

QUICK HEAL TECHNOLOGIES LIMITED  
POLICY FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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### 1) Preamble and Objective

The Board of Directors (the “Board”) of Quick Heal Technologies Limited (the “Company”), adopts the “Policy for Inquiry of Leak or suspected Leak of UPSI” (the “**Policy**”) in compliance with the requirements of regulation 5 (9A) of Securities Exchange Board of India (Prohibition of Insider Trading) (Amendments) Regulations, 2018 (the “Regulations”) in order to establish a mechanism for initiating inquiries in case of leak or suspected leak of UPSI.

The Board of Directors of the Company shall appoint such authorised persons/ committee in order to conduct an internal inquiry into the leak of UPSI or suspected Leak of UPSI including but not limited to the items mentioned in **Annexure A** and will take appropriate actions against the suspect (s) who is responsible for the same.

### 2) Enforcement

The Policy shall come into force on April 1, 2019.

### 3) Definitions

- a) “Authorised persons/ Committee” means person(s) or committee as appointed by the Board of Directors of the Company in order to conduct an inquiry in case of leak of any UPSI or suspected leak of any UPSI.
- b) “Board” means The Securities and Exchange Board of India.
- c) "Board of Directors", in relation to a company, means the collective body of the directors of the Quick Heal Technologies Limited.
- d) "Unpublished Price Sensitive Information" or “UPSI” means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily include without limitation, information relating to the following: –
  - i) financial results;
  - ii) dividends;
  - iii) change in capital structure
  - iv) mergers, de-mergers, acquisitions, delisting, disposals, amalgamation, restructuring, arrangement, spin off and expansion of business and such other transactions;
  - v) changes in Key Managerial Personnel; and
  - vi) proposed changes in the general character or nature of its business; and
  - vii) litigation / dispute with a material impact.

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- e) "Suspect" means any person or group of persons, entities, intermediaries and/or fiduciaries against whom an inquiry has been initiated by the authorised persons/ committee pursuant to receipt of a complaint or *suo moto* inquiry, *as the case maybe*.

4) **Procedure for inquiry**

- i) The Authorised Person(s) or Committee shall, either *suo moto* or on receipt of a complaint regarding leak of UPSI or suspected leak of any UPSI, through authorised persons/ committee, shall initiate inquiry against such suspect by raising the issue to suspect concerned.
- ii) Suspects will normally be informed of the allegations at the outset of a formal inquiry and have opportunities for providing their inputs during the inquiry.
- iii) The authorised persons/ committee shall call for and inspect such suspect asking questions as to why such information leaked or suspected leakage and reasons therefor.
- iv) The Authorised Person(s) or Committee shall call for and inspect records, documents, electronic communication devices etc. as it deems fit, in order to conduct the inquiry in a phased manner.
- v) Suspects will be duty bound to co-operate with Authorised Person(s) or Committee during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- vi) The Authorised Person(s) or Committee shall independently inquire the issue and shall, if they found necessary, take the help of outside agencies to the extent required.
- vii) The Authorised Person(s) or Committee shall inquire chronology of events that relate to involvement of leak of UPSI.
- viii) The suspect shall be given an opportunity of being heard and the statements given by them shall be recorded and will be kept under the custody of the authorised persons/ committee till the inquiry is over.
- ix) The Authorised Person(s) or Committee shall prepare a report on its findings and submit the recommendations to the board of Directors of the Company.
- x) Unless there are compelling reasons not to do so, Suspect will be given a reasonable opportunity to respond to material findings contained in an inquiry report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is good evidence in support of the allegation.
- xi) If, on the recommendations of the Authorised Person(s) or Committee, the Board of Directors finds that there is no contravention of any of the provisions of the prevailing Regulations it shall dismiss the inquiry.
- xii) If, after hearing the recommendations of Authorised Person(s) or Committee, the Board of Directors find that there are sufficient evidences against the suspect it shall promptly inform the SEBI Board about the leaks, inquiries and results of such inquiries.

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- xiii) Suspect will have a right to be informed of the outcome of inquiry. If allegations are not sustained, the Suspect may be consulted as to whether the results of inquiry should be made public or not.
- xiv) If an inquiry has been initiated by the Authorised Person(s) or Committee in case of leak of UPSI or suspected leak of UPSI, the relevant intermediaries and fiduciaries shall co-operate with the Board of Directors in connection with such inquiry conducted by the Board of Directors.
- xv) The Company has in place a Whistle-blower Policy in order to report instances of leak of UPSI or suspected leak of UPSI.
- xvi) The process of inquiry should be guided with principal of a neutral fact-finding process, free from any malicious or envious intention.
- xvii) All persons concerned to the inquiry, shall have a responsibility not to interfere with the inquiry. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by anybody.
- xviii) The inquiry should be completed normally within 45 days of the receipt of the complaint or *suo moto* initiation of inquiry, as the case may be. However, in requisite exceptional circumstances, the said period of 45 days may be extended with discretion of the Board of Directors.

## 5) Amendments

All amendments to the policy would be subject to approval by board of Company except in case the amendment in the policy is necessitated on account of change in the applicable law.

## 6) Interpretation

All capitalised terms used in this policy but not defined herein shall have the meaning ascribed to such term in the Act, and the applicable SEBI regulations, as amended from time to time.

In the event of any conflict between the clauses of this policy and the provisions of any statutory enactment or any rules or regulations made thereunder, such provisions shall prevail over the clauses of this policy.

## Annexure A

### **Illustrative list of events and matters of which the information shall be construed as UPSI until published by the board of the Company**

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation- For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
  - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
    - (a) the listed entity holds shares or voting rights aggregating to five percent or more of the shares or voting rights in the said company, or;
    - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
  3. Revision in Rating(s).
  4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
    - a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
    - b) any cancellation of dividend with reasons thereof;
    - c) the decision on buyback of securities;
    - d) the decision with respect to fund raising proposed to be undertaken
    - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
    - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
    - g) short particulars of any other alterations of capital, including calls;
    - h) financial results;
    - i) decision on voluntary delisting by the listed entity from stock exchange(s).

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5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;
16. change in capital structure including issuance of ADRs, GDRs or any other Securities issued abroad;
17. mergers, de-mergers, acquisitions, delisting, disposals, amalgamation, restructuring, arrangement, spin off and expansion of business and such other transactions;
18. proposed changes in the general character or nature of its business;
19. litigation/dispute with a material impact; and
20. material events in accordance with the listing agreement.

Any other matter as may deem fit to the Board of Directors of the Company.