

Ref No.: QHTL/Sec/SE/2016-17/32

14th July, 2016

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: Submission of Notice of the 21st Annual General Meeting (AGM) of the Company pursuant to the provisions of Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements), 2015

Ref: Our letter Ref No.: QHTL/Sec/SE/2016-17/21 dated 20th June 2016

Dear Sir / Madam,

We have informed to your office vide referred letter that 21st AGM will be held on Friday, 5th August, 2016.

In continuation to above letter, please find enclosed herewith Notice of 21st AGM of the Company.

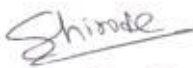
Further Company has send the notice to the members whose name appears on the Register of Members as on 30th June 2016.

This is for your information and records.

Please acknowledge the receipt.

Thanking you,

For Quick Heal Technologies Limited



Vijay Shirode
Company Secretary



Encl: As Above

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of Quick Heal Technologies Limited will be held on Friday, 5th August 2016 at 11:00 a.m. at Pandit Jawaharlal Nehru Sanskrutik Bhavan, 1187/21, Ghole Road, Opposite Mahatma Phule Museum, Shivajinagar, Pune, Maharashtra 411005, to transact the following business

Ordinary Business

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.
2. To confirm Final Dividend on Equity Shares for the financial year 2015-16.
3. To appoint a director in place of Mr. Shailesh Lakhani (DIN: 03567739) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and, being eligible, offers himself for re-appointment.
5. 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 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, as amended from time to time, the appointment of M/s. SRBC & Co LLP (Firm Registration No. 324982E), Chartered Accountants approved in the 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting to be held in the calendar year 2019 be and is hereby ratified in this Annual General Meeting till the conclusion of next Annual General Meeting, as Auditors, on a remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed between the Chairman of the Board, Chairman of the Audit Committee and the Auditors."

SPECIAL BUSINESS

6. 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 Section 188 (1) (f) and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the re-appointment of Mrs. Anupama Katkar, who is relative of Mr. Kailash Katkar, Managing Director & CEO of the Company, to hold an office or place of profit in the Company with effect from 1st May 2016 on such Terms and conditions and on such remuneration, including all perquisites and benefits as per Company's rules, as may be decided by the Nomination & Remuneration Committee of Board of Directors, provided that the aggregate remuneration payable to Mrs. Anupama Katkar shall not exceed ₹400,000/- (Rupees Four lakh) per month subject to the approval of the members."

FURTHER RESOLVED THAT Mr. Kailash Katkar (DIN: 00397191), Managing Director & CEO or Mr. Sanjay Katkar (DIN: 00397277), Managing Director & CTO or Mr. Abhijit Jorvekar (DIN: 05199551), Executive Director be and is/are hereby singly authorized to take necessary steps and action as they may think expedient and to do all such acts, deeds and things necessary in this regard to give effect to this resolution."

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

RESOLVED THAT, M/s Bhavesh Marolia & Associates, Practitioner Cost accountant, be and are hereby appointed as Cost Auditors of the Company for the Financial Year 2016-2017 on the remuneration of ₹45,000/- (Fourty Five Thousand) plus applicable Government Taxes plus traveling and out of pocket expenses at actuals.

RESOLVED FURTHER THAT Mr. Kailash Katkar (DIN: 00397191), Managing Director & CEO or Mr. Sanjay Katkar (DIN: 00397277), Managing Director & CTO be and are hereby singly authorized to complete the formalities and to do all such acts, matters, deeds, things and to sign including in electronic form, paper, application etc. as may be required in the matter.

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT in accordance with the provisions of the Companies Act, 2013 and in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, the existing Employees Stock Option Scheme (ESOP) 2010 of the Company be and is hereby placed before the meeting and initialed by the Chairman for identification.

"RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to grant the stock options under ESOP Scheme 2010 to the present and future, permanent employees of the holding and subsidiary company(ies) and their director(s) whether whole time director or not but excluding independent directors, if any, from time to time, on such terms and conditions as may be decided by the Board which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the employee stock option scheme and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013 or any amendment thereof, the Memorandum and Articles of Association of the Company and any other applicable laws.

