officer

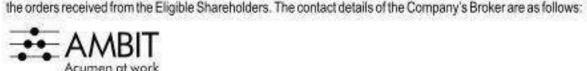
DIN Number: 00397191

Place: Pune

Place: Pune Date: July 21, 2022

Date: July 21, 2022 10 RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- 10.1 As required under the Buyback Regulations, the Company has fixed Friday, September 14, 2022 ("Record Date"), as the Record Date for the purpose of determining the entitlement and the names of the Shareholders, who will be eligible to participate in the Buyback. Eligible Shareholders holding Equity Shares, as on the Record Date will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.
- 10.2 The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (a) reserved category for small shareholders; and (b) general category for all other Eligible Shareholders.
- 10.3 As defined in Regulation 2(1)(n) of the Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on the Stock Exchanges having the highest trading volume as on the Record Date, is not more than ₹ 2,00,000/-(Rupees Two hundred thousand only).
- 10.4 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- 10.5 Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. In order to ensure that the same shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the equity shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of PANs of the joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these equity shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the depositories.
- 10.6 Shareholders' participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients:
- 10.7 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds equity shares through multiple demat accounts, the tender through a demat account cannot exceed the number of equity shares held in that demat account.
- 10.8 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity shares in Buyback. The settlement under the Buyback will be done using the mechanism notified by SEBI Circulars.
- 10.9 Participation in the Buyback by shareholders may trigger capital gains taxation in India and in their country of residence. The Buyback transaction would also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback
- 10.10 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the
- relevant time table will be included in the Letter of Offer to be sent to the Eligible Shareholder(s). PROCESS AND METHODOLOGY FOR BUYBACK
- 11.1 The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/or in dematerialized
- 11.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" as specified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Buyback Committee constituted by the Board authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 11.3 For implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback. In the tendering process, the Company's Broker may also process



Ambit Capital Private Limited

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Tel: +91 (22) 6623 3000; Fax: +91 (22) 6623 3100; Contact Person: Mr. Sameer Parkar

E-mail ID: sameer.parkar@ambit.co

Website: www.ambit.co

SEBI Registration Number: INZ000259334

CIN: U74140MH1997PTC107598

11.4 The Company will request BSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback ("Designated Stock Exchange"). The details of the Acquisition Window will be specified by the Designated Stock Exchange from time to time.

- 11.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the
- 11.6 In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Ambit Capital Private Limited to place their bids, subject to completion of KYC requirements as required by the Company's broker.
- 11.7 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 11.8 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 11.9 Further, the Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

PROCEDURE TO BE FOLLOWED BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM:

- Eligible Shareholders who desire to tender their Equity Shares in electronic form under Buyback would have to do so through their respective Seller Member(s) by indicating to their broker the details of Equity Shares they
- intend to tender under the Buyback. 11.10.2 The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. For further details, Eligible Shareholders may refer to the circulars issued by BSE Limited ("BSE" or "Stock Exchange") and Indian Clearing Corporation Limited ("Clearing Corporation").
- The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchange or the Clearing Corporation.
- 11,10,4 The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- 11.10.5 For custodian participant orders for Equity Shares held in dematerialized form, early pay-in is mandatory prior to confirmation of the order/bid by the custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated 11.10.6 by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc.
- It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- PROCEDURE TO BE FOLLOWED BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:
- In accordance with SEBI's circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations.
- 11.11.2 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- Based on the documents mentioned in paragraph 11.11.2 above, the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of the Designated Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- 11.11.4 Any Seller Member / Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Link Intime India Private Limited (at the address mentioned at paragraph 14 below) on or before the offer closing date. The envelope should be super scribed as "Quick Heal Technologies Limited Buyback 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the Designated Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on the BSE website.
- 11,11.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the
- 11.11.7 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.
- The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 11.13 The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.

METHOD OF SETTLEMENT

12

- 12.1 Upon finalization of the basis of acceptance as per the Buyback Regulations:
- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary 12.1.1 market.
- The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Seller Member's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE Limited and the Clearing Corporation from time to time.
- Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- 12.1.6 In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder, Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on
- 12.1.7 Excess or unaccepted Equity Shares which are in physical form, if any, tendered by the Eligible Shareholders would be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in physical form, in case the Equity Shares accepted by the Company are less than the Equity Shares that are tendered.
- The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
- The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 12.1.11 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the
- Offer are completed. 12.2 The Equity Shares lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
- The Company has designated the following as the Compliance Officer for the Buyback:

13 COMPLIANCE OFFICER

Email

: Mr. Vinav Agarwal

Designation: Compliance Officer : Marvel Edge 7010 C & D, Opposite Neco Garden Society, Viman Nagar, Pune 411 014 Address Phone : +91 (20) 66813232

: www.quickheal.co.in In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the

above-mentioned address.

: cs@quickheal.co.in

INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK The Company has appointed the following as the Registrar to the Buyback:

LINK Intime

Link Intime India Private Limited

Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083

Contact Person: Mr. Sumeet Deshpande Tel: +91 (22) 49186200

Fax: +91 (22) 49186195

E-mail: quickheal.buyback2022@linkintime.co.in Website: www.linkintime.co.in

CIN: U67190MH1999PTC118368

SEBI Registration Number: INR000004058 In case of any query, the Shareholders may also contact the Registrar to the Buyback, from Monday to Friday

between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address. MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:



AMBIT PRIVATE LIMITED

Address

Website

: +91 (22) 6623 3030 Fax : +91 (22) 3982 3020 Contact Person : Mr. Miraj Sampat / Mr. Jatin Jain Email : quickheal.buyback2022@ambit.co

; www.ambit.co

: U65923MH1997PTC109992 SEBI Registration No. : INM000010585

DIRECTORS' RESPONSIBILITY STATEMENT In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accepts full and final responsibility for all the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

: Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

For and on behalf of the Board of Directors of

l	Managing Director & CEO	Sanjay Katkar Joint Managing Director & CTO	Vinav Agarwal Compliance Officer
l	DIN: 00397191	DIN: 00397277	Membership No. A40751

Place: Pune

CONCEPT

Quick Heal Technologies Limited

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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. Vinav Agarwal, Compliance Office

Kailash Sahebrao Katka

Anupama Kailash Katka

of this Public Announcement, are as follows

Shares to be tendered by each of the Promoters:

Nature of

Transaction

Allotment

Allotment

Transfei

Allotmen

Allotment

Allotment

Bonus issue

Bonus issue

Bonus issue

Bonus issue

Allotment

Transposition

Transfer

Allotment

Bonus issue

Offer for sale in IPO

Buyback

Buyback

Nature of

Transaction

Allotment

Allotment

Transfe

Allotment

Transfe

Transfe

Allotmen

Allotmen

Bonus issue

Bonus issue

Bonus issue

Bonus issue

Buyback

Buyback

Intention of Promoters and Promoter Group to participate in Buyback:

Name of the Directors/Key

Managerial Personnel

Kailash Katkar

Sanjay Katkar

Navin Sharma

SI. No. Name of the Promoters

Kailash Sahebrao Katkar

Sanjay Sahebrao Katkar

Anupama Kailash Katkar

Chhaya Sanjay Katkar

out below

Date of

Transaction

March 31, 1996

March 31, 1997

May 30, 1997

March 31, 1998

February 23, 2004

February 25, 2004

March 31, 2005

March 6, 2006

March 13, 2007

March 31, 2008

January 29, 2009

August 6, 2010

September 8, 2010

January 17, 2010

May 25, 2011

February 26, 2014

February 16, 2016[^]

June 12, 2019

June 21, 2021

Total

Sanjay Sahebrao Katkar

Date of

Transaction

March 31, 1996

March 31, 1997

May 30, 1997

March 31, 1998

June 1, 2000

July 15, 2003

February 23, 2004

February 25, 2004

March 31, 2005

March 6, 2006

March 13, 2007

March 31, 2008

Limited of ₹ 10 each aggregating to ₹1,500.

Date of approval on basis of allotment

Kailash Sahebrao Katkar

Total

Sanjay Sahebrao Katkar

4 Chhaya Sanjay Katkar

5 Sneha Kailash Katkar

6.2

3

SI. No. Name of the Promoter and Promoter Group entity No. of Equity Shares % Shareholding

No shares or other specified securities in the Company were either purchased or sold by Promoters and

Promoter Group and by persons who are in control of the Company during a period of 6 months preceding the date of the Board Meeting and the date of the Notice.

The details of the shareholding of the Directors and Key Managerial Personnel of the Company as on

the date of the Board Meeting, i.e. July 21, 2022, the date of the Notice, i.e. August 2, 2022, and the date

Designation

Chief Executive Officer

Joint Managing Director

In terms of the Buyback Regulations, under the tender offer route, the Promoters and Promoter Group

have an option to participate in the Buyback. In this regard, the Promoters have expressed their

intention to participate in the Buyback vide their letters dated July 21, 2022 and may tender up to an

aggregate maximum of 36.41.860 Equity Shares or such lower number of Equity Shares in accordance

with the provisions of the Buyback Regulations. Please see below the maximum number of Equity

Since the entire shareholding of the Promoters is in dematerialized form, the details of the date and price

of acquisition/sale of the Equity Shares by the Promoters who intend to participate in the Buyback is set

Value

(₹)

10

10

10

10

10

10

10

10

10

10

10

10

10

10

10

10

10

10

10

Value

(₹)

10

10

10

10

10

10

10

10

10

10

10

10

10

10

No. of

Equity Shares

100

16.000

(1,000)

8,400

8,012

3.488

70,000

3,15,000

12,60,000

12,60,000

70,000

(62,600)

(1,45,464)

(10,910)

2,897

1,95,57,46

(18,40,000)

(17,16,671)

(18.08.415)

1,69,86,298

*2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal

Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor

Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private

No. of

Equity Shares

100

7.000

1.000

4.400

4.000

4.000

8.013

6.487

70,000

3,15,000

12,60,000

12.60.000

Chief Financial officer

1,69,86,298

1,69,86,298

41,44,00

41,44,007

4,22,63,177

No. of Equity

Shares

1,69,86,298

1.69.86.29

3,39,72,596

Issue/

Acquisition

Price per

Equity Share (₹

10

10

10

10

10

10

768.67

768.67

0.5178

321

275

245

Issue/

Acquisition/

Sale Price per

Equity Share (₹

10

10

10

10

10

10

10

275

245

Maximum Number of Equity Shares intended to be offered

1.853

2,567

29.28

29.28

7.14

7.14

Negligible

% Shareholding

29.28

29.28

58.56

Negligible

14,63,810

3,57,120

3,57,120

36,41,860

Consideration

(₹)

1.000

1.60.000

10,000

84.000

80,120

34,880

7,00,000

11,18,13,813

83,86,190

1,500*

59,06,40,000

47.20.84.525

44.30.61.675

Consideration

(₹)

1.000

70,000

44.000

40,000

40.000

80 130

64,870

7,00,000

11,18,13,813

1,500*

59.06.40.000

47.20.84.525

44,30,61,675

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF QUICK HEAL TECHNOLOGIES LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of the Company pursuant to the provisions of Regulation 7(I) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buyback Regulations") and contains the disclosures as specified in Schedule II to the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 50,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/-(RUPEES TEN ONLY) EACH ("EQUITY SHARES") AT A PRICE OF $\stackrel{?}{\sim}$ 300/- (RUPEES THREE HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE (THROUGH STOCK EXCHANGE MECHANISM).

THE BUYBACK OFFER

- The Board of Directors (hereinafter referred to as the "Board", which expression includes any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) of the Company, at its meeting held on July 21, 2022 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of a special resolution through e-voting and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable law, approved the proposal for the buyback of up to 50,00,000 Equity Shares at a price of ₹ 300/-(Rupees three hundred only) ("Buyback Price"), payable in cash, for an amount aggregating up to ₹ 150 crores (Rupees one hundred and fifty crores only) ("Maximum Buyback Size") (being less than 25% of the total paid-up equity capital and free reserves of the Company as per the latest standalone and consolidated audited financial statements of the Company as on March 31, 2022), from the shareholders of the Company ("Shareholders") on a proportionate basis through the tender offer process, in accordance with Article 9 of the Articles of Association of the Company and the provisions of the Companies Act, 2013, as amended ("Companies Act" or "Act") and, the Companies (Share Capital and Debentures) Rules, 2014, as amended ("Share Capital Rules"), Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") to the extent applicable and in compliance with the Buyback Regulations ("Buyback" or "Buyback Offer"). The Maximum Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisory fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and service tax, stamp duty, etc. and other incidental and related expenses ("Transaction Costs"). The Buyback is 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 BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges") and other authorities, institutions or bodies ("Appropriate Authorities") while granting such approvals, permissions and sanctions, which may be agreed by the Board and on the terms and conditions set out in the explanatory statement contained in the notice of Shareholders' meeting dated August 2, 2022 ("Notice").
- Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, the Board had sought approval of the Shareholders of the Company for the Buyback, by way of a special resolution. The shareholders of the Company approved the Buyback, by way of a special resolution, through e-voting pursuant to the Notice, the 1.2. results of which were announced on August 27, 2022 ("Shareholders' Approval").
- The Buyback is proposed to be undertaken through the "tender offer" route as prescribed under the Buyback Regulations and 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 09, 2016, and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendment thereof ("SEBI Circulars"). The Buyback shall be undertaken on a proportionate basis from the shareholders as of Record Date (defined below) ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Please refer to Paragraph 10 below for further details regarding the Record Date and shareholders' entitlement to tender the Equity
- The Buyback from the Eligible Shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), 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, as amended, and that such approvals shall be required to be taken by such non-resident
- In terms of the Buyback Regulations, under tender offer route, the promoters and the promoter group of the Company ("Promoter and Promoter Group"), have the option to participate in the Buyback. In this 1.5. regard, the Promoters have expressed their intention to participate in the Buyback *vide* their letters dated July 21, 2022 and may tender up to an aggregate maximum of 36,41,860 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. The maximum number of Equity Shares to be tendered by each of the Promoters have been detailed in Paragraph 6.4 of this Public Announcement.
- The aggregate paid-up share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022 is ₹ 607.04 crores and Consolidated inflations statements of the Company as on March 31, 2022 is ₹ 607.04 crores and ₹ 608.24 crores, respectively. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e., ₹ 151.76 crores and ₹ 152.06 crores, respectively. The maximum amount proposed to be utilized for the Buyback, ₹ 150 crores (Rupees one hundred and fifty crores only), is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves, as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022. Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback up to 50,00,000 Equity Shares, representing 8.6% of the total issued and paid-up equity share capital of the Company as of March 31, 2022. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total paid-up equity capital of the Company as of March 31, 2022.
- The Buyback will not result in any benefit to Promoters and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback
- Acopy of this Public Announcement is available on the website of the Company at www.quickheal.co.in, and is expected to be available on the website of SEBI i.e. www.sebi.gov.in during the period of the Buyback and on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
- Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as "Buyback Tax") and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating

