

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

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

NOTICE OF POSTAL BALLOT

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

Dear Shareholder(s),

Notice is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**"), the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), the Ministry of Corporate Affairs ("**MCA**") General Circulars No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively ("**MCA Circulars**"), and other applicable laws and regulations, the Resolution appended below are proposed to be passed by the Shareholders of the Company by way of Postal Ballot only through voting by electronic means ("**remote e-voting**").

In view of the outbreak of COVID-19 pandemic requiring social distancing, the MCA has in terms of the above MCA Circulars advised the companies to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. The MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by postal ballot up to December 31, 2022.

This Postal Ballot Notice is being sent by electronic mode (by e-mail) to all Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on Wednesday, November 23, 2022 ("**cut-off date**") and who have registered their e-mail addresses with the Company or Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company ("**Link Intime**") or the Depository Participant(s).

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

The e-voting period commences on **Saturday, November 26, 2022 (9:00 a.m. IST)** and ends on **Sunday, December 25, 2022 (5:00 p.m. IST)**

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

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

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

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

SPECIAL BUSINESS

- 1. TO APPROVE CONTINUATION TO HOLD OFFICE BY MR. BHUSHAN NILKANTH GOKHALE, INDEPENDENT DIRECTOR OF THE COMPANY, CONSEQUENT TO HIM ATTAINING THE AGE OF 75 YEARS W.E.F DECEMBER 25, 2022.**

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

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time and as per regulation 17(1A) of SEBI Listing regulations and on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to continue to hold office by Mr. Bhushan Nilkanth Gokhale (DIN: 01493276) as an Independent Director of the Company w.e.f December 25, 2022 till his current tenure of appointment which ends on August 11, 2025, notwithstanding that he will attain 75 years of age on December 25, 2022 on the terms and conditions including remuneration as may be approved by the Board and/or Shareholders from time to time.

RESOLVED FURTHER THAT Mr. Kailash Katkar, Managing Director & CEO, Mr. Sanjay Katkar, Joint Managing Director & CTO and A. Srinivasa Rao, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things, execute all such documents, and take all such steps as may be necessary, proper or expedient including seeking all necessary approvals to give effect to this resolution.”

By Order of the Board

For Quick Heal Technologies Limited

Sd/-

Kailash Katkar

Managing Director & CEO

(DIN 00397191)

Date: November 23, 2022

Place: Pune

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("**the SEBI Listing Regulations**").
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on November 23, 2022. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) or the email addresses registered with the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Shareholders may note that this notice is also available on the website of the Company (www.quickheal.co.in) as well as on Link Intime's website <https://instavote.linkintime.co.in/>. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on November 23, 2022, will be considered for the purpose of voting/remote e-voting.
3. Resolution passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
4. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on November 23, 2022 ("**Cut-Off Date**"). Only those shareholders whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. A person who is not a shareholder on the Cut-Off Date should treat this notice for information purpose only.
5. In compliance with the provisions of Section 108 and 110 of the Act read with the rules made thereunder, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to its Shareholders, holding equity shares in physical or dematerialized form, as on the Cut-Off Date, being November 23, 2022, to exercise their right to vote by electronic means on the businesses specified in the accompanying Notice through the electronic voting service facility arranged by Link Intime. The instructions for remote e-voting are annexed to this Postal Ballot Notice.
6. A shareholder cannot exercise his vote by proxy on Postal Ballot.
7. The Scrutinizer will submit his report to the Managing Director or any other person authorized by him after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Managing Director of the Company or any other person authorized by him **on or before 1700 hours IST on December 27, 2022** at the Registered Office of the Company. The result of the voting will also be displayed on the website of the Company (www.quickheal.co.in), besides being communicated to the Stock Exchanges.
8. The resolution(s), if passed by the requisite majority shall be deemed to have been passed on December 25, 2022, i.e. the last date specified for receipt of remote e-voting.
9. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company between 10:00 a.m. and 4:00 p.m. IST on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.
10. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on November 23, 2022, only shall be entitled to avail the facility of remote e-voting.
11. Contact details of the person responsible to address the queries/grievances connected with the voting by by electronic means are as under:-
 - i) Mr. A. Srinivasa Rao, Company Secretary, Quick Heal Technologies Limited, Marvel Edge, Office No. 7010 C & D, 7th Floor, Viman Nagar, Pune - 411 014; Email: cs@quickheal.co.in; or
 - ii) Mr. Jayavant B Bhavne, Scrutinizer, Email: jbbhave@gmail.com.

12. Procedure and instructions relating to e-voting:

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

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

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

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

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.• If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none">• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e.