RESOLVED FURTHER THAT Mr. Kailash Katkar, Managing Director & CEO or Mr. Sanjay Katkar,

Managing Director & CTO of the Company be and hereby are singly authorised to decide on the price per stock option and has a right to decide on variation in stock option price.

RESOLVED FURTHER THAT Mr. Kailash Katkar, Managing Director & CEO or Mr. Sanjay Katkar, Managing Director & CTO of the Company be and hereby are singly authorised to do all such acts, deeds and things necessary in this regard to give effect to the above resolution, to issue the stock options and to do all such acts in this regard.

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT in accordance with the provisions of the Companies Act, 2013 and in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, the existing Employees Stock Option Scheme (ESOP) 2014 of the Company be and are hereby placed before the meeting and initialled by the Chairman for identification.

"RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to grant the stock options under ESOP Scheme 2014 to the present and future, permanent employees of the holding and subsidiary company(ies) and their director(s) whether whole time director or not but excluding independent directors, if any, from time to time, on such terms and conditions as may be decided by the Board which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the employee stock option scheme and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in

the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013 or any amendment thereof, the Memorandum and Articles of Association of the Company and any other applicable laws.

RESOLVED FURTHER THAT Mr. Kailash Katkar, Managing Director & CEO or Mr. Sanjay Katkar, Managing Director & CTO of the Company be and hereby are singly authorised to decide on the price per stock option and has a right to decide on variation in stock option price.

RESOLVED FURTHER THAT Mr. Kailash Katkar, Managing Director & CEO or Mr. Sanjay Katkar, Managing Director & CTO of the Company be and hereby are singly authorised to do all such acts, deeds and things necessary in this regard to give effect to the above resolution, to issue the stock options and to do all such acts in this regard.

BY ORDER OF THE BOARD OF DIRECTORS

Kailash Katkar
(DIN: 00397191)
Managing Director & CEO

Pune, 11th May 2016

NOTES

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the Special Business to be transacted at the 21st Annual General Meeting (the 'Meeting') is annexed hereto.
2. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at <http://www.quickheal.com/investors>.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY

FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder.
5. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. Members/Proxies are requested to bring duly filled attendance slips to be deposited with the Company officials at the venue of the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement are 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 Company has notified closure of the Register of Members and Share Transfer Books from Monday, 25th July 2016, to Wednesday, 28th July 2016 (both days inclusive), for determining the names of Members eligible for the final dividend for the financial year ended 31st March 2016.
10. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or before Wednesday, 31st August 2016, to those Members whose name appears in the Register of Members during the abovementioned book closure period.
11. Members holding shares in electronic form may note that bank particulars registered against their respective demat accounts during the abovementioned book closure period will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited ("Link Intime") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.

12. 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 / Link Intime.
13. 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.
14. 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.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at an Annual General Meeting.
16. Information and other instructions relating to e-Voting are as follows
- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
 - The facility for casting the vote through Ballot Paper will be made available at the Meeting and the Members attending the Meeting who have not casted their vote by means of remote e-Voting shall be able to cast their vote at the Meeting through Ballot paper
 - The Members who have casted their vote by remote e-Voting may also attend the Meeting but shall not be
- entitled to cast their vote again. In case any Member casts his / her vote through Ballot to be conducted at the Meeting in addition to remote e-Voting, his voting through remote e-Voting shall be considered as Final and vote casted through Ballot shall be considered as invalid.
- Voting rights shall be reckoned on the number of shares registered in the name of the Member / Beneficial Owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, 29th July 2016.
 - A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, 29th July 2016 only shall be entitled to avail the facility of remote e-Voting / Ballot.
 - The remote e-voting period commences from 12:01 a.m. (IST) on Tuesday, 2nd August 2016 and ends on Thursday, 4th August 2016 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 29th July 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently
 - The process and manner for remote e-voting are as under:
 - The voting period begins on 2nd August 2016 at 12.01 a.m. and ends on 4th August 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th July 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
17. Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, brief profile of Directors eligible for re-appointment vide item no. 3 and 4 is as follows:

