

Ref No.: QHTL/Sec/SE/2019-20/11

18th April, 2019

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

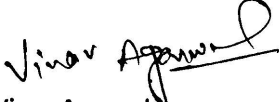
Dear Sir/Madam,

Ref: Proposed Buyback of equity shares of Quick Heal Technologies Limited (the “Company”)

1. The Company is undertaking the Buyback in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended (the “**Buyback Regulations**”) and the Companies Act, 2013, as amended (the “**Companies Act**”).
2. The Board of Directors of the Company (hereinafter referred to as the “**Board**”), at its meeting held on March 5, 2019 (“**Board Meeting**”) had, subject to the approval of the shareholders of the Company by way of a special resolution through postal ballot (including e-voting), approved the proposal for the buyback of up to 6,363,636 (six million three hundred and sixty three thousand six hundred and thirty six) Equity Shares at a price of ₹275/- (Rupees Two Hundred and Seventy Five only) (the “**Buyback Price**”) payable in cash for an amount aggregating up to ₹ 1,750 Million (Rupees One Thousand Seven Hundred and Fifty Million only) (“**Maximum Buyback Size**”) (being less than 25% of the total paid-up equity capital and free reserves of the Company as per the latest standalone audited financial statements of the Company as on March 31, 2018), from the shareholders of the Company (“**Shareholders**”) on a proportionate basis through the tender offer process, in accordance with the provisions of the Companies Act and, the Companies (Share Capital and Debentures) Rules, 2014, as amended (“**Share Capital Rules**”), and in compliance with the Buyback Regulations (“**Buyback**” or “**Buyback Offer**”).
3. The shareholders of the Company have approved the Buyback, by way of a special resolution, through postal ballot (including e-voting) pursuant to the notice of the postal ballot dated March 7, 2019 (“**Postal Ballot Notice**”), the results of which were announced on April 13, 2019.
4. In terms of Regulation 5 (v) of the Buyback Regulations, please find enclosed a copy of the shareholders’ resolution in respect of the Buyback, for your kind reference and records.

Thanking You

For Quick Heal Technologies Limited


Vinav Agarwal
Compliance Officer

Encl: Copy of the shareholders’ resolution dated April 12, 2019

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY POSTAL BALLOT/ E-VOTING BY QUICK HEAL TECHNOLOGIES LIMITED ON FRIDAY APRIL 12, 2019 AT MARVEL EDGE, 7010, C & D, 7TH FLOOR, VIMAN NAGAR, PUNE 411014.

"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 6,363,636 fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each of the Company (**"Equity Shares"**) representing up to 9.02% of the total paid-up Equity Share capital of the Company at a price of Rs. 275/- (Rupees Two Hundred and Seventy Five only) per Equity Share (**"Buyback Price"**) payable in cash for an aggregate amount of up to Rs. 1,750 Million (Rupees One Thousand Seven Hundred and Fifty Million only) (**"Buyback Size"**) (excluding any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, etc.), which is 23.87% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest standalone audited financial statements of the Company as on March 31, 2018, 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 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.

Vinod Agarwal

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 To be True

For Quick Heal Technologies Limited



Vinav Agarwal
Compliance Officer