

Regd. Office: Marvel Edge, Office No. 7010 C & D, 7th Floor,
Opposite Neco Garden Society, Viman Nagar, Pune 411014.
Tel: +91 20 66813232 | Email: info@quickheal.com
CIN - L72200MH1995PLC091408

Ref No.: QHTL/Sec/SE/2021-22/03

April 19, 2021

The Manager,
Corporate Services,
BSE Limited,
14th floor, P J Towers, Dalal Street,
Mumbai – 400 001
Ref: Security ID: QUICKHEAL
Security Code: 539678

The Manager,
Corporate Services,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Symbol: QUICKHEAL
Series: EQ

Dear Sir/Madam,

Sub: Results of the Postal Ballot and E-voting

In continuation to our letter dated March 10, 2021, titled 'Outcome of Board Meeting' please find enclosed;

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. Report of Scrutinizer dated April 19, 2021. The resolutions in the postal ballot notice have been deemed to be approved and passed on April 18, 2021 which is the last date of receipt of postal ballot forms.

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

The voting results along with the scrutinizer's report will also be made available on the Company's website at www.quickheal.co.in.

As permitted, this letter is being submitted under Sd/- mode due to work from home as per the Government advisory on Covid-19 and as a part of safety measure.

Please acknowledge receipt of this intimation.

**Thanking you
For Quick Heal Technologies Limited**

Sd/-

**A. Srinivasa Rao
Company Secretary**

April 19, 2021

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

Sub: Remote E-voting and Voting by physical postal ballot

Dear Mr. Kailash Katkar,

I refer to my appointment as Scrutinizer to conduct the Voting Process (including Remote E-voting and Voting by postal ballot) in respect of the following Special Resolution contained in the notice given pursuant to the provisions of Section 110 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 on Wednesday, March 10, 2021:

SPECIAL RESOLUTIONS:

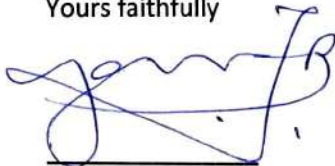
1. Approval for Buyback of Equity Shares of the Company.
2. Approval of Quick Heal Technologies Limited Employees Stock Options Scheme – 2021

I now enclose the following:

- a. My report to the Chairman of the Company on the result of the Voting Process (including remote E-voting and Voting by postal ballot).
- b. The register showing the e-voting registered on the <https://instavote.linkintime.co.in> e-voting system and voting by postal ballots in respect of the said resolution.

You are requested to take the same on record and acknowledge.

Thanking you
Yours faithfully



Jayavant B Bhave
FCS 4266 CP 3068
Scrutinizer appointed for the
Voting process by the Board of Directors



Encl: As above

SCRUTINIZER'S REPORT

**[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014]**

April 19, 2021

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

**Sub: Report of Scrutinizer on Voting Process carried out through Postal Ballot ("remote E-voting")
conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the
Act') read with Companies (Management and Administration) Rules, 2014**

Dear Sir,

The Board of Directors of Quick Heal Technologies Limited ('the Company') issued the postal ballot notice dated March 15, 2021 (Hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolution as set out in the notice through Postal Ballot ("remote e-voting"); as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhavé, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on March 10, 2021 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of remote e-voting; in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice and reproduced herein below:



SPECIAL RESOLUTIONS

1. APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Article 9 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014, as amended, and the Companies (Management and Administration) Rules 2014, as amended and to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”), including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (“SEBI”), the stock exchanges on which the equity shares of the Company are listed (the “Stock Exchanges”) and other authorities, institutions or bodies (the “Appropriate Authorities”) while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) and on the terms and conditions set out in the explanatory statement (which may be modified based on regulatory requirements), the approval of the shareholders be and is hereby accorded for the buyback by the Company of up to 6,326,530 fully paid-up equity shares of ₹ 10/- (Rupees ten only) each of the Company (“Equity Shares”) (representing up to 9.85% 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, 2020) at a price of ₹ 245/- (Rupees two hundred and forty five only) per Equity Share (“Buyback Price”) payable in cash for an aggregate amount of up to ₹ 1,550 million (Rupees one thousand five hundred and fifty million only) (“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), which is 24.09% and 24.24% 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, 2020, respectively, on a proportionate basis through the “tender offer” route as prescribed under the Buyback Regulations, from all the shareholders who hold Equity Shares as of the record date (“Buyback”).