in the Buyback NECESSITY FOR THE BUYBACK

The Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following

- (i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;
- (ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. Th Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders" (as defined
- (iii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the eligible shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment
- MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES, AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED
- The maximum amount required for Buyback will not exceed ₹150 crores (Rupees one hundred and fifty crores only) (excluding Transaction Costs).
- The maximum amount mentioned above is 24.71% and 24.66% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company, as at March 31, 2022 (being the latest audited financial statements available as on the date of the Board Meeting), respectively, which is within the prescribed limit of 25%.
- The funds for the implementation of the proposed Buyback will be sourced out of free reserves and securities premium of the Company and any other source as may be permitted by the Buyback Regulations or the Companies Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.
- The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.
- MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE **BUYBACK PRICE**
- The Equity Shares of the Company are proposed to be bought back at a price of ₹300/- (Rupees three hundred only) per Equity Share.
- The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed.
- The Buyback Price represents: premium of 71.81% and 72.89% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three) months period preceding July 15, 2022* being the date of intimation to the Stock Exchanges regarding the date of the Board Meeting ("Intimation Date"); and
- (ii) premium of 57.29% and 58.11% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 6 (six) months preceding the Intimation Date*; and (iii) premium of 79.75% and 79.96% over the closing price of the Equity Shares on the BSE and the
- NSE respectively, as on the Intimation Date. (iv) premium of 50.87% and 50.98% over the closing price of the Equity Share on BSE and NSE, respectively, as on July 21, 2022, being the date of the Board Meeting.
- *Including the price and volume data of the Intimation Date The closing market price of the Equity Shares as on the Intimation Date was ₹ 166.90 and ₹ 166.70 and as on the date of the Board Meeting was ₹198.85 and ₹198.70 on the BSE and the NSE, respectively.
- MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK The Company proposes to buyback up to 50,00,000 fully paid-up Equity Shares of face value of ₹ 10/-
- (Rupees ten only) each, representing 8.6% of the total issued and paid-up equity share capital of the
- Company as of March 31, 2022 DETAILS OF SHAREHOLDING AND INTENTION OF PROMOTERS AND PROMOTER GROUP TO PARTICIPATE IN THE BUYBACK
- The aggregate shareholding of the Promoters and Promoter Group and persons in control of the Company as on the date of the Board meeting, i.e. July 21, 2022, the date of the Notice, i.e. August 2, 2022, and the date of this Public Announcement, are as follows:

January 29, 2009 70,000 10 10 August 6, 2010 **Fransposition** September 8, 2010 Transfe (1,45,464)768.67 (10,910) 10 January 17, 2010 Transfe 768.67 May 25, 2011 Allotment 2.897 10 0.5178 February 26, 2014 Bonus issue 1.95.57.461 February 16, 2016[^] Offer for sale in IPO (18,40,000) 10

June 12, 2019

June 21, 2021

Total

2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.

(17,16,671)

(18,08,415)

1,69,86,298

^ Date of approval on basis of allotment. Anupama Kailash Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1997	Allotment	3,000	10	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Bonus Issue	10,000	10	-	-
March 6, 2006	Bonus Issue	45,000	10	-	-
March 13, 2007	Bonus Issue	1,80,000	10	-	-
March 31, 2008	Bonus Issue	1,80,000	10	-	-
March 25, 2010	Transfer	1,40,000	10	10	14,00,000
August 6, 2010	Transposition	62,600	10	0	0
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus Issue	43,78,479	10	0	0
June 12, 2019	Buyback	(4,18,800)	10	275	11,51,70,000
June 21, 2022	Buyback	(4,41,169)	10	245	10,80,86,405
Total	-	41,44,007	-	-	

*2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.

Chhaya Sanjay Katka	hhaya Sanjay Katkar							
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)			
March 31, 1997	Allotment	3,000	10	10	30,000			
February 23, 2004	Allotment	2,000	10	10	20,000			
March 31, 2005	Bonus Issue	10,000	10	-	-			
March 6, 2006	Bonus Issue	45,000	10	-	-			
March 13, 2007	Bonus Issue	1,80,000	10	-	-			
March 31, 2008	Bonus Issue	1,80,000	10	-	-			
March 25, 2010	Transfer	1,40,000	10	10	14,00,000			
August 6, 2010	Transposition	62,600	10	0	0			
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*			
February 26, 2014	Bonus Issue	43,78,479	10	0	0			
June 12, 2019	Buyback	(4,18,800)	10	275	11,51,70,000			
June 21, 2022	Buyback	(4,41,169)	10	245	10,80,86,405			
T. (.)		44 44 007						

41,44,007 *2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.

CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THEACT

- (i) All the Equity Shares for Buyback are fully paid-up;
- (ii) The Company shall not issue any Equity Shares or other securities (including by way of bonus, or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the shareholders approving the proposed Buyback till the date of expiry of the Buyback period:
- (iii) The Company shall not raise further capital for a period of one year from the date of expiry of the Buyback period, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made
- The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become
- The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;
- The Company confirms that there are no defaults subsisting in repayment of deposits redemption of debentures or interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- The Company further confirms that a period of more than three years has lapsed since any such default which has ceased to subsist
- The Company shall not buyback its Equity Shares from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act; The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback, based on standalone and consolidated financial statements of the Company, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations
- The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
- The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period;
- The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
- That funds borrowed from banks and financial institutions, if any, will not be used for the Buyback: The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any
- other applicable laws; (xvii) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant
- to the provisions of the Companies Act, as on date; (xviii) The buyback shall be completed within a period of one year from the date of passing of the resolution approving the Buyback through e-voting;
- The Company shall pay the consideration only by way of cash; and
- The Company shall not buyback its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of Buyback Regulation

CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including

- $the \ projections \ and \ also \ considering \ all \ contingent \ liabilities, has \ formed \ the \ opinion \ that:$ That immediately following the date of the Board Meeting and the date on which the results of the e-voting for the proposed Buyback were announced, there will be no grounds on which the Company could be found unable to pay its debts;
- That as regards the Company's prospects for the year immediately following the date of the Board Meeting and the date on which the results of the e-voting for the proposed Buyback were announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016, as amended.
- REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITOR'S ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY

The text of the Report dated July 21, 2022 of MSKA & Associates, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Statutory Auditor's report in respect of proposed buyback of equity shares by Quick Heal Technologies Limited ('the Company') in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations").

The Board of Directors Quick Heal Technologies Limited Marvel Edge, Office No. 7010 C&D, 7th Floor, Opposite Neco Garden Society,

Viman Nagar, Pune – 411014 We have performed the following procedures agreed with you vide engagement letter dated July 21 2022, in connection with the proposal of Quick Heal Technologies Limited ('Company') to buy-back its shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act) read with Rule 17 of Companies (Share Capital and Debentures) Rules 2014 ('the Rules') and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 ('the Regulation'),

approved by the Board of Directors of the Company at the Board Meeting held on July 21, 2022. $Board\, of\, Directors\, Responsibility\, for\, the\, statement$

The preparation of the Statement of determination of the amount of permissible capital payment for the buyback in accordance with proviso to Section 68(2)(c) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes design, implementation and maintenance of control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

The Board of Directors are responsible to make full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of the board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback and such declaration has beer signed by at-least two directors

Auditor's Responsibility

Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance and the requirements of the Regulations in the requirements of the Regulations in the requirements of the Regulations in the Regulation in the Regulatioon the following "Reporting Criteria" Whether the amount of capital payment for the buyback is within the permissible limit and

- computed in accordance with the provision of Section 68 of the Act: Whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to ii)
- the Regulation, on reasonable grounds that the Company having regard to its not be rendered insolvent within a period of one year from the date of board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback; and
- Whether, we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as of any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

The standalone and consolidated financial statements as at March 31, 2022, have been audited by us, on which we issued an unmodified audit opinion vide our reports dated May 5, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or

Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and

We have been provided with the following documents: Audited standalone and consolidated financial statement of the Company for the year ended

- March 31, 2022. Board Resolution for approval of buyback of shares and approval of declaration of Directors in terms of section 68(6) of Companies Act, 2013 dated July 21, 2022.
- Calculation of permissible amount of buy back of securities as per section 68 of the Act.
- Affidavit verifying the declaration of solvency dated July 21, 2022 stating that Company shall not be rendered insolvent within a period of one year from the date as per the provision of the Act read with the Rules and the Regulation. Article of Association of the Company.
- Bank confirmations regarding the outstanding debts, if any.

Calculation of debt to capital ratio.

Other Assurance and Related Services Engagements.

- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mentioned in Auditor's Responsibility paragraph above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the
- Inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statement for the year ended March 31, 2022.
- Examined authorization for buyback from the Article of Association of the Company
- With respect to the amount of permissible capital payment for buy back of shares, verified whether the same is within the limits as specified under Section 68 of the Act. Examined the ratio of debt owned by the Company, if any, is not more than twice the capital and
- free reserves after such buyback, based on both, the audited standalone and consolidated financial statement of the Company as on March 31, 2022. Examined the bank confirmations obtained.
- Examined that all the shares for buyback are fully paid up.
- Examined resolutions passed in the meetings of the Board of Directors for approval of buyback of shares and declaration of solvency by Directors.
- Examined affidavit verifying the declaration of solvency dated July 21, 2022. Opinion

- Based on our examination and according to the information and explanation given to us, in our opinion Statement of permissible capital payment towards buyback of shares as annexed to this report has been properly determined in accordance with Section 68 of the Act and Regulation 4(I) of
- Regulations: and The Board of Directors at their meeting held on July 21, 2022 have formed its opinion, as specified in clause (x) of Schedule I of the Regulation, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback, and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matter mentioned in the
- declaration is unreasonable in circumstances as at the date of declaration We have no responsibility to update this report for events and circumstances occurring after the date of

Our report is addressed to Board of Directors of the Company pursuant to the requirement of the Regulation solely to enable them to include it (a) in the explanatory statement to be included in the notice of AGM to be circulated to the shareholders. (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited and for providing to the Manager to the Buyback Offer, and should not be used by any other person or for any other purpose. This report may not be useful for any other purpose. MSKA & Associates shall not be liable to the Company or any other concerned, for any claims, liabilities or expenses relating to this assignment. This report relates only to the items specified above.





eaajkaanand.com f facebook.com/aajkaanandhind

For MSKA & Associates

Chartered Accountants ICAI Firm Registration No. 105047W

Sd/-

Nitin Manohar Jumani

Partner

Membership No. 111700 UDIN: 22111700ANKGOR5667

Place: Pune

Date: July 21, 2022 Encl: Statement of permissible capital payment

Statement of permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2) of the Act

	(Am	ount in INR Crores)
Particulars	As at Marc	h 31, 2022
	Standalone	Consolidated
Equity Share Capital	58.01	58.01
Total (A)	58.01	58.01
Retained Earnings	501.70	502.9
Securities Premium Account	2.30	2.3
General Reserves	45.03	45.03
Total Free Reserves (B)	549.03	550.23
Grand Total (A+B)	607.04	608.24
Maximum amount of capital payment permissible for the buy back-back of equity shares in accordance with Section 68(2) of the Act (25% of paid up equity capital and free reserves)	151.76	152.06

- Calculation in respect of Permissible Capital payment for buy back is based on the audited standalone and consolidated financial statement for the year ended March 31, 2022
- Amalgamation reserve, capital redemption reserve, employee stock option reserve, reserve on fair value through other comprehensive income and foreign currency translation reserve has not been considered for the purpose of above computation.

