

Ref No.: QHTL/Sec/SE/2017-18/48

12th August, 2017

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 Poll at AGM venue

Dear Sir/Madam,

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

Please acknowledge the receipt.

Thanking you,

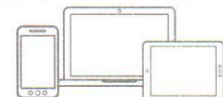
For Quick Heal Technologies Limited



Raghav Mulay
Company Secretary



Complete Protection For



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August 11, 2017

To
Mr. Raghav Mulay,
Company Secretary & Compliance Officer
Quick Heal Technologies Limited
Marvel Edge 7010 C & D, Opposite NECO Garden Society,
Viman Nagar, Pune – 411014.

Sub: E-voting and Voting by Poll at AGM Venue

Dear Mr. Raghav Mulay,

I refer to my appointment as Scrutinizer to conduct the Voting Process (including Remote E-voting and Voting by Poll at AGM venue) in respect of the following resolutions contained in the Notice of Twenty- Second Annual General Meeting held on Friday, August 11, 2017 at 11:00 a.m.:

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2017 together with the Reports of Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the financial year 2016-17.
3. To appoint a Director in place of Mr. Kailash Katkar (DIN: 00397191) 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 ratify the remuneration of Rs.47,250/- (Forty Seven Thousand Two Hundred And Fifty Rupees Only) of M/s. Bhavesh Marolia & Associates, Practicing Cost Accountant, as Cost Auditors of the Company for the Financial Year 2017-2018 & 2018-2019 for conducting the audit of cost records maintained by the company.



6. To approve the amendment of ESOP scheme 2014
7. To authorize the Board of Directors to grant options under the ESOP Scheme 2014 to the employees and directors of the holding and subsidiary companies.

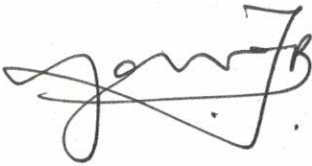
I now enclose the following:

- a. My report to the Chairman of the Company on the result of the Voting Process (including E-voting and Voting by Poll at AGM Venue)
- b. The register showing the particulars of the Votes cast by Poll at the AGM Venue and the e-votes registered on the Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolutions.

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

Thanking you

Yours faithfully



Jayavant B Bhavé

FCS 4266 CP 3068

Scrutinizer appointed for the

Voting process by the Board of Directors

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 11, 2017

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 12, 2017, 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- Second Annual General Meeting ('AGM') held on August 11, 2017; 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 12, 2017 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- Second Annual General Meeting of the Company held on August 11, 2017 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 2017 together with the Reports of Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the financial year 2016-17
3. To appoint a Director in place of Mr. Kailash Katkar (DIN: 00397191) 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 ratify the remuneration of Rs.47,250/- (Forty Seven Thousand Two Hundred And Fifty Rupees Only) of M/s. Bhavesh Marolia & Associates, Practicing Cost Accountant, as Cost Auditors of the Company for the Financial Year 2017-2018 & 2018-2019 for conducting the audit of cost records maintained by the company.

Special Resolutions

6. To approve the amendment to ESOP Scheme 2014
7. To authorize the Board of Directors to grant options under the ESOP Scheme 2014 to the employees and directors of the holding and subsidiary companies.

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 on Friday May 12th, 2017 convening the Twenty- Second 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 11, 2017 at 11.00 a.m. was sent to the members of the Company holding shares on the cut-off date i.e. 04th August 2017 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. The E-voting period remained open from Tuesday 08th August, 2017 (12.01 A.M. IST) to Thursday 10th August, 2017 (5.00 P.M. IST).
2. After the closure of AGM on Friday 11th August 2017, 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; was downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>)
4. I have scrutinized, downloaded and counted the Votes casted through Remote E-voting facility, and Votes casted by Poll at the venue of AGM; for the purpose of this report.
5. 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.
6. I further report; pursuant to the Section 109 of Companies Act 2013 and read with Rule 21 of Companies (Management and Administration) Rules, 2014 that;
 - 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 Register and Transfer Agent of the Company and the proxies lodged with the company.
 - iii. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