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



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

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

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

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



Stock Exchanges, Registrar of Companies, Depositories and/or other regulators and statutory authorities as may be required from time to time.

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

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

2. APPROVAL OF QUICK HEAL TECHNOLOGIES LIMITED EMPLOYEES STOCK OPTIONS SCHEME – 2021

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Quick Heal Technologies Limited Employees Stock Options Scheme – 2021 (“Scheme”) and the Board of Directors of the Company (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, Employee Stock Options (“Options”) not exceeding 2,000,000 (two million) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole time Director or not but excluding Independent Director, Non – Executive Directors of the Company and its Subsidiary Company(ies) (In India or Outside India) but excluding an Employee who is a Promoter



or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time ("Eligible Employees"), exercisable into 2,000,000 (two million) equity shares of face value ₹ 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."



I hereby submit my report on the Special Resolutions proposed in the postal ballot notice as under:

1. The members of the company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the Cut-off date i.e. March 12, 2021 were entitled to vote on the Special Resolutions in the notice.
2. The postal ballot notice along with the postal ballot form was mailed electronically to the members who had registered their emails with the depositories. In other cases, the company has dispatched postal ballot notice along with the postal ballot forms and postage prepaid self-addressed business reply envelopes on Friday, March 19, 2021.
3. The Company has published on Saturday March 20, 2021 an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English) and Dainik Prabhat (Marathi).
4. The votes exercised through e-voting facility from Saturday, March 20, 2021 (9.00 a.m. IST) till Sunday, April 18, 2021 (5.00 p.m. IST); and all postal ballot forms received till 5:00 PM on Sunday, April 18, 2021; being the last date for receipt of postal ballot forms and remote e-voting; were considered for my scrutiny. The envelopes containing postal ballot forms; if any, received after 5:00 PM on Sunday, April 18, 2021 were not considered for my scrutiny.
5. After the closure of Voting period on Sunday, April 18, 2021, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
6. The details containing list of the shareholders who cast their votes electronically on the resolution; was downloaded from the e-voting system of LIPL [Link Intime] (URL: <https://instavotelinkintime.co.in>). The postal ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. I have scrutinized, downloaded and counted the votes cast through remote e-voting facility and votes casted by postal ballots; for the purpose of this report.
8. The particulars of votes casted through remote e-voting facility and Votes casted by postal ballots have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
9. No member has voted through Remote e-voting as well as postal ballot.



10. The results of voting are as under:-

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

Resolution No. 1- APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY

i. Voting by Postal Ballot

Resolution No	Resolution	Votes In favour	Percentage Votes in favour	Votes Against	Percentage Votes Against	Total Votes Cast/ Number of Ballots	Invalid Votes / No. of Ballots	Total Votes Polled/ Number of Ballots
1	Approval for Buyback of Equity Shares of the Company	4545	97.0117	140	2.9883	4685	0	4685
	No. of Securities	4545	97.0117	140	2.9883	4685	0	4685
	No. of Ballots	42	93.3333	3	6.6667	45	0	45

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

Resolution No	Resolution	Votes In favour	Percentage Votes in favour	Votes Against	Percentage Votes Against	Total Votes Cast/ Number of Ballots	Invalid	Total Votes Polled/ Number of Ballots
1	Approval for Buyback of Equity Shares of the Company.	46812810	99.9999	505	0.0001	46813315*	0	46813319**
	No. of Securities	46812810	99.9999	505	0.0001	46813315*	0	46813319**
	No. of Ballots	92	90.1961	10	9.8039	102*	0	103**