Particulars	Mr. Sanjay Sahebrao Katkar	Mr. Shailesh Lakhani
DIN	00397277	03567739
Date of Birth	29/11/1970	16/09/1978
Date of Appointment	17/08/1995	24/09/2015
Qualifications	Master's Degree in Computer Science	Master's degree in Business Administration from Harvard business School
Experience in specific functional areas	He has been associated with our Company since its incorporation and has experience in development of anti-virus software, technology and services.	He has worked at Red knee.
Directorship held in other listed entities	Nil	Nil
Membership/Chairmanship of Committees of listed entities (includes on Audit committee & Stakeholders Relationship Committee)	Nil	Nil
Number of Shares held in the Company	20511384	Nil
Relationship with any Director (s) of the Company	Mr. Kailash Sahebrao Katkar	Nil

18. Members desiring any information as regards to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.
19. Members who wish to claim dividends, which remain unclaimed, are requested to correspond to the Company at cs@quickheal.co.in or 'Company Secretary' at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund maintained by the Government of India.
20. As a measure of austerity and green initiatives of the Company, copies of Annual Report will not be distributed at the Annual General Meeting.
21. With a view to take "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies, the Ministry of Corporate Affairs (the 'Ministry') has allowed companies to share documents with Members through electronic communication. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment. This is a golden opportunity for every Member to support the initiative of the Ministry. To support initiative of the Ministry and in view of Green Movement, the Company will henceforth propose to send documents to Members in electronic form, at the e-mail address provided by Members with their respective depositories. In case

copy of its Annual Report and quarterly results on the Company's website.

22. Members are requested to communicate matters relating to shares, including dividend matters to the Company's Registrar and Share Transfer Agent at the following address: Link Intime India Private Limited (Unit: Quick Heal Technologies Limited) CIN – U67190MH1999PTC118368 Block No. 202, Second Floor, Akshay Complex, Off Dhole Patil Road, Pune 411 001, India Tel.: +91 (20) 2616 1629 / 2616 0084 Fax: +91 (20) 2616 3503 E-mail: pune@linkintime.co.in Website: www.linkintime.co.in

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

Item No. 6

As per the provisions of Section 188 (1) (f) and other applicable provisions of the Companies Act, 2013 read with the rules made there under re-appointment of Mrs. Anupama Katkar, who is relative of Mr. Kailash Katkar, Managing Director & CEO of the Company, is to be placed before the shareholders in general meeting and, the approval of the members is sought through the accompanying resolution.

Your Directors recommend the above Resolutions for your approval.

Other than Mr. Kailash Katkar and Mr. Sanjay Katkar, none of the other Directors of the company is/are in any way concerned or interested in the Resolution except to the extent of their shareholdings.

Item No. 7

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

As per the Captioned Rules, it is proposed to appoint Mr. Bhavesh Marolia, Practitioner Cost accountant, proprietor of M/s Bhavesh Marolia & Associates, as Cost Auditors for maintenance of cost records, examination and report to the company in respect of the products covered under the relevant chapter heading of the Central Excise Tariff Act 1985 as mentioned in the said Rules.

Your Directors recommend the above Resolutions for your approval.

None of the other Directors of the company is/are in any way concerned or interested in the Resolutions except to the extent of their shareholdings.

Item No. 8 - 9

In accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, the existing (pre-IPO) Employees Stock Option Scheme (ESOP) 2010 of the Company is to be placed before the shareholders in general meeting and, the approval of the members is sought through the accompanying special resolution.

The main features of the employee stock option schemes are as under:

The Company appreciates the critical role its people play in the organizational growth. It strongly feels that the value created by its people should be shared by them. To promote the culture of employee ownership in the company, approval of the shareholders is being sought for issue of stock options to the employees of the company. Scheme is administered by the Company through Board which includes Committee.

1. Total number of options to be granted:

Particulars	ESOP 2010	ESOP 2014
Total No of Options	14,80,000	8,00,000
Total No of Options Granted as on the date of notice	14,53,696	5,45,801
Balance No of Options as on the date of the notice	26,304	2,54,199

Options would be granted to eligible employees of the Company under ESOP Scheme(s). Each option when exercised would be converted into one Equity share of ₹ 10 each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

A fair and reasonable adjustment needs to be made to the options granted in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others. Accordingly, if any additional equity shares are issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

2. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

All present and future, permanent employees of the holding and subsidiary company(ies) and their director(s) whether whole time director or not but excluding independent directors, if any, from time to time but excluding the promoters of the Company, as may be decided by the Board from time to time, would be entitled to be granted stock options under the ESOP Scheme(s).