Sd/-

Navin Sharma

Place: Pune

Chief Financial Officer

Date: July 21, 2022

For and on behalf of Quick Heal Technologies Limited

Kailash Katkai Managing Director & Chief Executive Officer

DIN Number: 00397191

Place: Pune Date: July 21, 2022

10 RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- 10.1 As required under the Buyback Regulations, the Company has fixed Friday, September 14, 2022 ("Record Date"), as the Record Date for the purpose of determining the entitlement and the names of the Shareholders, who will be eligible to participate in the Buyback. Eligible Shareholders holding Equity Shares, as on the Record Date will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in
- 10.2 The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (a) reserved category for small shareholders; and (b) general category for all other Eligible Shareholders.
- 10.3 As defined in Regulation 2(1)(n) of the Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on the Stock Exchanges having the highest trading volume as on the Record Date, is not more than ₹2,00,000/- (Rupees Two hundred thousand only).
- 10.4 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders
- 10.5 Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. In order to ensure that the same shareholder with multiple demat accounts/folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the equity shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of PANs of the joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these equity shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the depositories
- 10.6 Shareholders' participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any, Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 10.7 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds equity shares through multiple demat accounts, the tender through a demat account cannot exceed the number of equity shares held in that demat account.
- 10.8 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity shares in Buyback. The settlement under the Buyback will be done using the mechanism notified by
- 10.9 Participation in the Buyback by shareholders may trigger capital gains taxation in India and in their country of residence. The Buyback transaction would also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback
- 10.10 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer to be sent to the Eligible Shareholder(s).
- PROCESS AND METHODOLOGY FOR BUYBACK
- 11.1 The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/or in dematerialized form on the Record Date
- 11.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" as specified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Buyback Committee constituted by the Board authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time
- 11.3 For implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders. The contact details of the Company's Broker are as follows



Ambit Capital Private Limited

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Tel: +91 (22) 6623 3000; Fax: +91 (22) 6623 3100 Contact Person: Mr. Sameer Parkar

E-mail ID: sameer.parkar@ambit.co

Website: www.ambit.co SEBI Registration Number: INZ000259334

CIN: U74140MH1997PTC107598

11.4 The Company will request BSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback ("Designated Stock Exchange"). The details of the Acquisition Window will be specified by the Designated Stock Exchange from time to time

- 11.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
- 11.6 In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Ambit Capital Private Limited to place their bids, subject to completion of KYC requirements as required by the Company's broker
- Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 11.8 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 11.9 Further, the Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise
- PROCEDURE TO BE FOLLOWED BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY 11.10 SHARES IN DEMATERIALIZED FORM:
- 11.10.1 Eligible Shareholders who desire to tender their Equity Shares in electronic form under Buyback would have to do so through their respective Seller Member(s) by indicating to their broker the details of Equity Shares they intend to tender under the Buyback.
- 11.10.2 The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. For further details. Eligible Shareholders may refer to the circulars issued by BSE Limited ("BSE" or "Stock Exchange") and Indian Clearing Corporation Limited ("Clearing Corporation").
- The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchange or the Clearing Corporation.
- 11.10.4 The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- 11.10.5 For custodian participant orders for Equity Shares held in dematerialized form, early pay-in is mandatory prior to confirmation of the order/bid by the custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DPID, clientID, number of Equity Shares tendered etc.
- It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is $not\,mand atory.\,After\,the\,receipt\,of\,the\,demat\,Equity\,Shares\,by\,the\,Clearing\,Corporations\,and\,a\,valid$ bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form
- The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company
- PROCEDURE TO BE FOLLOWED BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:
- In accordance with SEBI's circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations
- 11.11.2 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of $% \left(1\right) =\left(1\right) \left(1\right) \left($ the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity
- Based on the documents mentioned in paragraph 11.11.2 above, the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of the Designated Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS tea by the exch of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc
- 11.11.4 Any Seller Member / Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Link Intime India Private Limited (at the address mentioned at paragraph 14 below) on or before the offer closing date. The envelope should be super scribed as "Quick Heal Technologies Limited Buyback 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller
- 11.11.5 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback $will \, verify \, such \, bids \, based \, on \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, verification, \, the \, documents \, submitted \, on \, a \, daily \, basis \, and \, till \, such \, a \, daily \, basis \, and \, a$ Designated Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on the BSE
- 11.11.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares. purchased prior to the Record Date, in their name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.
- The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, nonresident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt a provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed
- The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.

- 12
- Upon finalization of the basis of acceptance as per the Buyback Regulations:
- The settlement of trades shall be carried out in the manner similar to settlement of trades in the
- The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Seller Member's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian each in accordance with the applicable mechanism prescribed by BSE Limited and the Clearing
- 12.1.5 Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be $transferred \ to \ the \ Clearing \ Corporation.$
- In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- Excess or unaccepted Equity Shares which are in physical form, if any, tendered by the Eligible Shareholders would be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new $consolidated \, share \, certificate \, for \, the \, unaccepted \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, Equity \, Shares \, in \, physical \, form, \, in \, case \, the \, case \,$ Shares accepted by the Company are less than the Equity Shares that are tendered.
- The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
- The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manage to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- 12.2 The Equity Shares lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations

COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback:

: Mr. Vinav Agarwal

Designation: Compliance Officer

Address : Marvel Edge 7010 C & D, Opposite Neco Garden Society, Viman Nagar, Pune

411 014 : +91 (20) 66813232 : cs@quickheal.co.in Email : www.quickheal.co.in

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10:00 am to 5:00 pm on all working days except

INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK

The Company has appointed the following as the Registrar to the Buyback

LINKIntime

Link Intime India Private Limited

Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 Contact Person: Mr. Sumeet Deshpande

Tel: +91 (22) 49186200 Fax: +91 (22) 49186195

Website: www.linkintime.co.in

CIN: U67190MH1999PTC118368 SEBI Registration Number: INR000004058

In case of any query, the Shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned

MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback



AMBIT PRIVATE LIMITED

: Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 Address 013

Tel : +91 (22) 6623 3030 : +91 (22) 3982 3020 Fax Contact Person : Mr. Miraj Sampat / Mr. Jatin Jain : quickheal.buyback2022@ambit.co Email : www.ambit.co Website : U65923MH1997PTC109992

SEBI Registration No. : INM000010585 DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accepts full and final responsibility for all the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading

> For and on behalf of the Board of Directors of **Quick Heal Technologies Limited**

Sd/-	Sd/-	Sd/-
Kailash Katkar	Sanjay Katkar	Vinav Agarwal
Managing Director & CEO	Joint Managing Director & CTO	Compliance Officer
DIN: 00397191	DIN: 00397277	Membership No. A40751

पाकिस्तान में बाढ़ का तांडव, मरने वालों की संख्या 1000 के पार

इस्लामाबाद, 28 अगस्त (वार्ता) पाकिस्तान में विनाशकारी बाढ़

का तांडव जारी है और इस आपदा

में मरने वालों की संख्या 1000 से अधिक हो गयी है. राष्ट्रीय आपदा प्रबंधन प्राधिकरण (एनडीएमए) की ओर जारी आंकड़ों के मुताबिक देश के विभिन्न हिस्सों में मूसलाधार बारिश के कारण आयी बाढ़ से अब तक 1000 से अधिक लोगों की जानें जा चुकी हैं तथा 1527 लोग घायल हुए हैं. वहीं

719,558 पशुओं की भी मौत हो

पिछले 24 घंटों में ही 119 लोगों की मौत हुई है जबकि 71 लोग घायल हुए हैं. सिंध प्रांत में 76 , खैबर-पख्तूनख्वा में 31, गिनगिट-बाल्टिस्तान में 6, बलूचिस्तान में 4 तथा पीओके में

एनडीएमए के मुताबिक पूरे पाकिस्तान में 3,451.5 किमी सड़क क्षतिग्रस्त हो गयी है और 149 पुल ढह

एक व्यक्ति की मौत हुई है.

गए हैं जबिक 170 दुकानें नष्ट हो गयी हैं. वहीं करीब 10 लाख से अधिक घर पूर्ण अथवा आंशिक रूप से क्षतिग्रस्त

पाकिस्तान के कम से कम 110 जिले बाढ़ की चपेट में हैं, जिनमें से 72 जिलों को आपदा प्रभावित घोषित किया गया है. बचाव दलों ने बाढ़ में फंसे 51,275 लोगों को बचाया है और 4,98,442 लोग राहत शिविरों में ठहराये गये हैं.

कोलकाता : तृणमूल कांग्रेस के नेता के बेटे की सड़क हादसे में मौत

कोलकाता, 28 अगस्त (वि.प्र.) कोलकाता के किद्दरपुर इलाके में हुए एक सड़क हादसे में तृणमूल कांग्रेस के नेता राम प्यारे राम के बेटे राम किंकर राम (38) की मौत हो गई. तेज रफ्तार में विपरीत दिशा में आ रहा एक ट्रक उनकी कार पर पलट गया. पुलिस अधिकारी ने

बताया कि उनकी मौके पर ही मौत हो

उसका सहायक फरार हैं.

Place: Pune

जानकारी के मुताबिक, शनिवार रात करीब 8.40 बजे राम किंकर राम अपनी कार में सवार होकर वापस घर लौट रहे थे. बाबूबाजार के पास अनियंत्रित होकर ट्रक उनकी कार पर पलट गया. घटना के बाद कार के परखच्चे उड़ गए, जबिक राम किंकर राम उसमें बुरी तरह गई. घटना के बाद से ट्रक चालक और फंस गए.

आज का आनद गौरवशाली शानदार 52 वर्ष डीटीपी ऑपरेटर, पेज डिजाईनर चाहिए

दैनिक 'आज का आनंद' के लिए अनुभवी डीटीपी ऑपरेटर, पेज डिजाईनर चाहिए. हिंदी, मराठी और अंग्रेजी का अच्छा ज्ञान होना जरूरी. अनुभवी लोगों को प्राथमिकता दी जाएगी. बायोडाटा के साथ प्रत्यक्ष मिलें या मेल करें.

आज का आनद

आज का आनंद बिल्डिंग, शिवाजीनगर, पुणे-5 Email- ananddec11@yahoo.co.in

दै. आज का आनंद

प्रकाशक- मुद्रक- संपादक: आनंद श्याम अग्रवाल* द्वारा आज का आनंद पब्लिकेशन्स एलएलपी के लिए आज का आनंद प्रेस, प्लॉट नं. A-22/5, चाकण इंडस्ट्रियल एरिया, फेज़-II, खालुंब्रे, ता. खेड़, जिला- पुणे 410501 से मुद्रित व आज का आनंद बिल्डिंग, पहली मंजिल, 365/6, शिवाजीनगर, पुणे– 411005 से प्रकाशित. **संस्थापक संपादक : श्याम ग्यानिराम अग्रवाल**. (*पीआरबी कानून के अनुसार सभी लेख व समाचारों की जिम्मेदारी इन पर है) **सभी पत्र व्यवहार** करने का पता : दै. आज का आनंद, आज का आनंद बिल्डिंग, शिवाजीनगर, पुणे-411 005. फोन : (020) 25534888. Email : aajkaanand@gmail.com. RNI No. 32038/79





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. Vinav Agarwal, Compliance Officer

PUBLIC ANNOUNCEMENT

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE SHAREHOLDERSBENEFICIAL OWNERS OF EQUITY SHARES OF QUICK HEAL
TECHNOLOGIES LIMITED (COMPANY) FOR THE BUTBACK OF EQUITY SHARES THROUGH TENDER OFFER
UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS,
291, 8,5 ASMENDED.

ANNIARY METAL THE PUBLIC Announcement ("Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of the Company pursuant to the provisions of Regulation (71) of the Securities and Exchange Board of India (BuyBack of Securities (Regulations, 2018 ("Securities Announcements") of the Securities (Regulations) and contains the disclosures as specified in Schedule II to the Buyback Regulations read with Schedule of the Buyback Regulations.

SCREDUIU OTHE BUYDGAK CHE TO S,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10- (RUPEES TEN DIXITY BACK IF TO S,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10- (RUPEES THREE HUNDRED DIXITY PER EQUITY SHARE, PAYABLE IN CASH, OA H POPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE [THROUGH STOCK EXCHANGE MECHANISM].

- NONLY EACH ("EQUITY SHARES") AT A PRICE OF 7 304-(RUPES) THREE HINDRED ONLY PER COUTY SHARES") AT A PRICE OF 7 304-(RUPES) THREE HINDRED OFFER ROUTE RROUGH STOCK EXCHANGE MECHANISM.

 THE BUTBACK ONFERE

 THE BOT of Directors (hereinafter referred to as the "Board", which expression includes any committee constituted by the Board of Directors (hereinafter referred to as the "Board", which expression includes any committee constituted by the Board of Directors (hereinafter referred to as the "Board", which expression includes any committee constituted by the Board of Directors (hereinafter referred to as the "Board", which expression includes any committee constituted by the Board of Seal of the second of the subject to such approvals of regulatory and the statutory authorises as may be required under applicable that approved the proposed for the butylack of up to 50,0000 Equity Shares at a price of 7 3001-(Rupes three hundred only) ("Butylack Price"), spayable in cash attractioner and crossidiation during formacine statuters and the committee of the company as of the statuter attractioner and crossidiation authorise framework ("Company Company Compan

- tendend by each of the Promoters have been detailed in Paragraph 6.4 of this Public Announcement. The aggregate paid any atten capital and fine essenses as per the latest audient standards and consolidated financial statements of the Company as on Macro 31, 1202 is 7 607 Ms corres and 7 606 Az corres, respectively. Under the provisions of the Company as on Macro 31, 1202 is 7 607 Ms corres and 7 606 Az corres, respectively. Under the provisions of the Company as on the State Sta

- Name 1: 1222. The subject to the late buyeau to the local participation and the subject of the Company as to Manch 1: 1222. The Set of the Company as to Manch 1: 1222. The Set of the Company and the Set of the Company and the late respective portions and the set of the canal consideration received by them from the Company pursuant to their respective portionation in the Deputsach their respective portionation in the Deputsach their capacity as eaply shareholders of the Company and the Company. The may frage created and the Company and the Company and the Company and the Company. The may frage created and the the Company and the Company. The may frage created and the Company and the Company. The may frage created and the Company and the Company and the Company and the Company and the Company. The may frage created and the Company and t

NECESSITY FOR THE BUYBACK

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 NECESSITY OF ITE BUYBACK
 The Supports is being undertakes by an interpretation of the protectional and stategic cosh.
 The Supports is being undertakes by modelum form and for infuring surplus facts to the shareholders in an effective and officilities of the shareholders in an effective and officilities of the shareholders in an effective and officilities of the shareholders in the effective and officilities of the shareholders of the shareholders holding Equily Shares thereby enhancing the covaril return for them.