*Includes 1 folio holding 5 shares has voted for 1 share only

**Includes 1 folio who has not voted on Resolution No. 1



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

Resolution No	Resolution	Votes In favour	Percentage Votes in favour	Votes Against	Percentage Votes Against	Total Votes Cast/ Number of Ballots	Invalid	Total Votes Polled/ Number of Ballots
1	Approval for Buyback of Equity Shares of the Company.	46817355	99.9986	645	0.0014	46818000*	0	46818004**
	No. of Securities	46817355	99.9986	645	0.0014	46818000*	0	46818004**
	No. of Ballots	134	91.1565	13	8.8435	147*	0	148**

*Includes 1 folio holding 5 shares has voted for 1 share only

**Includes 1 folio who has not voted on Resolution No. 1

Resolution No. 2- APPROVAL OF QUICK HEAL TECHNOLOGIES LIMITED EMPLOYEES STOCK OPTIONS SCHEME – 2021

i. Voting by Postal Ballot

Resolution No	Resolution	Votes In favour	Percentage Votes in favour	Votes Against	Percentage Votes Against	Total Votes Cast/ Number of Ballots	Invalid Votes / No. of Ballots	Total Votes Polled/ Number of Ballots
2	Approval of Quick Heal Technologies Limited Employees Stock Options Scheme – 2021	2862	84.0282	544	15.9718	3406	0	4685*
	No. of Securities	2862	84.0282	544	15.9718	3406	0	4685*
	No. of Ballots	33	84.6154	6	15.3846	39	0	45*

*Includes 6 folios who have abstained from Voting for 1279 Shares



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

Resolution No	Resolution	Votes In favour	Percentage Votes in favour	Votes Against	Percentage Votes Against	Total Votes Cast/ Number of Ballots	Invalid	Total Votes Polled/ Number of Ballots
2	Approval of Quick Heal Technologies Limited Employees Stock Options Scheme – 2021	46810339	99.9974	1212	0.0026	46811551*	0	46811554**
	No. of Securities	46810339	99.9974	1212	0.0026	46811551*	0	46811554**
	No. of Ballots	82	82.0000	18	18.0000	100*	0	103**

*Includes 1 folio holding 5 shares has voted for 2 shares only

**Includes 2 folios who have not voted on Resolution No. 2

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

Resolution No	Resolution	Votes In favour	Percentage Votes in favour	Votes Against	Percentage Votes Against	Total Votes Cast/ Number of Ballots	Invalid	Total Votes Polled/ Number of Ballots
2	Approval of Quick Heal Technologies Limited Employees Stock Options Scheme – 2021	46813201	99.9963	1756	0.0037	46814957*	0	46816239**
	No. of Securities	46813201	99.9962	1756	0.0038	46814957*	0	46816239**
	No. of Ballots	115	82.7338	24	17.2662	139*	0	148**

*Includes 1 folio holding 5 shares has voted for 2 shares only

**Includes 2 folios who have not voted on Resolution No. 2 and 6 folios who have abstained from Voting for 1279 Shares



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

Resolution No. 1

Resolution Required: (Special)		1 - Approval for Buyback of Equity Shares of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	46762345	46762345	100.00	46762345	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		46762345	100.00	46762345	0	100.00	0
Public Institutions	E-Voting	18310	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	17424713	50970	0.2925	50465	505	99.0092	0.9908
	Poll		0	0	0	0	0	0
	Postal Ballot		4685	0.0269	4545	140	97.0117	2.9883
	Total		55655	0.3194	55010	645	98.8411	1.1589
Total		64205368	46818000	72.9191	46817355	645	99.9986	0.0014



Resolution No. 2

Resolution Required: (Special)			1 - To approve Quick Heal Technologies Limited Employees Stock Options Scheme – 2021.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	46762345	46762345	100.00	46762345	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		46762345	100.00	46762345	0	100.00	0
Public Institutions	E-Voting	18310	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	17424713	49206	0.2824	47994	1212	97.5369	2.4631
	Poll		0	0	0	0	0	0
	Postal Ballot		3406	0.0195	2862	544	84.0282	15.9718
	Total		52612	0.3019	50856	1756	96.6624	3.3376
Total		64205368	46814957	72.9144	46813201	1756	99.9962	0.0038

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

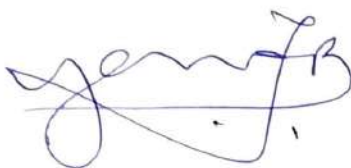


Result:

The Special resolutions having secured requisite majority of votes, the resolution number 01 and 02 may be considered to have been passed as Special Resolutions.

