Quick Heal
Security Simplified

Quick Heal Technologies Ltd.

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

Ref. No.: QHTL/Sec/SE/2021-22/25 July 12, 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,

Subject: **Submission of Notice of the 26th Annual General Meeting**
Reference: **Our letter No. Ref No.: QHTL/Sec/SE/2021-22/24 dated July 12, 2021**

We have informed your office, vide our referred letter, that the 26th Annual General Meeting of the Company shall be held on Friday, August 06, 2021.

In continuation of the above letter and in compliance with 34(1) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we enclose herewith Notice of the 26th Annual General Meeting of the Company.

Today, Company has initiated the process of sending Notice through electronic mode to those shareholders whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 02, 2021.

The Company has uploaded the AGM Notice on its website https://www.quickheal.co.in/investors/annual-general-meetings.

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.

This is for your information and records.

Please acknowledge the receipt.

Thanking you.

For **Quick Heal Technologies Limited**

Sd/-

A. Srinivasa Rao
Company Secretary

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of **Quick Heal Technologies Limited** will be held on Friday, August 06, 2021 at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Financial Statements:**

   To receive, consider and adopt

   (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and the Auditors thereon; and

   (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon

2. **To declare Dividend on equity shares**:

   To declare a final dividend of ₹ 4/- per equity share of face value ₹ 10/- each for the year ended March 31, 2021.

3. **Appointment of Mr. Shailesh Lakhani as a director liable to retire by rotation**:

   To appoint a director in place of Mr. Shailesh Lakhani (DIN: 03567739), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr. Bhushan Nilkanth Gokhale as an Independent Director**:

   To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Bhushan Nilkanth Gokhale (DIN: 01493276), who was appointed as an Additional, Non-executive, Independent Director by the Board of Directors of the Company with effect from August 12, 2020 and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years up to August 11, 2025."

5. **Ratification of Remuneration of Cost Auditor:**

   To consider and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

   "RESOLVED THAT, pursuant to the provisions of section 148, Rule 3 of Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions, if any, of the Act read with rules made there under, as amended from time to time, the Members hereby ratify the remuneration of ₹ 73,500/- (Rupees Seventy Three Thousand Five Hundred) for FY 2021-22 plus applicable taxes and out of pocket expenses at actuals to the Cost Auditors M/s Bhavesh Marolia & Associates for conducting the audit of cost records maintained by the Company"

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

Sd/-
Kailash Katkar
Managing Director & CEO
(DIN: 00397191)

Place: Pune
Date: May 15, 2021

Registered Office:
Marvel Edge, Office No. 7010 C & D, 7th Floor, Viman Nagar, Pune- 411014CIN: L72200MH1995PLC091408
Tel: +91 20 66813232
E-mail id: cs@quickheal.co.in Website: www.quickheal.co.in

NOTICE (Contd.)

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated May 05, 2020, April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), LODR and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. The relevant details, pursuant to Regulations 26(4) and 36(3) of LODR and Secretarial Standards (SS) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

3. Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Special Business to be transacted as aforesaid is annexed hereto.

4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to jbbhave@gmail.com.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

9. The Register of Members and Share Transfer Books shall remain closed from Saturday July 31, 2021 to Friday, August 06, 2021 (both days inclusive), for the purpose of AGM.

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar of the Company (Link Intime).

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime.

12. Non-Resident Indian Members are requested to inform Link Intime, immediately of: a) Change in their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

13. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which Directors are Interested, as maintained under Section 170 and section 189 respectively of the Act will be available for inspection by the Members at AGM.

14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.quickheal.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intimehttps://instavote.linkintime.co.in

NOTICE (Contd.)

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

17. Procedure and instructions relating to e-Voting:

The voting period begins on August 03, 2021 at 12:01 AM (IST) and ends on August 05, 2021 at 5:00 PM (IST). During this period Members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 30, 2021 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.

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 09, 2020:

Pursuant to SEBI circular dated December 09, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	• 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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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	• 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. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.

NOTICE (Contd.)

Type of shareholders	Login Method
	• 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.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• 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.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ▶ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - **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). 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 option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link). 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.

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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 LIIPL 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 Scrutiniser to verify the same.

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

- o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- o 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.

Process and manner for attending the Annual General Meeting through InstaMeet

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in
   - ▶ Select the **"Company"** and **'Event Date'** and register with your following details: -
     - **A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
       - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
       - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
       - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

NOTICE (Contd.)