	<p>NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <ul style="list-style-type: none"> • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired

	<p>option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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Institutional shareholders:

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

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

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case shareholders/ members are having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

❖ **General Guidelines for shareholders:**

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

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

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

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

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

Item No 1

In terms of regulation 17(1A) of SEBI Listing Regulations, no company shall continue the directorship of a person who has attained the age of 75 years, as Non- Executive Director unless it is approved by the members by passing a special resolution. Mr. Bhushan Nilkanth Gokhale (DIN: 01493276) will attain the age of 75 years on December 25, 2022 and it is proposed to obtain approval of shareholders by way of special resolution in terms of the regulation 17(1A) of SEBI Listing Regulations for continuation of his directorship as an Independent Director for his current term upto August 11, 2025.

Mr. Bhushan Nilkanth Gokhale, was appointed as an Independent Director of the Company by the shareholders in their meeting held on August 06, 2021 for a period of 5 years commencing from August 12, 2020 to August 11, 2025. The Nomination and Remuneration Committee vide its resolution dated October 18, 2022 passed through circulation and the Board of Directors at their meeting held on October 19, 2022 recommended to continue to hold office by Mr. Bhushan Nilkanth Gokhale as an Independent Director notwithstanding that he will attain 75 years of age on December 25, 2022.

The Company has received a declaration from Mr. Bhushan Nilkanth Gokhale confirming that he meets the criteria of independence under Act and Listing Regulations. Further, the Company has also received Mr. Bhushan Nilkanth Gokhale's consent to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board of Directors, Mr. Bhushan Nilkanth Gokhale fulfils the conditions specified in the Act and the rules made thereunder, for continuation of his directorship as an Independent Director of the Company and is independent of the management. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Bhushan Nilkanth Gokhale to be ratified as an Independent Director as per the provisions of the Act.

Mr. Gokhale had actively participated in the meetings and gave timely inputs on the business transacted. He adhered to the ethical standards & code of conduct of the Company and disclosed his non- independence as and when it exists and also disclosed his interest. He raised valid concerns to the Board and contributed to resolution of issues at meetings. He has good Interpersonal relations with other directors and management. He understands the Company's business and the external environment in which it operates and contributes to strategic decisions.

A brief profile of Mr. Bhushan Nilkanth Gokhale, Independent Director of the Company, is given below:

Mr. Gokhale was a Graduate of the Defence Services Staff College, M.Sc., Fellow of the Aeronautical Society of India. Upon his retirement as Vice Chief of Air Staff in 2007, Air Marshal (Retd) Bhushan Nilkanth Gokhale [PVSM, AVSM, VM] has served various prestigious roles. He was appointed as the Independent Security Advisor in the Ministry of Home Affairs. He has served as Consultant to the Principle Scientific Adviser to the Government of India and Defence Research & Development Organisation (DRDO). Mr Gokhale was also a part of the National Security Council and a visiting Member to the Union Public Service Commission (UPSC). Moreover, he has served as a nominated Member on the Boards of two Defense PSUs, namely Bharat Electronics Limited and Bharat Dynamics Limited New Delhi. Presently, he is acting as an Independent Director on the Board of Mahratta Chamber of Commerce, Industries and Agriculture (MCCIA).

Some of the other notable roles include Member of the All India Council for Technical Education (Western Region); Founder and Trustee of Pune International Centre; Chairman, Civil Aviation

Committee at MCCIA and Director of Centre for Advanced Strategic Studies, Pune. He has also been honoured as Paul Harris Fellow by the Rotary Foundation. Air Marshal Gokhale is the Chairman of the Maharashtra Education Society and Maharashtra Mandal Education Society. He has also served on the Governing Councils of Deccan College, Pune and the Defence Institute of Advanced Technology, Khadakwasla, Pune. He is presently a member of Symbiosis Planning and Monitoring Board and on the Governing Council of Symbiosis Institute of Management Studies

None of the Directors, except Mr. Bhushan Nilkath Gokhale, and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution and Board recommends the Special resolution for approval of members.

Annexure to the Notice

Details of Directors seeking continuation of appointment through the postal ballot process

Particulars	Mr. Bhushan Nilkanth Gokhale
Date of Birth	December 25, 1947
Date of Appointment	August 12, 2020
Qualifications	Graduate of the Defence Services Staff College, M.Sc. Fellow of the Aeronautical Society of India
Expertise in specific functional areas	Strategy, General Management, Administration, Human Resources
Number of shares held in the Company	Nil
List of directorships held in other companies *	Mahratta Chambers of Commerce Industries and Agriculture
Number of Board Meetings attended during FY 2022-2023	3 of 3
Chairperson/Member in the Committees of the Boards of companies in which she/he is a director	Chairperson in Stakeholder & Relationship Committee and member in Audit Committee
Relationships directors inter se	None
Remuneration last drawn during FY 2022-23 (Including sitting fee & commission)	₹ 0.21 million

**Based on disclosures received from the Independent Director.*

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

Sd/-

Kailash Katkar
Managing Director & CEO
(DIN 00397191)

Date: November 23, 2022

Place: Pune