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

Thanking You,
Yours faithfully,



Jayavant B Bhave
FCS 4266 CP 3068
Scrutinizer appointed for the
Voting process by the Board of Directors
UDIN: F004266C000132702
PR. No. 486/2016

Date: April 19, 2021
Place: Pune

We understand that the votes were unblocked from the e-voting website of LIPL i.e. <https://instavote.linkintime.co.in/> in our presence at 5:37 p.m. on Sunday, April 18, 2021.



Chinmay Lele



Ruchi Bhave

Vinav Agarwal

Authenticated through
Leegality.com (gtuM1X2)
Vinav Agarwal
Date: Mon Apr 19 20:57:31 IST
2021

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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY POSTAL BALLOT/ E-VOTING BY QUICK HEAL TECHNOLOGIES LIMITED ON SUNDAY APRIL 18, 2021 AT MARVEL EDGE, 7010, C & D, 7TH FLOOR, VIMAN NAGAR, PUNE – 411014

1. APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Article 9 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014, as amended, and the Companies (Management and Administration) Rules 2014, as amended and to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”), including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (“SEBI”), the stock exchanges on which the equity shares of the Company are listed (the “Stock Exchanges”) and other authorities, institutions or bodies (the “Appropriate Authorities”) while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) and on the terms and conditions set out in the explanatory statement (which may be modified based on regulatory requirements), the approval of the shareholders be and is hereby accorded for the buyback by the Company of up to 6,326,530 fully paid-up equity shares of ₹ 10/- (Rupees ten only) each of the Company (“Equity Shares”) (representing up to 9.85% 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, 2020) at a price of ₹ 245/- (Rupees two hundred and forty five only) per Equity Share (“Buyback Price”) payable in cash for an aggregate amount of up to ₹ 1,550 million (Rupees one thousand five hundred and fifty million only) (“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), which is 24.09% and 24.24% 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, 2020, respectively, on a proportionate basis through the “tender offer” route as prescribed under the Buyback Regulations, from all the shareholders who hold Equity Shares as of the record date (“Buyback”).

RESOLVED FURTHER THAT all of the shareholders of the Company will be eligible to participate in the Buyback, including promoters and promoter group of the Company (including members thereof)

and persons in control (including persons acting in concert), who hold Equity Shares as of the record date (the "Record Date") to be subsequently decided by the Board or a committee of the Board.

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

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

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

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

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

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

**//Certified True Copy//
For Quick Heal Technologies Limited**

**A Srinivasa
Rao**

Digitally signed by A Srinivasa Rao
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**A. Srinivasa Rao
Company Secretary**

**Date: April 19, 2021
Place: Pune**

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY POSTAL BALLOT/ E-VOTING BY QUICK HEAL TECHNOLOGIES LIMITED ON SUNDAY APRIL 18, 2021 AT MARVEL EDGE, 7010, C & D, 7TH FLOOR, VIMAN NAGAR, PUNE – 411014

1. APPROVAL OF QUICK HEAL TECHNOLOGIES LIMITED EMPLOYEES STOCK OPTIONS SCHEME – 2021

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Quick Heal Technologies Limited Employees Stock Options Scheme – 2021 (“Scheme”) and the Board of Directors of the Company (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, Employee Stock Options (“Options”) not exceeding 2,000,000 (two million) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole time Director or not but excluding Independent Director, Non – Executive Directors of the Company and its Subsidiary Company(ies) (In India or Outside India) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (“**Eligible Employees**”), exercisable into 2,000,000 (two million) equity shares of face value ₹ 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**//Certified True Copy//
For Quick Heal Technologies Limited**

**A Srinivasa
Rao**

**A. Srinivasa Rao
Company Secretary**

Digitally signed by A. Srinivasa Rao
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Date: 2021.04.19 19:26:36 +05'30'

**Date: April 19, 2021
Place: Pune**