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. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

  Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on cs@quickheal.co.in.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutiniser/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

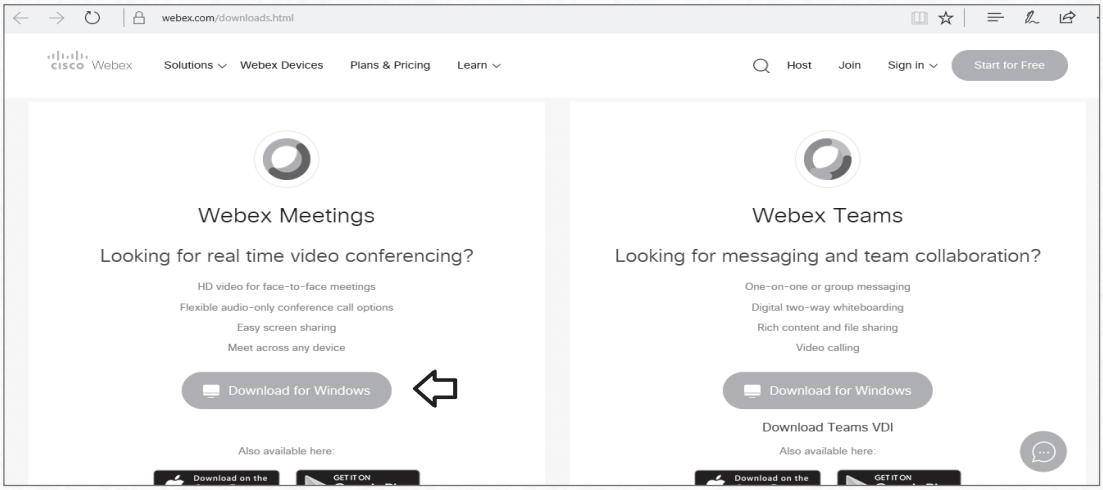
NOTICE (Contd.)