7. 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 2017 together with the Reports of Directors and Auditors thereon.	Ordinary	56281969	100.00	0	0.00	-	-
2	To declare Final Dividend on Equity Shares for the financial year 2016-17.	Ordinary	56281969	100.00	0	0.00	-	-
3	To appoint a Director in place of Mr. Kailash Katkar (DIN: 00397191) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	56099203	99.68	182766	0.32	-	-
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	Ordinary	56099243	99.99	50	0.01	-	-



5	To ratify the remuneration of Rs.47,250/- (Forty Seven Thousand Two Hundred and Fifty Rupees Only) of M/s. Bhavesh Marolia & Associates, Practicing Cost Accountant, as Cost Auditors of the Company for the F.Y.2017-18 & 2018-19 for conducting the audit of cost records maintained by the company.	Ordinary	56280313	99.99	1656	0.01	-	-
6	To approve the amendment to ESOP Scheme 2014	Special	56279032	99.99	2937	0.01	-	-
7	To authorize the Board of Directors to grant options under the ESOP Scheme 2014 to the employees and directors of the holding and subsidiary companies.	Special	56094779	99.67	187190	0.33	-	-

(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 2017 together with the Reports of Directors and Auditors thereon.	Ordinary	213665	99.86	0.00	0.00	294	0.14



2	To declare Final Dividend on Equity Shares for the financial year 2016-17.	Ordinary	213665	99.86	0.00	0.00	294	0.14
3	To appoint a Director in place of Mr. Kailash Katkar (DIN: 00397191) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	213665	99.86	0.00	0.00	294	0.14
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	Ordinary	213665	99.86	0.00	0.00	294	0.14
5	To ratify the remuneration of Rs.47,250/- (Forty Seven Thousand Two Hundred and Fifty Rupees Only) of M/s. Bhavesh Marolia & Associates, Practicing Cost Accountant, as Cost Auditors of the Company for the F.Y.2017-18 & 2018-19 for conducting the audit of cost records maintained by the company.	Ordinary	213665	99.86	0.00	0.00	294	0.14
6	To approve the amendment to ESOP Scheme 2014	Special	213665	99.86	0.00	0.00	294	0.14
7	To authorize the Board of Directors to grant options under the ESOP Scheme 2014 to the	Special	213665	99.86	0.00	0.00	294	0.14



employees and directors of the holding and subsidiary companies.								
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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 2016 together with the Reports of Directors and Auditors thereon.	Ordinary	56495634	99.99	0	0.00	294	0.01
2	To declare Final Dividend on Equity Shares for the financial year 2016-17.	Ordinary	56495634	99.99	0	0.00	294	0.01
3	To appoint a Director in place of Mr. Kailash Katkar (DIN: 00397191) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	56312868	99.68	182766	0.31	294	0.01
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	Ordinary	56312908	99.98	50	0.01	294	0.01



	Company and to fix their remuneration							
5	To ratify the remuneration of Rs.47,250/- (Forty Seven Thousand Two Hundred and Fifty Rupees Only) of M/s. Bhavesh Marolia & Associates, Practicing Cost Accountant, as Cost Auditors of the Company for the F.Y.2017-18 & 2018-19 for conducting the audit of cost records maintained by the company.	Ordinary	56493978	99.98	1656	0.01	294	0.01
6	To approve the amendment to ESOP Scheme 2014	Special	56492697	99.98	2937	0.01	294	0.01
7	To authorize the Board of Directors to grant options under the ESOP Scheme 2014 to the employees and directors of the holding and subsidiary companies.	Special	56308444	99.67	187190	0.32	294	0.01

8. 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.

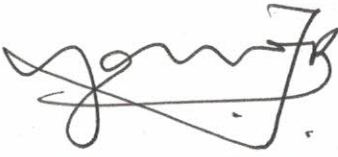
Result:

All the seven resolutions having secured requisite majority of votes, the resolutions number 01 to 05 may be considered to have been passed as Ordinary Resolutions and Resolution number 06 and 07 have been passed as Special 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: 11th August, 2017
Place: Pune

We understand that the votes were unblocked from the e-voting website of CDSL in our presence at 12.15 p.m. on Friday August 11, 2017.



Mangesh Kulkarni



Chetan Khaladkar