 (i) The Supports, which is being implemented through the tender offer route as prescribed under the Buyback, Regulations, would involve a reservation of the 15% of the Equily Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equily Shares entitled as per the shareholding of small shareholders would benefit a significant number of the Company position at this reservation or small shareholders would benefit a significant number of the Company (benefit and the shareholders). The Supposit is generally expected to improve return on egally through distribution of cells and propose examinating per share by workcom in the equily base of the Company, thereby leading to long term increase in shareholders value, and

www.uu.udoIIIOnal Investment. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAIDUP CAPITAL AND FREE RESERVES, AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

- FINANCED

 The maximum amount required for Bylpade will not exceed ₹ 150 crores (Rupees one hundred and fifty crores only) (excluding Transaction Costs).

 The maximum amount required shore with a 1715 and 24 65% of the aggregate of the fully pade-up equity share capital and fee reserves as par the latest audition and advantages and consolidated financial statements of the Corpany, as at March 3 (242 Beight place and suited framical statements available so on the date of the Board Meeting, respectively, which is within the prescribed limit of 25%.

 The funds for the implementation of the proposed Bulgata's will be sourced out of the reserves and securities premium of the Corpany and any other source as may be permitted by the Bylpade Regulations or the Corpanies Act Browned tands from basic and fenancial institution, fare, will not be used for the Bylpade.

 The Companies Act Browned tands from basic and fenancial institution, fare, will not be used for the Bylpade.

 The Company and transfer from is free reserves or securities premium account, a sum equal to the normal value of the Entitle States such the soft through the States of the Corpilate.
- of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.

 MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK

 BUYER.
- The Equity Shares of the Company are proposed to be bought back at a price of ₹ 300/- (Rupees three hundred
- The Cupin's shalles to the Company are projected to be obtain tasks, as a place to 4 soon imposes the interest only the Eduly Shall Shall
 - Equily Shares of the Company are Island.

 The Bulydock Pince represents:

 (i) perminum of 71 81% and 72 85% to the volume weighted average market price of the Equily Shares on the BSE and the NSC: respectively, during the 3 (three) months period preceding, July 15, 2022; being the dated infinition to the Stock Exchanges regarding the date of the Board Meeting Tristimation Date*; hand of perminum for 725% and 85.81% to the outleave weighted average market price of the Equily Shares on the BSE and the NSC: respectively, during the 6 (six) months preceding the Infiniation Date*; and (ii) preminum for 73% and 73 98% vower the dosing price of the Equily Shares on the BSE and the NSC respectively, as on the Infiniation Date.

 (iv) preminum of 38 17% and 59 38% vower the dosing price of the Equily Shares on BSE and NSC, respectively, as on July 21, 2022, being the date of the Board Meeting.

- on July 11, 2022, being the date of the Board Meeting.

 "Including the price and volume date of the Immission Date
 The closing market price of the Equity Shares as on the Internation Date was * 166,90 and * 168,70 and as on the
 date of the Board Meeting was * 198,86 and * 198,70 min the SSE and the NSE, respectively.

 MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK
 The Company reprosess to buyback up to \$9,000,000 fully judace legitly. Shares of face waite of \$10.4 (Rupees
 ten only) each, representing 8.6% of the total issued and paid-up equity share capital of the Company se of
 Maximum States.
- DETAILS OF SHAREHOLDING AND INTENTION OF PROMOTERS AND PROMOTER GROUP TO PARTICIPATE IN THE BUYBACK
- The aggregate shareholding of the Promoters and Promoter Group and persons in control of the Company as on the date of the Board meeting, i.e., July 21, 2022, the date of the Notice, i.e. August 2, 2022, and the date of this Public Announcement, are as follows:

- SI. No. Name of the Promoter and Promoter Group entity No. of Equity Shares % Shareholding 5 Sneha Kailash Katkar Total
- 7.259.

 No shares or other specified securities in the Company were either purchased or sold by Pernoters and Pomoting Group and by persons who are in control of the Company using a period of 8 months preceding the date of the Notice.

 Board Makering and the diate of the Notice.

 The details of the shareholding of the Directors and Key Managell Personnel of the Company as on the date of the Notice. In August 2, 2022, and the date of this Police.

Ann	nouncement, are as follows:			
SI. No.	Name of the Directors/Key Managerial Personnel	Designation	No. of Equity Shares	% Shareholding
1	Kailash Katkar	Chief Executive Officer	1,69,86,298	29.28
2	Sanjay Katkar	Joint Managing Director	1,69,86,298	29.28
3	Navin Sharma	Chief Financial officer	1,853	Negligible
	Total		3,39,72,596	58.56

Internsity of inclinates and inclinates access adjustment proposation incorporation. In terms of the Burghack Regulations, under the lender offer route, the Promoters and Promoter Group have an option to participate in the Burghack In this regard, the Promoters have expressed their intention to participate in the Burghack wide their letters dated all JVI, 2002 and may be made up to an aggregate maximum of 364,686 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Burghack Regulations (Pleases see below the maximum number of Equity Shares to be indeed weard of the Promoters.)

SI. No.	Name of the Promoters	Maximum Number of Equity Shares intended to be offered
1.	Kailash Sahebrao Katkar	14,63,810
2.	Sanjay Sahebrao Katkar	14,63,810
3.	Anupama Kailash Katkar	3,57,120
4.	Chhaya Sanjay Katkar	3,57,120
Total		36,41,860

Since the entire shareholding of the Promoters is in dematerialized form, the details of the date and acquisition/sale of the Equity Shares by the Promoters who intend to participate in the Buyback is set out be

	Kaliash Sahebrao Katkar							
Date of	Nature of	No. of	Face	Issue/	Consideration			
Transaction	Transaction	Equity Shares	Value (₹)	Acquisition/ Price per	(₹)			
				Equity Share (₹)				
14 1 04 4000	40.0	100	- 10		4.000			
March 31, 1996	Allotment	100	10	10	1,000			
March 31, 1997	Allotment	16,000	10	10	1,60,000			
May 30, 1997	Transfer	(1,000)	10	10	10,000			
March 31, 1998	Allotment	8,400	10	10	84,000			
February 23, 2004	Allotment	8,012	10	10	80,120			
February 25, 2004	Allotment	3,488	10	10	34,880			
March 31, 2005	Bonus issue	70,000	10					
March 6, 2006	Bonus issue	3,15,000	10					
March 13, 2007	Bonus issue	12,60,000	10					
March 31, 2008	Bonus issue	12,60,000	10		-			
January 29, 2009	Allotment	70,000	10	10	7,00,000			
August 6, 2010	Transposition	(62,600)	10					
September 8, 2010	Transfer	(1,45,464)	10	768.67	11,18,13,813			
January 17, 2010	Transfer	(10,910)	10	768.67	83,86,190			
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*			
February 26, 2014	Bonus issue	1,95,57,461	10					
February 16, 2016 ^A	Offer for sale in IPO	(18,40,000)	10	321	59,06,40,000			
June 12, 2019	Buyback	(17,16,671)	10	275	47,20,84,525			
June 21, 2021	Buyback	(18,08,415)	10	245	44,30,61,675			
Total		1,69,86,298						

1, 13,00,426 | 1.

2,075 Shares were issued as per Scheme of merger of Cal Labs Privale Limited (Transferor) and Quick Heal Technologies Private Limited (Transferoe) in 2011. Therefore, cost of acquisition of shares in the Transferor Company, has been apportioned to the shares of Transferoe Company as 150 Shares of Cal Labs Private Limited of ₹ 10 each aggregating to ₹ 5,00.

The did anomalian of hasking of eliminant.

No. of Face Issue/

Transaction	Transaction	Equity Shares	Value (₹)	Acquisition/ Sale Price per Equity Share (₹)	(₹)
March 31, 1996	Allotment	100	10	10	1,000
March 31, 1997	Allotment	7,000	10	10	70,000
May 30, 1997	Transfer	1,000	10		
March 31, 1998	Allotment	4,400	10	10	44,000
June 1, 2000	Transfer	4,000	10	10	40,000
July 15, 2003	Transfer	4,000	10	10	40,000
February 23, 2004	Allotment	8,013	10	10	80,130
February 25, 2004	Allotment	6,487	10	10	64,870
March 31, 2005	Bonus issue	70,000	10	-	-
March 6, 2006	Bonus issue	3,15,000	10		
March 13, 2007	Bonus issue	12,60,000	10		
March 31, 2008	Bonus issue	12,60,000	10		
January 29, 2009	Allotment	70,000	10	10	7,00,000
August 6, 2010	Transposition	(62,600)	10	-	
September 8, 2010	Transfer	(1,45,464)	10	768.67	11,18,13,813
January 17, 2010	Transfer	(10,910)	10	768.67	83,86,190
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus issue	1,95,57,461	10		-
February 16, 2016 ^A	Offer for sale in IPO	(18,40,000)	10	321	59,06,40,000
June 12, 2019	Buyback	(17,16,671)	10	275	47,20,84,525
June 21, 2021	Buyback	(18,08,415)	10	245	44,30,61,675
Total		1 50 95 209			

Total
 1.18,08,415) 10 245 443,0555

 1.09,88,238

 1.28 Shares were issued as per Scheme of merger of cell Labs Private Limited (Transferrer) and Clusk Heal Technologies Phirate Limited (Transferrer) in 2011. Therefore, cost of acquisition of shares in the Transferror of the Scheme of Transferrer of Transferrer Company as 150 Shares of Cal Labs Private Limited of ₹ 10 each aggregating ₹ 1,500.

Anupame Kallash Katkar

Anupame Kallash Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1997	Allotment	3,000	10	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Bonus Issue	10,000	10		-
March 6, 2006	Bonus Issue	45,000	10		
March 13, 2007	Bonus Issue	1,80,000	10		-
March 31, 2008	Bonus Issue	1,80,000	10		
March 25, 2010	Transfer	1,40,000	10	10	14,00,000
August 6, 2010	Transposition	62,600	10	0	0
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus Issue	43,78,479	10	0	0
June 12, 2019	Buyback	(4,18,800)	10	275	11,51,70,000
June 21, 2022	Buyback	(4,41,169)	10	245	10,80,86,405
Total		41,44,007			

*** 108

**2.807 Shares were issued as per Scheme of merger of Cal Labs Prindle Limited (Transferre) in 2017. Therefore, cost of acquisition of shares in the Transferre) in 2017. Therefore, cost of acquisition of shares in the Transferre Company as 150 Shares of Cal Labs Prindle I services appropriate (Transferre Company as 150 Shares of Cal Labs Prindle I services).

Chhaya Sanjay Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1997	Allotment	3,000	10	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Bonus Issue	10,000	10		
March 6, 2006	Bonus Issue	45,000	10		
March 13, 2007	Bonus Issue	1,80,000	10		
March 31, 2008	Bonus Issue	1,80,000	10		
March 25, 2010	Transfer	1,40,000	10	10	14,00,000
August 6, 2010	Transposition	62,600	10	0	0
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus Issue	43,78,479	10	0	0
June 12, 2019	Buyback	(4,18,800)	10	275	11,51,70,000
June 21, 2022	Buyback	(4,41,169)	10	245	10,80,86,405
Total		41,44,007	-		

14.44.097 |
2.897 Shares were issued as per Scheme of Imager of Cat Labs Private Limited (Transferor) and Quick Heat
72.897 Shares were issued as per Scheme of Imager of Cat Labs Private Limited (Transferor) and Quick Heat
72.897 Shares were issued in Transferor in Transferor Company
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited of ₹ 10 each
8.791 Shares of Cat Labs Private Limited
9.791 Shares of Cat Labs Privat

- AND THE ACT

 (I) All the Equity Shares for Buyback are fully paid-up;

 (ii) All the Equity Shares for Buyback are fully paid-up;

 (iii) The Company shall not issue any Equity Shares or other securities (including by way of borus, or convert any outstanding ESOP soutstanding instruments into Equity Shares) from the date of resolution passed by the shareholdes approximation prescription. Equity Shares (iii) The Company shall not raise further capital for a period of one year from the date of expiry of, of the Buyback period, except in discharge of subsisting obligations usual so conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made; The Company shall not buyback locked -in shares and non-transferable shares or other specified securities till the periodrary of the bock-in or till the shares or other specified securities become transferable;
- The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve
- The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend due to any shareholder or renowment of any term language or interest payable thereon to any financial institution or
- Steromote, or ungent banking company;

 (viii) The Company further confirms that a period of more than three years has lapsed since any such defaul which has ceased to subsist;
- whorn has cased to subses;

 The Company shall not buyback its Equity Shares from any person through negotiated deals whether on ord the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

 The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- The Company has been in compliance with Sections 94, 123, 127 and 128 of the Companies Act,
 The ristio of the aggregate of secured and neuerous debts owe by the Company shall not be more than
 brice the paid-up Equity. Share capital and free reserves after the Bulyack, based on standation and
 broad the paid-up Equity. Share capital and free reserves after the Bulyack, based on standation and
 conscibilated financial statements of the Company, as persorbed under the Companies Ard and less made
 thereunder and Bulyack Regulations;
 The Company will save consequent reduction of its share capital post Bulyack and the Equity Shares
 bought back by the Company will be entireguished and ophysically destroyed in the manner prescribed under
 the Suphack Regulations and the Companies Act within the specified intenties;
 The Company shall not make any offer of bulyack will not a produce of one year reductioned from the date of
 early of the Bulyacked Period;

- expr) of the subjector. Previous The Company has been understain a byshack of any of its securifies during the period of one year immediately preceding the date of the Board Meeting; That funds townsom based and financial institution, if any, will not be used for the Buyback. The Company scholar comply with the substainty and regulatory timelines in respect of the Buyback in such manner as prescribed comply that the Company of the Section of the Section Regulators and any other applicable manner as prescribed.