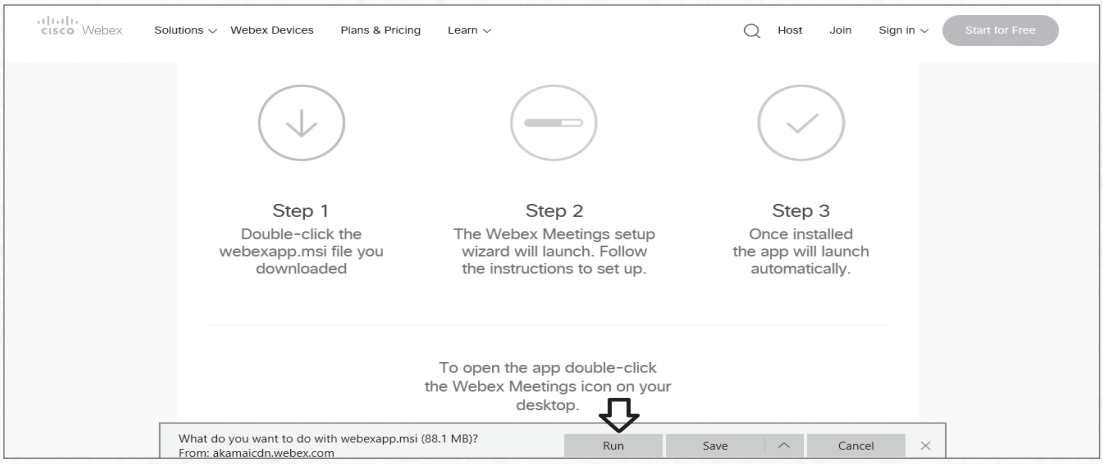
ANNEXURE

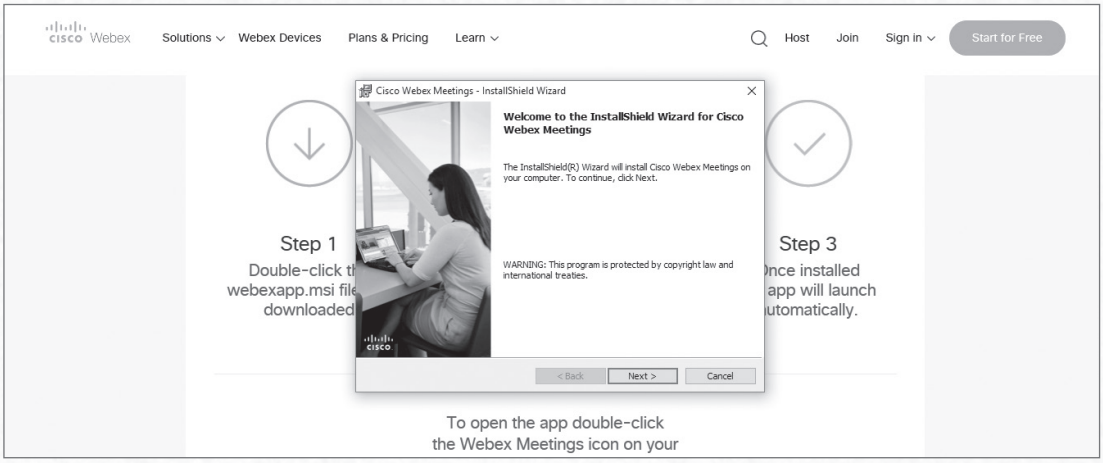
Guidelines to attend the AGM proceedings of Link Intime India Private Limited: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

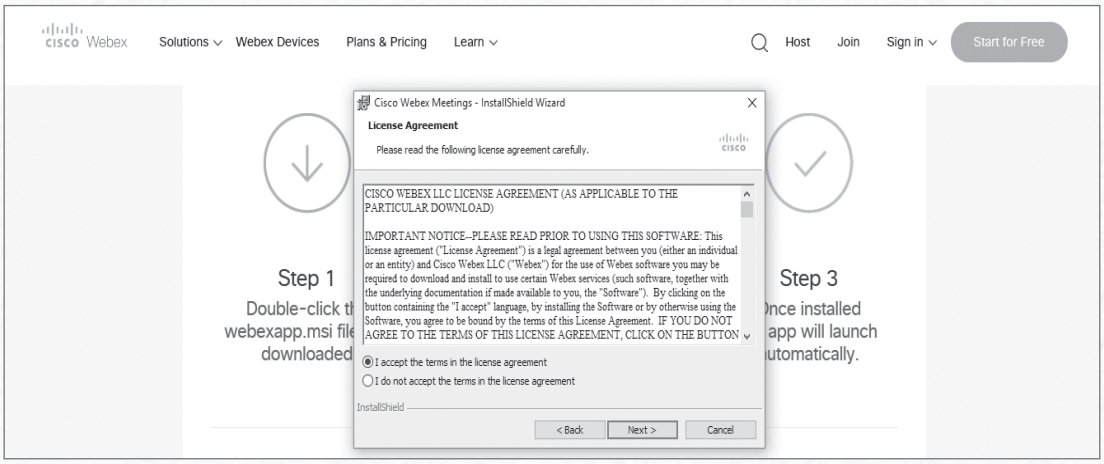
a) Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/



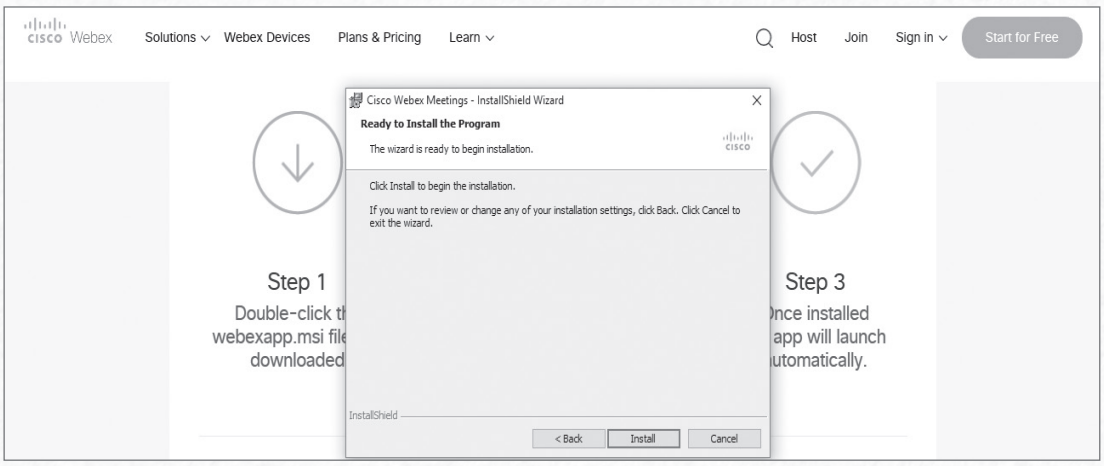




NOTICE (Contd.)



Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

NOTICE (Contd.)

Tax on Dividend

Final dividend for the financial year ended March 31, 2021, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Wednesday, August 11, 2021, to those members whose names appear on the Register of Members as on Friday, July 30, 2021.

Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.

Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.

Members holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participant(s) and shareholders holding shares in physical mode shall send a duly signed request letter to our RTA; Link Intime India Pvt. Limited, 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411001mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first shareholder on the original cancelled cheque, bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided.

In case the Company is unable to pay the dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants to such Member by post.

Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 01, 2020, shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of Members in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the valid documents submitted by them and accepted by the Company.

a. All Members are requested to ensure that the below information & details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the Depository Participant(s); or in case of shares held in physical form, with the RTA; Link Intime India Pvt. Limited, on or before the Record Date i.e. Friday, July 30, 2021.

   Please note that the following information & details, if already registered with the RTA and Depositories, as the case may be, will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

   I. Valid Permanent Account Number (PAN)*.

   II. Residential status as per the Income Tax Act i.e. Resident or Non-Resident for FY 2021-22.

   III. Category of the Member viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, Overseas Corporate Bodies, etc.

   IV. Email Address.

   V. Residential Address.

   **If the PAN is not as per the database of the Income-tax Portal, it would be considered as invalid PAN. Further as per the Notification of Central Board of Direct Taxes, individual shareholders are requested to link their Aadhar number with PAN.*

b. For Resident Shareholders, TDS is required to be deducted at the rate of 10% under Section 194 of the Income Tax Act, 1961 on the amount of dividend declared and paid by the Company in the financial year 2021-22 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% Section 206AA of the Income Tax Act, 1961.

   However, in case the dividend is not exceeding ₹ 5,000/- in a fiscal year to resident individual shareholder then no tax will be deducted from the dividend. If any resident individual shareholder is in receipt of Dividend exceeding ₹ 5,000/- in a fiscal year, entire dividend will be subject to TDS @ 10%.

   Even in the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.

NOTICE (Contd.)

c. For Non-resident shareholders [Including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)], the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 or 196D of the Income Tax Act, 1961, as the case may be. Further, as per Section 90 of the Income Tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them.

For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:

I. Self-attested copy of the PAN allotted by the Indian Income Tax authorities

II. Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident;

III. Self-declaration in Form 10F; and

IV. Self-declaration in the attached format certifying:

- Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2021-22;
- Shareholder is eligible to claim the beneficial Double Taxation Avoidance Agreement (DTAA) rate for the purposes of tax withholding on dividend declared by the Company;
- Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
- Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
- Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2021-22.

d. The draft of the aforementioned documents may also be accessed from the Company's website at https://www.quickheal.co.in/investors.

f. Submission of tax related documents: Resident Shareholders The aforesaid documents such as Form 15G/15H, documents under Sections 196, 197A, etc. can be uploaded on the link https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html on or before Friday, July 30, 2021 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post Friday, July 30, 2021 shall not be considered.

Shareholders can forward scanned copies of the documents mentioned above at the email id pune@linkintime.co.in **only in case they are unable to upload forms through the link**

Non-Resident Shareholders (Process for Resident and NRI should be one and the same.)

f. These documents should reach us on or before Friday, 30th July, 2021 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained post Friday, July 30, 2021.

g. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

h. We shall arrange to email the soft copy of TDS certificate at your registered email ID in due course, post payment of the dividend.

i. The Finance Act, 2021 has introduced Section 206AB of the Act w.e.f. July 01 2021, whereby tax would be required to be deducted at twice the applicable rate in respect of any sum or amount or income paid or payable or credited to a 'specified person'.

Further, the Act defined 'specified person' to mean:

- A person who has not filed returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted and the time for filing tax return under section 139(1) of the Act has expired for both these assessment years; and
- aggregate of tax deducted at source and tax collected at source in his/her case is ₹ 50,000/- or more in each of these two previous years.

However, the aforementioned withholding at higher rate shall not apply to a Non-Resident who does not have a Permanent Establishment / fixed base in India. Accordingly, a Non-Resident should submit a No Permanent Establishment declaration (as referred above).

