

COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY IN THE EXTRA ORDINARY GENERAL MEETING HELD ON THURSDAY, 10TH JUNE, 2010 AT THE REGISTERED OFFICE OF THE COMPANY AT 11:00 AM

“RESOLVED THAT pursuant to provisions of Companies Act, 1956, the Memorandum and Articles of Association of the Company and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the board” which term shall be deemed to include any committee, including the compensation committee, which the board has constituted to exercise its powers, including powers conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any director of the Company, whether wholtime or otherwise, options exercisable into not more than 1,85,000 Equity Shares of the Company under ESOP 2010 and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority, each option would be exercisable for one Equity Share of a face value of Rs. 10 each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 1,85,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

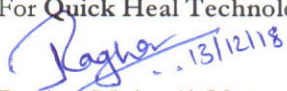
RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the employee stock option scheme and such equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 per equity shares bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company and any other applicable laws.

CERTIFIED TRUE COPY

For Quick Heal Technologies Limited


Raghav Mulay (ACS-25793)
Company Secretary



COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY IN THE EXTRA ORDINARY GENERAL MEETING HELD ON WEDNESDAY, 26TH FEBRUARY, 2014 AT THE CORPORATE OFFICE OF THE COMPANY AT 04:00 PM

"RESOLVED THAT pursuant to provisions of Companies Act, 1956 or any amendment thereof, the Memorandum and Articles of Association of the Company and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the board" which term shall be deemed to include any committee, including the compensation committee, which the board has constituted to exercise its powers, including powers conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any director of the Company, whether wholetime or otherwise, options exercisable into not more than 50,000 Equity Shares of the Company under ESOP 2014 and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority, each option would be exercisable for one Equity Share of a face value of Rs. 10 each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 50,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

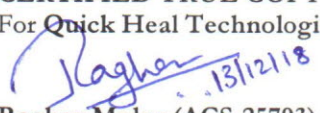
RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the employee stock option scheme and such equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 per equity shares bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956 or any amendment thereof, the Memorandum and Articles of Association of the Company and any other applicable laws.

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For Quick Heal Technologies Limited


Raghav Mulay (ACS-25793)
Company Secretary