- Intel® Them is no periodicing of any scheme of amaignation or compronise or arrangement pursuant to the provisions of the Companies Act on other.

 (will) The buyback shall be completed within a period of one year from the date of passing of the resolution approving the buyback shall be completed within a period of one year from the date of passing of the resolution approving the buyback througher whore or design approving the Subjects Aregulation.

 (201) The Company shall gay the consideration only buys of casts, and

 (31) The Company shall gay the stock exchanges a per Regulation (4) of Buyback Regulation.

 CORRIBATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

 The Board of Directors of the Company has confirmed that it has made a full enough in the telling and projection and also considering all contingent labilities, has formed the opinion that.

 (3) The Company is a confirmed that it has made a full enough in the results of the e-voting for the proposed Buyback were amounced, there will be no grounds or which the creating story in the standard post that is the proposed Buyback were amounced, there will be no grounds or which the Company out of the Company is considered for the Board Meeting of the date on which the results of the e-voting for the proposed Buyback were amounced, there will be no grounds or which the company outling the Company is considered for the Board Meeting of the date on which the results of the e-voting for the amount and character of the function along the story of the proposed Buyback were amounced. Alwaying regard to Board's feeting with the proposed Buyback were amounted and the date on which the results of the e-voting for the amount and character of the function and the story of the proposed Buyback were amounted to board's feeting that because the company is a basic to the Board Meeting of the story that the story of the story that the story of the story that the story of the proposed Buyback were amounted that the story of the story that the story of the proposed Buyback wer

The text of the Report dated July 21, 2022 of MSKA & Associates, the Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced below:

Secure
Statutory Auditor's report in respect of proposed buyback of equity shares by Quick Heal Technologies
Limited ('the Company') in terms of clause (xi) of Schedule I of Securities and Exchange Board of India
(Buy Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations").

nan Nagar, Pune – 411014 Vintan Nagar, Fune — 410114
We have performed the following procedures agreed with you vide engagement letter dated July 21, 2022, in connection with the proposal of Dusk Heal Technologies Limited ("Company") blow-back its shares in pursuance of the provisions of Section 68, 88 and of 10 the Companies AL 2013 (The Ald read with Real 17 of Companies (Share Capital and Debentures) Rules 2014 (the Rules) and Securities and Exchange Board of India (Buyl-backed of Securities) Regulations. 2016 (the Regulation"), approved by the Board of Directors of the Company at the Board Meeting held on July 21, 2022.

Beast Mereling helds or July 21, 1022

Beard of Directors Repossibility from the statement.

The preparation of the Statement of determination of the amount of permissible capital payment for the byback in a coordinary with provisor to Section 68(3)(c) of the Companies Act, 2013 and the compliance with this SEBI Byback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all occurring and other reviews tapporting records and couraments. The responsibility notion and polyping and popularities lessed preparation, and making-states that are responsible in the Courament and polyping and popularities lessed preparation, and making-states that are responsible in the Couraments.

The Exent of Directors are responsible to make full inquiry into the affairs and prospects of the Company and to form an opinion that the Corpany will not be reindend indirected within a period of one year form the date of the purposes of the byback and such declaration has been signed by at-least two directors. Auditor's Responsibility

- Auditor's Responsibility
 Pursuant to the requerements of the Regulations, it is our responsibility to provide reasonable assurance on the
 Obolowing Reporting Critical

 Whether the armount of complete grounds to the buyback is within the permissible limit and computed in
 Whether the armount of provides on the provision of Section 68 of the Act.

 Whether the Board of Directors have formed the opinion, as specified in Gause (v) of Schodule 1 to the
 Regulation, no reasonable grounds that the Company having regard to its state of affairs will not be
 rendered incontent within a period of one year from the desiry to board meeting as also the date of special
 resolution passed by the Shareholders at their meeting held for the purposes of the buyback; and
 Whether, we are ware of anything in clinical that the colonium corressed by the Directors in the destantion
 as of any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

declaration.

The standation and consolidated financial statements as at March 31, 2022, have been audited by us, on which we issued an unmodified audit opinion vide our reports dated May 5, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified undire Section 143(19) of the Act and other applicable authorisative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plain and perform the audit to Obtain resourced searcher active attention. Those Standards require that we plain and perform the audit to Obtain resourced searcher active attention. The obtained is the statute of Chartered Accountants of India. The Standards are summarized in the Statement in accordance with the Guidance Note on Reports of Certificates for Spacial Purposes used by the Institute of Ontainer Accountants of India.

The Standards are summarized in the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have compiled with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. We have been provided with the following documents:

- Audited standards are indoorsolidated financial statement of the Company for the year ended March 31, 2022.

 Based Resolution for approved of buyback of shares and approval of declaration of Directors in terms of section 68(8) of Companies Act, 2013 declared all y 21, 2022.

 Calculation of permissible amount of buy back of securities as per section 68 of the Act.
- December on permissione amount of buy back of securities as per section 68 of the Act.

 Affidiath verifying the declaration of solvency dated July 21, 2022 stating that Company shall not be rendered insolvent within a period of one year from the date as per the provision of the Act read with the Rules and the Regulation.
- Article of Association of the Company.

Article of Association of the Company.

Calculation of debt to rapital ratio.

Bank confirmations regarding the outstanding debts, if any,
scorable assurance reaggment involves performing procedures to obtain sufficient appropriate evidence on exposure as survivolves or procedures relected depend only of exposing or procedures relected depend only of the relative supergraph above. The procedures relected depend only of the risks associated with the Reporting Criteria. We have somed the following procedures in relation to the Statement.

- med the following procedures in relation to the statement incigated in the state of affairs of the Company in relation to its audited standations and consolidated financial statement for the year ended March 31, 2022. Examined authorization for but byack from the white Ge Association of the Company. With respect to the amount of permissible capital payment for buy back of shares, verified whether the same is within the limits as specified under Section 69 of the Act.
- Examined the ratio of debt owned by the Company, if any, is not more than twice the capital and free reserves after such buyback, based on both, the audited standalone and consolidated financial statement of the Company as on March 31, 2022.

- Examined that flat shares for buyback are fully paid up.

 Examined that flat shares for buyback are fully paid up.

 Examined resolutions passed in the meetings of the Board of Directors for approval of buyback of shares
 and declaration of solvency by Directors.

 Examined affiditive treffying the declaration of solvency dated July 21, 2022.

- ion of on use examination and according to the information and explanation given to us, in our opinion
 Statement of permissable capital payment to wards be uplaced of sharins as an enseed to this report, has been
 properly determined an accordance with Sections 60 of the Act and Regulation (4) of Regulations, and
 The Board of Directors at their meeting held on, July 21, 2022 have formad its opinion, as specified in classes,
 (o) of Schadelul of the Regulation, or reasonable grounds and that the Company will not having regard to
 its state of raffirs, be morised individually an apriced of one year from the date of board meeting as well as
 the date of special resolution passed by the Shareholders at their meeting hald for the purposes of the
 buyback, and we are not aware of anything to indicate that the opinion expressed by the Directors in the
 date of declaration.

date of declaration.

We have no responsibility to update this report for events and circumstances occurring after the date of this report. Our responsibility to update this report for events and circumstances occurring after the date of this report. Our report is advanced to the contract of the Regulation solely to enable them to include it (ii) in the explanationy statement to be included in the notice of AGM to be crutalised to the shareholders of the company; (ii) in the data leafer of the shareholders of the company; (ii) in the data leafer of first and leater of first and leater of first and leater of first and the Regulations. The Alternal Securises (Demography; Chinative and the Central Depository Securities; (Inicia); Limited and for provincing to the filanages to the Buydack Offer, and should not be used by any other present or for any other propose. This report release is after a final propose to the specified of the company of any other consensed, of any claims, liabilities or expenses receiving this issuigation. This report release only to the lease specified dove.

Cont. 2.

Date: July 21, 2022

outerment or permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accorda

with Section 68(2) of the Act

	10	WINDOWS IN THAT CHOICE			
Particulars	As at March	As at March 31, 2022			
	Standalone	Consolidated			
Equity Share Capital	58.01	58.01			
Total (A)	58.01	58.01			
Retained Earnings	501.70	502.9			
Securities Premium Account	2.30	2.3			
General Reserves	45.03	45.03			
Total Free Reserves (B)	549.03	550.23			
Grand Total (A+B)	607.04	608.24			
Maximum amount of canital naument narmiseible for the huy	151.76	152.06			

- Calculation in respect of Permissible Capital payment for buy back is based on the audited standalone and consolidated financial statement for the year ended Merch 31, 2022.

 Arralgamation researce, capital function loss reserve, employee stock option reserve, reserve on fair value through other comprehensive income and foreign currency translation reserve has not been considered for the purpose of above computation.

 behalf of Quick Heal Technologies Limited

- The continue on the Analysia Chaputations, the Company has fixed Friday, September 14, 2022 ("Record Date"), as the Record Date for the purpose of determining the entitlement and the names of the Shaerholders, who will be eligible to participate in the Bulystack. Eligible Shaerholders holding Equity Shares, as on the Record Date will recove a elect of offer in relation to the Bulystack. Eligible Shaerholders holding Equity Shares, as on the Record Date will recove a elect of offer in relation to the Bulystack Elect of Offer") shares, which is the standard of the Bulystack Eligible Shaerholder for participating in the Bulystack.

 The Equity Shares accordant to hardwards the Van Engewards and the Analystack a
- indicating the entitlement of the Ligidos Stratenocker for principating in the upsychock.

 The Equity Strates reposed to be bought tack by the Company shall be divided into two categories; (a) reserved category for small shareholders, and (b) general category for all other Eighis Shareholders. As defined in Regulation 2(11)) of the Buyback Regulations, 2-Small Shareholders is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on the Stock Exchanges having the highest trading volume as on the Record Date, is not more than ₹ 2,00,000-(Rupees Two humsted thousand only).
- the Slock Exchanges having the highest trading volume as on the Record Date, is not more than # 2,00,000-(Rippear Not humber drossand only).

 In accordance with Regulation & Orthe Buyback Regulations, 15% (filtere percent) of manuber of Equity Shares
 which the Correpary process to buyback or number of Equity Shares entitled as per the shareholding of Share
 Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
 Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
 Shareholders, whichever is higher is shareholders of which shareholders of the Reserved Shareholders of the Reserved Shareholders of the Reserved Shareholders of the Reserved Shareholders on the Record
 Date and the ratio of Buyback applicable in the category to which such Eligible Shareholders as on the Record
 bear shareholders with the process of the Record Shareholders of the Reserved Shareholders of the Reserved Shareholders of the Record Shareholders of Shareholders of the Record Shareholders of Shareho Transfer Agent as per the shareholder records received from the depositories.
- Transfer Agent as gere the shareholder records received from the depositions' have been a second of the shareholders and the southers. Eligible Shareholders have been a second of the second of the shareholders have been a second of the second of the
- separately, where these Equity Shares are assumed to be held or behalf of clients.

 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held in that by the shareholder as on the Record Date. In case the Eligible Shareholder holds equity shares through multiple demit accounts, the tender through a demit account cannot exceed the number of equity shares held in that demid account.

 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares bendered, fairly, will be accepted as per the procedure laid down in Buyback. Regulations: If the Buyback entitlement for any shareholders in ord a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to have been described as the procedure of computation of Buyback entitlement to have been described as the procedure of computation of Buyback extilement to work equity shares in Buyback. The Buyback by shareholders are shipped ground gains texation in India and in their country of residence. The Buyback that cannot be procedured for principation in the Buyback by shareholders are shipped cannot and rate advances for to participation in the the Uphack. The Buyback by shareholders are shipped cannot and rate advances for to participation in the Buyback by the shareholders are shipped cannot be proceed to consult their own legs if financial and can advance for to participation in the Buyback by the shareholders are shipped cannot be proceed to consult their own legs if financial and can advance for to participation in the Buyback by the shareholders are shareholders.)

 PROCESSAN DATE from COLOCY FOR BUYBACK
- PROCESS AND METHODOLOGY FOR BUYBACK
- The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/of form on the Record Date.
- The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange specified by SEBI Circulars" ("Stock Exchange Mechanism") and following the procedure presention of Companies Act and the Supleak Regulations and as may be determined by the Buyd (including the Buyl Committee constituted by the Exert duraborated to complete the formalities of the Buyback) and on such terms conditions are may be germited by the whom the biline.
- conditions as may be permitted by law from time to time.

 Company has appointed Ambit Capital Private Limited as the registered broker to the Company ("Company"s Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback. In the tendering process, the Company's Broker may also process the orders received from the Eligible Startholders. The contact decidate of the Company's Broker are as follows:

AMBIT

Ambit Capital Private Limited

ise, 449. Senanati Banat Maro, Lower Parel, Mumbai - 400 013

Tel: +91(22)66233000; Fax: +91(22)66233100

er.parkar@ambit.co

CIN: U74140MH1997PTC107598

designated stock exchange for the purpose of this Buyback ("Designated Stock Exchange"). The details of the Acquisition Window will be specified by the Designated Stock Exchange from time to time.