NOTICE (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 4: APPOINTMENT OF INDEPENDENT DIRECTOR:

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution dated August 10, 2020 to appoint Mr. Bhushan Gokhale as an Additional, Non-Executive, Independent Director of the Company under the provisions of the Act w.e.f August 12, 2020. As per the said resolution, the term of appointment of Mr. Bhushan Gokhale expires on the date of this AGM. It is proposed to ratify the appointment of Independent Director for term of 5 years i.e. from August 12, 2020 to August 11, 2025, Pursuant to the provisions of Section 149 and other applicable provisions of the Act an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Bhushan Gokhale confirming that he meets the criteria of independence under Act and LODR. Further, the Company has also received Mr. Bhushan 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 Gokhale fulfils the conditions specified in the Act and the rules made thereunder, for his reappointment 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 Gokhale to be ratified as an Independent Director as per the provisions of the Act. Copy of draft letter of appointment of Mr. Bhushan Gokhale setting out the terms and conditions of appointment shall be available for inspection by the Members at the registered office of the Company.

Mr. Gokhale had actively participated in the meetings and gave timely inputs on the minutes of meetings. 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 have good Interpersonal relations with other directors and management. He understands the Company and the external environment in which it operates and contributes to strategic directions.

Except Mr. Bhushan Gokhale, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolutions set out at item No. 4.

A brief profile of Mr. Bhushan 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 Maharashtriya 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

ITEM NO 5: RATIFICATION OF REMUNERATION OF COST AUDITORS:

As per the Companies (Cost Records and Audit) Rules, 2014, the Cost Records to be maintained by the Company for certain products of the Company.

M/s. Bhavesh Marolia & Associates, Cost Accountants ("Firm"), has been conducting the audit of the cost accounting records of the Company for the past few years. The Firm has, as required under Section 141 of the Act, confirmed its eligibility to conduct the audit of the cost accounting records

NOTICE (Contd.)

of the Company for FY 2021-22 and have consented to act as the Cost Auditor of the Company. At the recommendation of the Audit Committee, the Board of Directors at its Meeting held on May 15, 2021, approved the appointment of M/s. Bhavesh Marolia & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for FY 2021-22 at a remuneration of ₹ 73,500/- for the financial year plus applicable government taxes and out of pocket expenses. Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires that the remuneration payable to the Cost Auditors should be ratified by Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors 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 the Board recommends the resolution to be passed as Ordinary Resolution.

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

Sd/-
Kailash Katkar
Managing Director & CEO
(DIN: 00397191)

Place: Pune
Date: May 15, 2021

NOTICE (Contd.)

Annexure to the Notice

Details of Directors seeking Appointment at the Annual General Meeting

Particulars	Mr. Shailesh Lakhani	Mr. Bhushan Gokhale
Date of Birth	September 16, 1978	December 12, 1947
Date of Appointment	September 24, 2015	August 12, 2020
Qualifications	Bachelor's degree in applied science (Computer Engineering) from university of Waterloo and a Master's degree in business administration from Howard Business School	Graduate of the Defence Services Staff College, M.Sc. Fellow of the Aeronautical Society of India
Expertise in specific functional areas	Global Business, Corporate Governance, Financial Management, Mergers & Acquisitions, Securities Market Expert, Business Strategy	Strategy, General Management, Administration, Human Resources
Number of shares held in the Company	Nil	Nil
List of directorships held in other companies *	1. Bright Lifecare Private Limited 2. Sequoia Capital India Advisors Private Limited 3. A&A Dukaan Financial Services Private Limited 4. Le Travenues Technology Private Limited 5. Girnar Software Private Limited 6. Epifi Technologies Private limited 7. 1MG Technologies Private Limited 8. Wickedrive Adventure Services Private Limited 9. Soul Vision Creations Private Limited 10. Istar Skill Development Private Limited 11. Zetwerk Manufacturing Businesses Private Limited 12. Smartshift Logistics Solutions Private Limited	Mahratta Chambers of Commerce Industries and Agriculture
Number of Board Meetings attended during 2020-2021	5 of 5	3 of 3
Chairperson/Member in the Committees of the Boards of companies in which she/ he is a director	Nil	Stakeholders Relationship Committee
Relationships directors inter se	None	None
Remuneration last drawn (Including sitting fee & commission)	Nil	₹ 0.71 Million

**Based on disclosures received from the respective Directors.*