

Ref. No.: QHTL/Sec/SE/2018-19/30

9th August, 2018

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

**Sub: - Report of the Scrutineer on Voting Process including remote e-voting and voting
by Physical Ballots at AGM Venue**

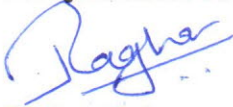
Dear Sir/Madam,

Please find enclosed herewith Report of the Scrutineer on voting process including remote e-voting and voting by Physical Ballots at AGM venue, for your records.

Please acknowledge the receipt.

Thanking you,

For Quick Heal Technologies Limited


Raghav Mulay
Company Secretary



Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd
Off Bangalore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

Report of Scrutinizer on Remote E-Voting and Voting by Poll at AGM Venue
[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014]

August 8, 2018

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

Dear Sir,

Sub: Report on Scrutinizer on Voting Process [including Remote E-voting and Voting by Poll at AGM Venue] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

The Board of Directors of Quick Heal Technologies Limited ('the Company') have vide resolution passed on May 10, 2018, decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of Twenty-Third Annual General Meeting ('AGM') held on Wednesday, August 8, 2018; by way of Voting by electronic means (Remote E-voting), and voting by Poll at AGM Venue; as required under the provisions of Section 108 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 May 10, 2018 as required under Section 108 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Remote E-Voting and Voting by Poll at AGM Venue; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Twenty- Third Annual General Meeting of the Company held on Wednesday August 8, 2018 and reproduced herein below:



Ordinary Resolutions:

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2018 together with the Reports of Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Shailesh Lakhani (DIN: 003567739) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. SRBC & Co. LLP, Chartered Accountants, [Firm Registration No. 324982E] as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
5. To appoint Ms. Priti Rao (DIN: 03352049) as independent director of company.
6. To appoint Mr. Manu Parpia (DIN: 00118333) as independent director of company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to Remote E-voting and voting by Poll at the AGM Venue. My responsibility as a scrutinizer for the Voting process is restricted to ensure that the Voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolutions, based on the reports generated from the E-Voting System provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide Remote E-voting facilities and engaged by the company for that purpose and Voting by the poll provided at the AGM Venue.

The Notice of AGM convening the Twenty-Third Annual General Meeting of the Company to be held at Ramee Grand Hotel and Spa, Plot No. 587/3, CST No. 1221/C, Apte Road, Shivajinagar, Pune - 411004 on August 8, 2018 at 11.00 a.m. was sent to the members of the Company



holding shares on the cut-off date i.e. August 1, 2018 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of Annual General Meeting.

In this regard, I submit my report as under:

1. Pursuant to the Section 109 of Companies Act 2013 and read with Rule 21 of Companies (Management and Administration) Rules, 2014 -
 - i. After the time fixed for closing of the poll by the Chairman Mr. Kailash Katkar, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
 - ii. The Locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the proxies lodged with the company.
 - iii. One poll paper which was found defective has been treated as invalid and kept separately.
2. The E-voting period remained open from Sunday 5th August, 2018 (12.01 A.M. IST) to Thursday 7th August, 2018 (5.00 P.M. IST). After the closure of AGM on Wednesday 8th August 2018, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who casted their votes electronically on each of the resolutions; were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>). I have scrutinized, downloaded and counted the Votes casted through Remote E-voting facility for the purpose of this report.



4. The particulars of votes casted through Remote E-voting and Votes casted by Poll at the venue of AGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.

5. The results of the Voting Process are as follows-

(a) The results based on Remote E-Voting facility is as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)	Invalid Votes (in %)
1	To receive, consider and adopt the audited financial statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2018 together with the Reports of Directors and Auditors thereon.	Ordinary	52812005	100	0	0	-	-
2	To declare Final Dividend on Equity Shares.	Ordinary	52812005	100	0	0	-	-
3	To appoint a Director in place of Mr. Shailesh Lakhani(DIN: 003567739) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	52811960	99.99	45	0.01	-	-
4	To ratify the appointment of Statutory Auditors	Ordinary	52676298	99.74	135707	0.26	-	-
5	To appoint Ms. Priti Rao (DIN: 03352049) as an independent director of the company	Ordinary	52707315	99.80	104660	0.20	-	-
6	To appoint Mr. Manu Parpia (DIN: 00118333) as an independent director of the company	Ordinary	52707315	99.80	104660	0.20	-	-



(b) The results of Voting by Poll at the venue of AGM; by the members attending the Annual General Meeting are as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)	Invalid Votes (in %)
1	To receive, consider and adopt the audited financial statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2018 together with the Reports of Directors and Auditors thereon	Ordinary	499	96.15	0	0	20	3.85
2	To declare Final Dividend on Equity Shares	Ordinary	499	96.15	0	0	20	3.85
3	To appoint a Director in place of Mr. Shailesh Lakhani(DIN: 003567739) who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary	499	96.15	0	0	20	3.85
4	To ratify the appointment of Statutory Auditors	Ordinary	499	96.15	0	0	20	3.85
5	To appoint Ms. Priti Rao (DIN: 03352049) as an independent director of the company.	Ordinary	499	96.15	0	0	20	3.85
6	To appoint Mr. Manu Parpia (DIN: 00118333) as an independent director of the company	Ordinary	499	96.15	0	0	20	3.85



c) The consolidated result of the Voting Process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)	Invalid Votes (in %)
1	To receive, consider and adopt the audited financial statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2018 together with the Reports of Directors and Auditors thereon	Ordinary	52812504	99.99	0	0	20	0.01
2	To declare Final Dividend on Equity Shares.	Ordinary	52812504	99.99	0	0	20	0.01
3	To appoint a Director in place of Mr. Shailesh Lakhani(DIN: 003567739) who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary	52812459	99.98	45	0.01	20	0.01
4	To ratify the appointment of Statutory Auditors	Ordinary	52676797	99.74	135707	0.25	20	0.01
5	To appoint Ms. Priti Rao (DIN: 03352049) as an independent director of the company	Ordinary	52707814	99.80	104660	0.19	20	0.01
6	To appoint Mr. Manu Parpia (DIN: 00118333) as an independent director of the company	Ordinary	52707814	99.80	104660	0.19	20	0.01



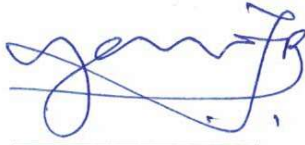
7. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

Result:

All the Six resolutions having secured requisite majority of votes, the resolutions number 01 to 06 may be considered to have been passed as Ordinary Resolutions.

The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking You,
Yours faithfully,



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



Date: August 8, 2018

Place: Pune

We understand that the votes were unblocked from the e-voting website of CDSL in our presence at 12.20 p.m. on Wednesday August 8, 2018.

H. B. Bhide
Himanshu Bhide

Akshay Joshi
Akshay Joshi