- During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trade the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialize physical form. In the tendering process, the Company's Braker may also process the orders received the secondary market.
- Engible Shareholders. In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE as a trading member in the event the select Membergly of any Egiptice senantioners in not registeric with the Las a trading member stock broker, then the Eligible Shareholder can approach any SEE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the SEE registered stock broker in complex swithfling all details as may be required by such SEE registered sock broker in complexions, with applicable but in case the Eligible Shareholders are unable to register using UCC facility through any other SEE registere broker. Eligible Shareholders may approach Company's Broker, a Ambit Capital Private Limited to place the blids, subject to completion of KYC requirements as required by the Company's broker.

- bids, subject to completion of KYC requirements as required by the Company's broker.

 Modification carcelation of orders and multiple bids from a single Eigleb Shareholder will be allowed during the tendering period of the Buyland. Multiple bids made by a single Eigleb Shareholder for selling Equity Shares shall be clubbed and considered as one bid for the purposes of acceptance.

 The cumulative quantity indereds shall be undex abrailable on the webbids of BSE (www.besindia.com) throughout the trading session and will be updated at specific internals during the tendering period.

 Further, the Company will not accept Equity Shares tendered or Egypacks which under restraint order of the court for transfer sale and or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the displicate share certificates has been notified to the Company and the displicate share certificates have not been issued either due to such request being under process as port the provisions of law or detreads.

PROCEDURE TO BE FOLLOWED BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN

- DEMATERALIZED FORM: Eligible Shareholders who desire to tender their Equily Shares in electronic form under Buyback would have to do so through their respective Seller Member(s) by indicating to their broker the details of Equily Shares they intend to bender under the Buyback. The Seller Member(s) would be required to place an orderbid on behalf of the Eligible Shareholders who wish to tender Equily Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. For further details, Eligible Shareholders may refer to the occusion issued by 8SE Limited ("BSE" or "Stock Exchange") and Indian Clearing Corporation Limited ("Clearing Corporation").
- The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchange or the Clearing
- Corporation.

 The line shall be marked by the Seller Member in the demail account of the Eligible Shareholder for the shares tendered in tender of the Cellaid Self-and of the Self-and Self-and
- For castedian participant orders for Equity Shares held in detained and manifest or reject the orders not laster hand because of tradings of the orders had by the custodian. The custodian shall either confirm or reject the orders not laster than the coloring of trading hours on the lasted you'the reference period. Thereafter, all unconfirmed crastes shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall envise the custodian confirmation and the revised order shall be setted to the custodian application Shall provide the custodian ordersation and the revised order shall be set to the custodian application shall provide the custodian ordersation and the revised order shall be set to the custodian application shall provide the custodian participant orders, any order modification shall be the exchange belight asystem to the Eligibs Shareholder on whose behalf the bit has been placed. The TRS will contain the details of the order submitted tike bid ID number, application number, DP ID, client ID, number of Equity Shares tendered cit.

 It is clarified that in case of demanderalized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demander Equity Shares is by the Ceaning Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders will have be ensured to have been accepted, or Eligible Shareholders will have be ensured to have been accepted, to the product of the contraction of the order submitted that the contraction of the order submitted shall be deemed to have been accepted, for Eligible Shareholders will have be ensured to the order to be some an active to the product of the contraction of the order submitted shall be deemed to have been accepted, or being the contraction of the order and validation of the contraction of the order and validation of the contraction of the orders and validation of the contraction of the orders and validatio For custodian participant orders for Equity Shares held in dematerialized form, early pay-in is mandatory pri-

- decided by the Company, Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback o

- Interesty the Company.

 PROCEDURE TO BE FOLLOWED BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN

 PROSCAL FORM:
 In accordance with SEBIs circular dated July 31, 2020 (Grouter no. SEBIHOCPDICMD1/CRP/20201144).
 In accordance with SEBIs circular dated July 31, 2020 (Grouter no. SEBIHOCPDICMD1/CRP/20201144),
 and accordance with SEBIs circular dated July 31, 2020 (Grouter no. SEBIHOCPDICMD1/CRP/20201144),
 undertaken through the tender offer route. However, such tendering shall be as per the provisions of the
- Eligible Shareholders who are hodding physical Equily Shares and intend to participate in the Buyback will be required to approach their respective Selete Member along with the compeles sel of occurrents for verification procedures to be carried to pletion placement of the this. Such counters will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in his same order in which they hold the shares). (ii) organisation extended the shares of the shareholders (iii) will asher tentratellor from(i) From SH-4 (shift earl and speed) the transferrors (iii. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly wheresed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of PAN Cardig) of all Eligible Shareholders, (i) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholders viole the enquilet or submit as elf-latested copy of address port occurring of any one of the following documents: valid Authorize and self-attested copy of address port occurring of any one of the following documents: valid Authorized and self-attested copy of address port occurring of any one of the following documents: valid Authorized and valid and provided the propisal form who wish to moder Equily Shareis in the Buybado, using the acquisition window of the Designated Stock Exchange, Upop training but but the other of the Eligible Shareholders to long the custome produced Shareholder would be exchange the design of the contrained the other occurrence and contrained the following order of the special orders and to the following the customers and provided and the contrained shareholder is declared to the contrained the following the contrained the shareholder would be exclusived to c
- umber, number of Equity Shares tendered etc.
- numor, number of Equity Shares stredered etc.

 Any Solier Member (Equity Shares stredered etc.

 Any Solier Member (Equity Shares stredered etc.

 Any Solier Member (Equity Shares)

 Any Solier (Equity Shares
- acknowledgement of the same to the Saler Membar.

 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Bayback by the Company shall be subject to welfication as per the Bayback Regulations and any further directions sesued in this repart. The Registers to the Buyback will worlfy such bids based on the documents submitted and ally beas and all such verification, the Designated Stock Exchange shall display such bids a functionment physical bids. Once Registers to the Buyback confirms the bids, they will be treated as 'confirmed bids' and display and the Bayback' confirms the bids, they will be treated as 'confirmed bids' and display don'the BES beatelin.

 In case any Eligible Shareholder has submitted Equity Shares in physical form for denaterialisation, such Eligible Shareholder should ensure that the process of getting the Equity Shares demandations of the Bayback' and the stockers pasted of the Bayback.

- Buyback.

 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duty executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents are registered transfer if any.

 The Buyback from the Eligible Shareholders who are residents outside hold including foreign corponate bodies (including external extension of the person from shareholders) and the properties of transfer in any and a state of the person from the person of the person from the person of the person from the Eligible Shareholders who are residents outside hold including foreign corponate bodies (including external extensions) and the person of th
- quadrous inamed intercurber, anny.
 reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange
 anagement/Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall
 imade by the Eligibio Shareholders and/or the Seller Member.

- market.

 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback the Clearing Corporation will asked fired funds payout to respective Epilipe Shareholders. If the Eligible Shareholders I the Eligible Shareholders I the Eligible Shareholders bank account details are not available or if the funds instruktion is rejective to PRIEDIAR, the Los any reason, the next hands will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders. For the Eligible Shareholders holding Equily Shares in physical form, the funds pay-qut would be given to their respective Sellering Member's settlement accounts for releasing the same to the respective Eligible Shareholders account. In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the REII) who do not cyt to settle furucip castodisms, the funds payout venture being with the prescriber and the prescriber of the settlement social to give the bein respective Seller Member's settlement social for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositionies, whereas this payout pertaining to be bids settled frondy custodisms will be transferred to the settlement bank account of the subdodin, each in accordance with the applicative mechanism prescribed by SEE Limited and the Clearing Comporation by the Company or Registers to the Buyback. Or moration them the to time.

 Details in respect of shareholder's entitlement for tender ofter process will be provided to the Clearing Corporation will carried copporation with the accepted bid locked shares in the deemst account of the strueholder. On settlement date, all blocked shares in the deemst account of the Accepted
- all blocked softween memoried in the acceptation of will be transferred to the Clearing Corporation. In the case of line following Companion will cancel the excess or unaccepted shares in target depository. Source depository clearing Companion will cancel the evens or unaccepted shares in target depository. Source depository of the case of IDT message from target depository. Further, release of IDT message from target received from Clearing Corporation or automatically generated after matching with bid accepted death as received from the Company or the Registran to the Buybook. Post receiving the IDT message from target depository, source Depository will emember an unaccepted block shares in the demant account of the shareholder. Post completion of tendering period and receiving the equilibrium details via. Center account of the shareholder. Post completion of tendering period and receiving the equilibrium details via. Center account of the shareholder. Post completion of tendering period and receiving the equilibrium details via. Center account of the shareholder. Post completion of tendering period and receiving the equilibrium details via. Center account of the shareholder. account of ealist and accepted bid quantity, source depository shall debit the securities as per the account details and accepted bid quantity, source depository shall debit the securities as per the communication/imbessage received from target depository to the extent of accepted bid shares from shareholder's demait account and credit it to Clearing Corporation settlement account in target Depository or
- semementaine.

 Excess or unaccepted Equity Shares which are in physical form, if any, tendered by the Eligible Shareholders would be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in physical form, in case the Equity Shares accepted by the Company are less than
- unaccepted Equity Shares in physical thorn, in case one cut-up-consistent of the English Shares have been deeded.

 The Equity Shares have been deeded.

 The Equity Shares have been deeded from would be transferred directly to the demail escrow account of the Company opened for the Buyback ("Company Demail Escrow Account on become of the Buyback of the Buyback ("Company Bender Escrow Account on eccept of the Equity Shares from the clearing and settlement mechanism of the
- overgination block Exchanger.

 The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Shares accorpted under the Bulyakok. Eligible Shareholds win intend to participate in the Bulyakok should consult their respective Seler Membergly for dealls of any cost, applicable taxes, changes and expenses (including brokerage) etc., that may be levided by the Seler Membergly on the selling shareholders for indentific gately. Shares in the Bulyakok (secondary market transaction). The Bulyakok consideration received by the Eligible Shareholders in respect of accepted Equily Shares could be ned of such costs, applicable taxes, changes and expension (including brokerage) and the Manager to the Royck and Corporage society accepts on expensionally to be ser only including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible

COMPLIANCE OFFICER

he Company has designated the following as the Compliance Officer for the Buyback

Marvel Edge 7010 C & D. Opposite Neco Garden Society. Viman Nagar, Pune 411 014

+91 (20) 66813232

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the

INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK

LINKIntime

Link Intime India Private Limited
Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083

Tel: +91 (22) 49186200

Fax: +91 (22) 49186195 E-mail: quickheal.buyback2022/6

Website: www.linkintime.co.in

CIN: U67190MH1999PTC118368

SEBI Registration Number: INR000004058 case of any query, the Shareholders may also contact the Registrar to the Buyback, from Monday to Frida

0 am to 5:00 pm on all working days except public holidays at the above MANAGER TO THE BUYBACK

AMBIT PRIVATE LIMITED

: Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

+ 91 (22) 6623 3030 + 91 (22) 3982 3020 Mr. Miraj Sampat / Mr. Jatin Jain Email quickheal.buyback2022@ambit.co

U65923MH1997PTC109993 SEBI Registration No. : INM000010585 DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accepts full and fina responsibility for all the information contained in this Public Announcement and confirms that such documen contains true, factual and material information and does not contain any misteading information.

	Sd/-	Sd/-	Sd/-
	Kailash Katkar	Sanjay Katkar	Vinav Agarwal
	Managing Director & CEO	Joint Managing Director & CTO	Compliance Officer
	DIN: 00397191	DIN: 00397277	Membership No. A40751
1 3			

फ. मुं. हे समाजातील अस्वस्थता मांडणारे कवी ज्येष्ठ नेते शरद पवार : अमृत महोत्सवानिमित्त शिंदे यांचा सत्कार

पुणे, दि. २८ - फ.मुं. शिंदे यांचे साहित्यातील योगदान मोठे असून माणसे जोडण्याची, त्यांच्याशी सुसंवाद ठेवण्याची आणि संपर्क प्रस्थापित कण्याची अनोखी कला त्यांच्याकडे आहे. फ. मुं. हे खऱ्या अर्थाने ग्रामीण भागाशी नाळ जोडलेले साहित्यिक आहेत, असे गौरवोद्गार ज्येष्ठ नेते आणि राष्ट्रवादी काँग्रेस पक्षाचे अध्यक्ष

शरद पवार यांनी व्यक्त केले. फ.मुं. शिंदे मित्रमंडळ आणि परिवारातर्फे ज्येष्ठ कवी आणि अखिल भारतीय मराठी साहित्य संमेलनाचे माजी अध्यक्ष फ.मुं. शिंदे यांचा अमत महोत्सवानिमित्त पवार यांच्या हस्ते

रिववारी सत्कार करण्यात आला. यावेळी माजी केंद्रीय गृहमंत्री सुशीलकुमार

सुशीलकुमार शिंदे यांनीही दिला आठवणींना उजाळा

। शिंदे, लीला फकीरा शिंदे, ज्येष्ठ नेते उल्हासदादा पवार, कवी रामदास फुटाणे, महाराष्ट्र साहित्य परिषद, पुणेचे कार्यध्यक्ष प्रा. मिलिंद जोशी, समीक्षक प्रा. विश्वास वसेकर, संवाद, पुणेचे सुनील महाजन, ऋचा शिंदे, महाराष्ट्र साहित्य कला प्रसारिणीचे कार्याध्यक्ष सचिन ईटकर महाराष्ट्र साहित्य कला प्रसारिणीचे उपाध्यक्ष रवींद्र डोमाळे आदी उपस्थित होते.

एक साहित्यिक राजकारणाकडे पाहण्याची आमची वेगळी दृष्टी आहे. उपरोधीक टिप्पण्या

करून आम्ही समाजाची स्पंदने मांडत असतो असे सत्काराला उत्तर देताना शिंदे म्हणाले. अस सत्काराला उत्तर देताना शर हिलाला. यावेळी त्यांनी आई हो त्यांची कविता सादर केली. फ.मुं. म्हणजे जातीपातीच्या प्लीकडे जाऊन एक टोस भूमिका घेऊन साहित्यविश्वात आणि समाजात वावरणारा साहित्यिक आहे. फ.मं. यांची शरीरयष्टी आणि दिसण्यावरून ते दिलत समाजातील असावेत, असा माझा समज होता. परंतु, ते मराठा समाजाचे आहेत. असे हाता. पर्यु. त मराठा समाजाच आहत. अस असूनही मराठवाडा विद्यापीठाच्या नातराच्या लढाता फ. मुं. अग्रस्थानी होते, असे सुशीलकुमार शिंदे यांनी नमूद केले. यावेळी फुटाणे, प्रा. जोशी आणि प्रा. बसेकर यांनी मनोगत व्यक्त केले. प्रास्ताविक

ईटकर यांनी केले. सूत्रसंचालन उद्धव कानडे यांनी केले. महाजन यांनी आभार मानले

'सक्षम' नृत्य कार्यक्रमाने जिंकली रसिकांची मने

पुणे, दि. २८ - भारतीय विद्या भवन आणि इन्फोसिस फाउंडेशनच्या सांस्कृतिक प्रसार . कार्यक्रमांतर्गत 'सक्षम' या नृत्याच्या कार्यक्रमाचे आयोजन भारतीय विद्या भवनचे सरदार महादेव बळवंत नातू सभागृहात करण्यात आले होते. स्वरदा भावे प्रस्तुत कार्यक्रमात पूर्वा सारस्वत, डॉ. परिमल फडके यांच्या शिष्या दुर्गा टिळक, नृत्यगुरू राजश्री खरे यांचे नृत्य सादरीकरण झाले. प्रा.नंदकुमार काकिडें यांनी कलाकारांचा सत्कार केला. कौत्वम अभिनय ,तिह्नाना या नृत्य प्रस्तुती डॉ.परिमल फडके यांच्या ज्येष्ठ शिष्या दुर्गा टिळक यांनी सादर केल्या. पूर्वा सारस्वत यांनी कृती - 'श्री विघ्नराजम् भजे', अभंग -'कृष्णे वेधिली विरहिणी बोले'तसेच भव , अभा - कृष्ण वायला विराहणा बाल तसच शिवरंजनी रागातील तिल्लाना सादर केला. नृत्यगुरु राजश्री खरे यांच्या शिष्यांनी अलारिषु , कीर्तनम्, तिल्लाना या नृत्य प्रस्तुती सादर केल्या. डॉ. स्वाती दातार यांनी प्रा.नंदकुमार काकिडें यांचा सत्कार केला. सूत्रसंचालन अश्विनी भावे यांनी केले.

डेक्कन कॉलेजमध्ये रंगले भाषाशास्त्रावरील व्याख्यान

प्रभात वृत्तसेवा

पुणे, दि. २८ - संस्कृत आणि भाषाशास्त्रातील विदान अभ्यासक पा डॉ एस. डी. लद्द् आणि डॉ. मुहासिनी लद् यांच्या स्मृतीप्रीत्यर्थ त्यांची कन्या डॉ. वसुधारा गोखले यांनी डेक्कन कॉलेज अभिमत विद्यापीठाला दिलेल्या देणगीतून शनिवार २७ ऑगस्ट रोजी विद्यापीठात विशेष व्याख्यानाचेआयोजन करण्यात आले होते.

विद्यापीठाच्या भाषाशास्त्र आणि संस्कत कोशशास्त्र विभागातर्फे केलेल्या या कार्यक्रमात भाषाशास्त्र विभागाचे माजी प्राध्यापक डॉ. रमेश धोंगडे यांचे 'डायलेक्ट अँड लॅंग्वेज - अ केस ऑफ

कोकणी' या विषयावर व्याख्यान झाले विद्यापीठाचे कुलगुरु डॉ. प्रमोद पांडे हे कार्यक्रमाच्या अध्यक्षस्थानी होते. यावेळी लद् यांच्या कन्या जावई खीकांत गोखले, उपस्थित होते. भाषणात त्यांनी भाषेची नमुना सामग्री गोळा करणे आणि तिचे विश्लेषण करणे, अपभ्रष्ट भाषांची विविध कारणे शोधणे इत्यादी विषय स्पष्ट केले. प्रमाणभाषांची वैशिष्ट्य सांगून बोलीभाषांमधील वैविध्य आणि अपभ्रष्ट भाषा यांतील फरक, मराठी आणि कोकणी भाषांमधील भेद आणि साम्य हेही अधोरेखित केले. मुग्धा दाते लोहोकरे यांनी सुत्रसंचालन केले. डॉ. प्रज्ञा देशपांडे यांनी प्रास्ताविक केले. तर प्रा. डॉ. सोनल कुलकर्णी जोशी यांनी आभार मानले.





Regd. Office: Marvel Edge, Office No. 7010 C & D, 7th Floor, Opposite Neco Garden Society, Viman Nagar, Pune 411014.

Tel: +91 20 66813232 | Email: cs@quickheal.co.in

CIN - L72200MH1995PLC091408

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE 27TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, AUGUST 26, 2022 THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VIDEO MEANS (OAVM)

Approval for the Buyback of Equity Shares of the Company

"RESOLVED THAT in accordance with 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 "Act"), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the "Buyback Regulations"), and 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 any modifications and conditions, if any, as may be prescribed by the appropriate authorities which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression includes any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) and subject to such conditions and modifications as may be prescribed or imposed by Securities and Exchange Board of India ("SEBI"), the stock exchanges on which the Equity Shares of the Company are listed ("Stock Exchanges") and other authorities, institutions or bodies ("Appropriate Authorities"), the consent of the shareholders is hereby accorded for the buyback by the Company of its fully paid-up equity shares of a face value of ₹ 10/- each ("Equity Shares") representing 8.6% of the total-paid-up Equity Share capital, from the equity shareholders of the Company as on the record date ("Record Date"), at a price of ₹ 300/- per Equity Share ("Buyback Price") payable in cash for an amount not exceeding ₹ 150 Crore (Rupees One Hundred and Fifty Crore only) (hereinafter referred to as the "Buyback Size"). The Buyback Offer Size does not include any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisory fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, filing fees, advisors' fees, brokerage, public announcement expenses and other incidental and related expenses. The Buyback Offer Size is 24.71% and 24.66% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022 respectively. The Buyback offer will comprise a purchase of up to 50,00,000 Equity Shares at a price of ₹ 300/- (Rupees Three Hundred only) per Equity Share on a proportionate basis through the "Tender Offer" route (hereinafter referred to as the "Buyback"), in accordance and consonance with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules and Management Rules.

RESOLVED FURTHER THAT in terms of Section 69 of the Act, the Company shall implement the Buyback out of its securities premium account and other free reserves and that the Buyback shall be through the Tender Offer route in such manner as may be prescribed under the Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit.

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 to be subsequently decided by the Board or a committee of the Board.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the equity shareholders on a proportionate basis under the Tender Offer route, provided that 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of small shareholders, as defined in the Buyback Regulations (**"Small Shareholders"**), as of the Record Date, whichever is higher, shall be reserved for Small Shareholders.

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, as amended, read with the circulars issued in relation thereto, including the circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and circular SEBI/HO/CFD/DCR-

III/CIR/P/2021/615 dated August 13, 2021 or such other circulars or notifications or amendments as may be applicable.

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 and amended thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

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

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)/ Authorized 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 managers to the Buyback, 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 the SEBI, RBI, Government of India, BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together with BSE, the "Stock Exchanges"), Registrar of Companies, Depositories and / or other relevant authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized 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 it may, in its 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

A. Srinivasa Rao Company Secretary

M.No.: F9901

Address: 502, Shivthierth, Erandwane, Pune – 411038

Date: August 29, 2022

Place: Pune

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

APPROVAL OF BUYBACK

Pursuant to the provisions of the Companies Act, 2013, as amended, (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, as amended (the "Share Capital Rules"), "), the Companies (Management and Administration) Rules 2014 (the "Management and Administration Rules"), as amended, to the extent applicable Article 9 of the Articles of Association of the Company, and in compliance with the Buyback Regulations, the Board of Directors of the Company (the "Board") at its meeting held on July 21, 2022 has, subject to the approval of the shareholders of the Company by way of special resolution through e-voting and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback of up to 50,00,000 fully paid-up equity shares of face value of ₹ 10/- each of the Company ("Equity Shares") (representing up to 8.6% of the total issued and paid-up equity share capital of the Company as per the audited standalone financial statements as at and for the period ended March 31, 2022) at a price of ₹ 300/- per Equity Share (the "Buyback Price") payable in cash for an aggregate amount of up to ₹ 150 Crores (Rupees One Hundred and Fifty only), which is 24.71% and 24.66% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company, as at March 31, 2022, respectively (the "Buyback Size") (excluding any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisory fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and service tax, stamp duty, etc. and other incidental and related expenses ("Transaction Costs")), through the "tender offer" route as prescribed under the Buyback Regulations and 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 09, 2016, and circular SEBI/HO/CFD/DCR-III/CIR/P/202I/615 dated August 13, 2021 or such other circulars or notifications or amendments as may be applicable (the process being referred hereinafter as "Buyback"), on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the Record Date to be subsequently decided by the Board or a committee of the Board. Since the Buyback constitutes more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, it is necessary to obtain the consent of the shareholders of the Company, for the Buyback by way of a special resolution. Further, as per Section 110 of the Companies Act read with Rule 22(16) (g) of the Management and Administration Rules along with General Circular No. 14/2020 dated April 8, 2022, General Circular No. 17/2020 dated April 13, 2022, General Circular No. 22/2020 dated June 15, 2022, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 8, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 notified by the Ministry of Corporate Affairs, the consent of the shareholders of the Company to the Buyback is required to be obtained by means of e-voting. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the resolution appended to this Notice. Certain figures contained in this notice, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Requisite details and material information relating to the Buyback are given below:

- (a) Date of the Board meeting at which the proposal for buy back was approved by the Board of Directors of the Company July 21, 2022 ("Board Meeting Date")
- (b) Necessity for the Buyback

The Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds

to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

- (i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;
- (ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders";
- (iii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the Eligible Shareholders (as defined below) to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

(c) Maximum number of securities that the Company proposes to buyback

The Company proposes to buy back up to 50,00,000 fully paid up Equity Shares of face value of ₹ 10/- (Rupees ten only) each.

(d) Buyback price and the basis of arriving at buyback price

- (i) The Equity Shares of the Company are proposed to be bought back at a price of ₹ 300/- (Rupees Three Hundred only) per Equity Share.
- (ii) The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed.
- (iii) The Buyback Price represents:
 - premium of 71.81% and 72.89% to the volume weighted average market price
 of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three)
 months period preceding July 15, 2022, being the date of intimation to the Stock
 Exchanges regarding the Board Meeting Date ("Intimation Date"); and
 - premium of 57.29% and 58.11% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 6 (six) months preceding the Intimation Date; and
 - premium of 79.75% and 79.96% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date.
 - premium of 50.87% and 50.98% over the closing price of the Equity Share on BSE and NSE, respectively, as on July 21, 2022, being the Board Meeting Date.

The closing market price of the Equity Shares as on the Intimation Date was ₹ 166.90 and ₹ 166.70 and as on the Board Meeting Date was ₹ 198.85 and ₹ 198.70 on the BSE and the NSE, respectively.

(e) Maximum amount of funds required for the Buyback and its percentage of the total paid up capital and free reserves and source of funds from which Buyback would be financed.

The maximum amount required for Buyback will not exceed ₹ 150 Crores (Rupees One Hundred and Fifty Crores only) (excluding Transaction Costs).

The maximum amount mentioned aforesaid is 24.71% and 24.66% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.

The funds for the implementation of the proposed Buyback will be sourced out of free reserves and securities premium of the Company and any other source as may be permitted by the Buyback Regulations or the Companies Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.

(f) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis through the tender offer route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" as prescribed under the SEBI Circular. The Buyback will be implemented in accordance with the Companies Act, Rules, to the extent applicable, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date for the Buyback for determining the names of the shareholders holding Equity Shares of the Company who will be eligible to participate in the Buyback ("Eligible Shareholder(s)"). Subject to the approval of the special resolution under this Notice and subject to SEBI's comments on the draft letter of offer, Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating their entitlement.

The Equity Shares to be bought back is divided in two categories:

- (i) Reserved category for small shareholders; and
- (ii) General category for all other shareholders.

As defined in Regulation 2(1)(n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on Stock Exchange having highest trading volume as on record date, of not more than ₹ 200,000/-(Rupees Two Hundred Thousand only).

In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the record date and the ratio of the Buyback applicable in the category to which such shareholder belongs. In order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such shareholders

with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the Depositories.

Shareholders' participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the record date.

The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circular.

Participation in the Buyback by shareholders may trigger capital gains taxation in India and in their country of residence. The Buyback transaction would also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the letter of offer to be sent to the Eligible Shareholder(s).

(g) Time limit for completing the Buyback

Subject to receipt of regulatory consents and approvals, if any, the Buyback is proposed to be completed within 12 months from the date of passing of special resolution detailed in this Notice.

(h) Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up share capital and free reserves as per the latest audited standalone financial statements of the Company as on March 31, 2022 is ₹ 607.04 Crores. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e., ₹ 151.76 Crores. The maximum amount proposed to be utilized for the Buyback, ₹ 150 Crores (Rupees One Hundred and Fifty Crores only), is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2022. Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buyback up to 50,00,000 Equity Shares, the same is within the aforesaid 25% limit.

(i) Details of holding and transactions in the shares of the Company

(i) The aggregate shareholding of the Promoter and Promoter Group and persons who are in control as on the Board Meeting Date and the date of this Notice, i.e., July 21, 2022, are as follows:

S. No.	Name of Shareholder	No. of Equity Shares	% Shareholding
1	Kailash Sahebrao Katkar	16,986,298	29.28
2	Sanjay Sahebrao Katkar	16,986,298	29.28
3	Anupama Kailash Katkar	4,144,007	7.14
4	Chhaya Sanjay Katkar	4,144,007	7.14
5	Sneha Kailash Katkar	2,567	
Total		42,263,177	72.84

(ii) No Equity Shares were purchased or sold by the Promoter and Promoter Group and persons in control of the Company during a period of six months preceding the Board Meeting Date and the date of this Notice, i.e. July 21, 2022.

(j) Intention of Promoter and Promoter Group to participate in Buyback

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group entities have expressed their intention to participate in the Buyback vide their letters dated July 21, 2022 and may tender up to an aggregate maximum of 36,41,860 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares to be tendered by each of the Promoter and Promoter Group:

S. No.		Maximum Number of Equity Shares intended to be offered in the Buyback
1	Kailash Sahebrao Katkar	14,63,810
2	Sanjay Sahebrao Katkar	14,63,810
3	Anupama Kailash Katkar	3,57,120
4	Chhaya Sanjay Katkar	3,57,120
Total		36,41,860

The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

Since the entire shareholding of the members of the Promoter and Promoter Group who intend to participate in the Buyback is in demat mode, the details of the date and price of acquisition/sale of the Equity Shares by the Promoter and Promoter Group Entities is set out below:

Kailash Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration
31-Mar-96	Allotment	100	10	10	1,000
31-Mar-97	Allotment	16,000	10	10	160,000
30-May-97	Transfer	(1,000)	10	10	10,000
31-Mar-98	Allotment	8,400	10	10	84,000
23-Feb-04	Allotment	8,012	10	10	80,120
25-Feb-04	Allotment	3,488	10	10	34,880
31-Mar-05	Bonus issue	70,000	10	-	-
6-Mar-06	Bonus issue	315,000	10	-	-
13-Mar-07	Bonus issue	1,260,000	10	-	-
31-Mar-08	Bonus issue	1,260,000	10	-	-
29-Jan-09	Allotment	70,000	10	10	700,000
6-Aug-10	Transposition	(62,600)	10	-	-
8-Sep-10	Transfer	(145,464)	10	768.67	111,813,813
17-Jan-10	Transfer	(10,910)	10	768.67	8,386,190
25-May-11	Allotment	2,897	10	0.5178*	1,500*
26-Feb-14	Bonus issue	19,557,461	10	-	-
16-Feb-16^	OFS in IPO	(1,840,000)	10	321	590,640,000
12-Jun-19	Buyback	(1,716,671)	10	275	472,084,525
21-Jun-21	Buyback	(1,808,415)	10	245	443,061,675
Total		169,86,298			

^{* 2,897} Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.

Sanjay Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration
31-Mar-96	Allotment	100	10	10	1,000
31-Mar-97	Allotment	7,000	10	10	70,000
30-May-97	Transfer	1,000	10	10	10,000
31-Mar-98	Allotment	4,400	10	10	84,000
01-Jun-00	Transfer	4,000	10	10	40,000
15-Jul-03	Transfer	4,000	10	10	40,000
23-Feb-04	Allotment	8,013	10	10	80,130
25-Feb-04	Allotment	6,487	10	10	64,870
31-Mar-05	Bonus issue	70,000	10	-	-

[^] Date of allotment of shares under IPO.

6-Mar-06	Bonus issue	315,000	10	-	-
13-Mar-07	Bonus issue	1,260,000	10	-	-
31-Mar-08	Bonus issue	1,260,000	10	-	-
29-Jan-09	Allotment	70,000	10	10	700,000
6-Aug-10	Transposition	(62,600)	10	-	-
8-Sep-10	Transfer	(145,464)	10	768.67	111,813,813
17-Jan-10	Transfer	(10,910)	10	768.67	8,386,190
25-May-11	Allotment	2,897	10	0.5178*	1,500*
26-Feb-14	Bonus issue	19,557,461	10	-	-
16-Feb-16^	OFS in IPO	(1,840,000)	10	321	590,640,000
12-Jun-19	Buyback	(1,716,671)	10	275	472,084,525
21-Jun-21	Buyback	(1,808,415)	10	245	443,061,675
Total		169,86,298			

^{* 2,897} Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.

Anupama Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration
March 31, 1997	Allotment	3,000	10	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Bonus Issue	10,000	10	-	-
March 6, 2006	Bonus Issue	45,000	10	-	-
March 13, 2007	Bonus Issue	180,000	10	-	-
March 31, 2008	Bonus Issue	180,000	10	-	-
March 25, 2010	Transfer	140,000	10	10	1,400,000
August 6, 2010	Transposition	62,600	10	0	0
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus Issue	4,378,479	10	0	0
June 12, 2019	Buyback	(418,800)	10	275	115,170,000
June 21, 2021	Buyback	(441,169)	10	245	108,086,405
Total	-	4,144,007	-	-	-

^{* 2,897} Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.

Chhaya Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration
March 31, 1997	Allotment	3,000	10	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Bonus Issue	10,000	10	-	-

[^] Date of allotment of shares under IPO.

Total	-	4,144,007	-	-	-
June 21, 2021	Buyback	(441,169)	10	245	108,086,405
June 12, 2019	Buyback	(418,800)	10	275	115,170,000
February 26, 2014	Bonus Issue	4,378,479	10	0	0
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
August 6, 2010	Transposition	62,600	10	0	0
March 25, 2010	Transfer	140,000	10	10	1,400,000
March 31, 2008	Bonus Issue	180,000	10	-	-
March 13, 2007	Bonus Issue	180,000	10	-	-
March 6, 2006	Bonus Issue	45,000	10	-	-

^{* 2,897} Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.

- (k) Confirmations from Company as per the provisions of Buyback Regulations and Companies Act
 - (i) All the Equity Shares for Buyback are fully paid up;
 - (ii) The Company shall not issue any Equity Shares or other securities (including by way of bonus, or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the shareholders approving the proposed Buyback till the date of expiry of the Buyback period;
 - (iii) The Company shall not raise further capital for a period of one year from the date of expiry of the Buyback period, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
 - (iv) The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made;
 - (v) The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
 - (vi) The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;
 - (vii) The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
 - (viii) The Company further confirms that a period of more than three years has lapsed since any such default which has ceased to subsist.
 - (ix) The Company shall not buyback its Equity Shares from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
 - (x) The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act; as amended, and
 - (xi) The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback.
 - $(xii) \qquad \text{The Company shall not make any offer of buyback within a period of one year reckoned} \\$

from the date of expiry of the Buyback Period;

- (xiii) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date.
- (xiv) That funds borrowed from Banks and Financial Institutions, if any, will not be used for the Buyback;
- (xv) The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;
- (xvi) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- (xvii) The buyback shall be completed within a period of one (1) year from the date of passing of this special resolution approving the buyback through e-voting;
- (xviii) The Company shall pay the consideration only by way of cash.
- (xix) The Company shall not buyback its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of Buyback Regulation.

(1) Confirmations from the Board

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed the opinion that:

- (i) That immediately following the Board Meeting Date and the date on which the results of the e-voting for the proposed Buyback will be announced, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) That as regards the Company's prospects for the year immediately following the Board Meeting Date and the date on which the results of the e-voting for the proposed Buyback will be announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- (iii) That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016, as amended.
- (m) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency

The text of the Report dated July 21, 2022 of MSKA & Associates, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

Statutory Auditor's report in respect of proposed buyback of equity shares by Quick Heal Technologies Limited ('the Company') in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations").

To,
The Board of Directors
Quick Heal Technologies Limited
Marvel Edge, Office No. 7010 C&D,

7th Floor, Opposite Neco Garden Society, Viman Nagar, Pune – 411014

We have performed the following procedures agreed with you vide engagement letter dated July 21, 2022, in connection with the proposal of Quick Heal Technologies Limited ('Company') to buy-back its shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act) read with Rule 17 of Companies (Share Capital and Debentures) Rules 2014 ('the Rules') and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 ('the Regulation'), approved by the Board of Directors of the Company at the Board Meeting held on July 21, 2022.

Board of Directors Responsibility for the statement

The preparation of the Statement of determination of the amount of permissible capital payment for the buyback in accordance with proviso to Section 68(2)(c) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes design, implementation and maintenance of control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The Board of Directors are responsible to make full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of the board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback and such declaration has been signed by at-least two directors.

Auditor's Responsibility

Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":

- i) Whether the amount of capital payment for the buyback is within the permissible limit and computed in accordance with the provision of Section 68 of the Act;
- ii) Whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Regulation, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback; and
- iii) Whether, we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as of any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

The standalone and consolidated financial statements as at March 31, 2022, have been audited by us, on which we issued an unmodified audit opinion vide our reports dated May 5, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

We have been provided with the following documents:

- a) Audited standalone and consolidated financial statement of the Company for the year ended March 31, 2022.
- b) Board Resolution for approval of buyback of shares and approval of declaration of Directors in terms of section 68(6) of Companies Act, 2013 dated July 21, 2022.
- c) Calculation of permissible amount of buy back of securities as per section 68 of the Act.
- d) Affidavit verifying the declaration of solvency dated July 21, 2022 stating that Company shall not be rendered insolvent within a period of one year from the date as per the provision of the Act read with the Rules and the Regulation.
- e) Article of Association of the Company.
- f) Calculation of debt to capital ratio.
- g) Bank confirmations regarding the outstanding debts, if any.

A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mentioned in Auditor's Responsibility paragraph above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement

- 1. Inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statement for the year ended March 31, 2022.
- 2. Examined authorization for buyback from the Article of Association of the Company.
- 3. With respect to the amount of permissible capital payment for buy back of shares, verified whether the same is within the limits as specified under Section 68 of the Act.
- 4. Examined the ratio of debt owned by the Company, if any, is not more than twice the capital and free reserves after such buyback, based on both, the audited standalone and consolidated financial statement of the Company as on March 31, 2022.
- 5. Examined the bank confirmations obtained.
- 6. Examined that all the shares for buyback are fully paid up.
- 7. Examined resolutions passed in the meetings of the Board of Directors for approval of buyback of shares and declaration of solvency by Directors.
- 8. Examined affidavit verifying the declaration of solvency dated July 21, 2022.

Opinion

Based on our examination and according to the information and explanation given to us, in our opinion

- 1. Statement of permissible capital payment towards buyback of shares as annexed to this report, has been properly determined in accordance with Section 68 of the Act and Regulation 4(i) of Regulations; and
- 2. The Board of Directors at their meeting held on July 21, 2022 have formed its opinion, as specified in clause (x) of Schedule I of the Regulation, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback, and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matter mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Our report is addressed to Board of Directors of the Company pursuant to the requirement of the Regulation solely to enable them to include it (a) in the explanatory statement to be included in the notice of AGM to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited and for providing to the Manager to the Buyback Offer, and should not be used by any other person or for any other purpose. This report may not be useful for any other purpose. MSKA & Associates shall not be liable to the Company or any other concerned, for any claims, liabilities or expenses relating to this assignment. This report relates only to the items specified above.

For MSKA & Associates Chartered Accountants ICAI Firm Registration No. 105047W

SD/-

Nitin Manohar Jumani Partner Membership No. 111700 UDIN: 22111700ANKGOR5667

Place: Pune

Date: July 21, 2022

Encl: Statement of permissible capital payment

Statement of permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2) of the Act

(Amount in INR Crores)

Particulars	As at March 31, 2022			
	Standalone	Consolidated		
Equity Share Capital	58.01	58.01		
Total (A)	58.01	58.01		
Retained Earnings	501.70	502.9		
Securities Premium Account	2.30	2.3		
General reserves	45.03	45.03		
Total Free Reserves (B)	549.03	550.23		
Grand Total (A+B)	607.04	608.24		
Maximum amount of capital payment permissible for the buy back-back of equity shares in accordance with Section 68(2) of the Act (25% of paid up equity capital and free reserves)	151.76	152.06		

Notes:

- 1. Calculation in respect of Permissible Capital payment for buy back is based on the audited standalone and consolidated financial statement for the year ended March 31, 2022.
- 2. Amalgamation reserve, capital redemption reserve, employee stock option reserve, reserve on fair value through other comprehensive income and foreign currency translation reserve has not been considered for the purpose of above computation.

For and on behalf of Quick Heal Technologies Limited SD/-

SD/-

Kailash Katkar Managing Director & Chief Executive Officer

Navin Sharma Chief Financial Officer

DIN Number: 00397191

Place: Pune

Place: Pune

Date: July 21, 2022

Date: July 21, 2022

<u>Unquote</u>