3. Transferability of employee stock options

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee stock option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

4. Requirements of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the employment of the Company. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

The options would vest not earlier than one year and not later than five years from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of options.

5. Exercise Price:

The options would be granted at an exercise price equal to the fair market value of the Company's equity shares as on the date of grant as per SEBI Regulations.

6. Exercise Period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion of five years from the date of vesting of options.

The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board from time to time. The options will lapse if not exercised within the specified exercise period.

7. Appraisal Process for determining the eligibility of the employees to ESOP:

The appraisal process for determining the eligibility of the employee will be specified by the Board, and will be based on criteria such as role / designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the Board at its sole discretion.

8. Maximum number of options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee under the Scheme shall not exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

9. Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed.

10. Method of option valuation

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method for valuation of the options granted.

The difference between the employee compensation cost computed using the Intrinsic value method and the cost that shall have been recognized if it had used the Fair Value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

As the employee stock option schemes provide for issue of shares to be offered to persons other than existing shareholders of the company, consent of the members is being sought pursuant to the Provisions of the Companies Act, 2013 or any amendment thereof and all other applicable provisions, if any, of the Act.

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the scheme.

BY ORDER OF THE BOARD OF DIRECTORS

Kailash Katkar
(DIN: 00397191)
Managing Director & CEO

Pune, 11th May 2016

Quick Heal Technologies Limited

E-mail: cs@quickheal.co.in Website: www.quickheal.com

FORM NO. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014]

CIN : U72200MH1995PLC091408
 Name of the Company : Quick Heal Technologies Limited
 Registered Address : Marvel Edge, Office No. 7010 C & D 7th Floor, Viman Nagar, Pune - 411 014 Tel:(020)-66813232

Name of the Member(s): _____
 Registered Address: _____ Email Id: _____
 Folio No / Client ID: _____ DP ID: _____

I / We being the member(s) of _____ Equity Shares of Quick Heal Technologies Limited, hereby appoint:

1. Name : _____
 Address : _____
 Email ID : _____
 Signature : _____, or failing him / her _____
2. Name : _____
 Address : _____
 Email ID : _____
 Signature : _____, or failing him / her _____
3. Name : _____
 Address : _____
 Email ID : _____
 Signature : _____, or failing him / her _____

as my/ our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 21st Annual General Meeting of the Company, to be held on Friday, 05th August, 2016 at 11.00 AM at Pandit Jawaharlal Nehru Sanskrutik Bhavan, 1187/21, Ghole Road, Opposite Mahatma Phule Museum, Shivajinagar, Pune, Maharashtra 411005, and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1) Adoption of Audited Financial Statements as at 31st March, 2016 (Standalone and Consolidated) together with reports of Directors and Auditors thereon;
- 2) Declaration of final dividend on equity shares for the year ended 31st March, 2016.
- 3) Appointment of a Director in place of Mr. Shailesh Lakhani (DIN 03567739), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) Appointment of a Director in place of Mr. Sanjay Katkar (DIN 00397277), who retires by rotation and being eligible, offers himself for re-appointment.
- 5) Ratification of Appointment of M/s SRBC & Co, LLP, Chartered Accountants, (Firm Registration No. 324982E) as the Statutory Auditors of the Company, as approved in the 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting to be held in the calendar year 2019, to hold office till the conclusion of next Annual general Meeting and to fix their remuneration.
- 6) Appointment of M/s Bhavesh Marolia & Associates, Practitioner Cost accountant for the Financial Year 2016-2017.
- 7) Re-appointment of Mrs. Anupama Katkar.
- 8) Approval of Employee Stock option Scheme 2010 (ESOP 2010).
- 9) Approval of Employee Stock option Scheme 2014 (ESOP 2014).

Signed this _____ day of _____, 2016.

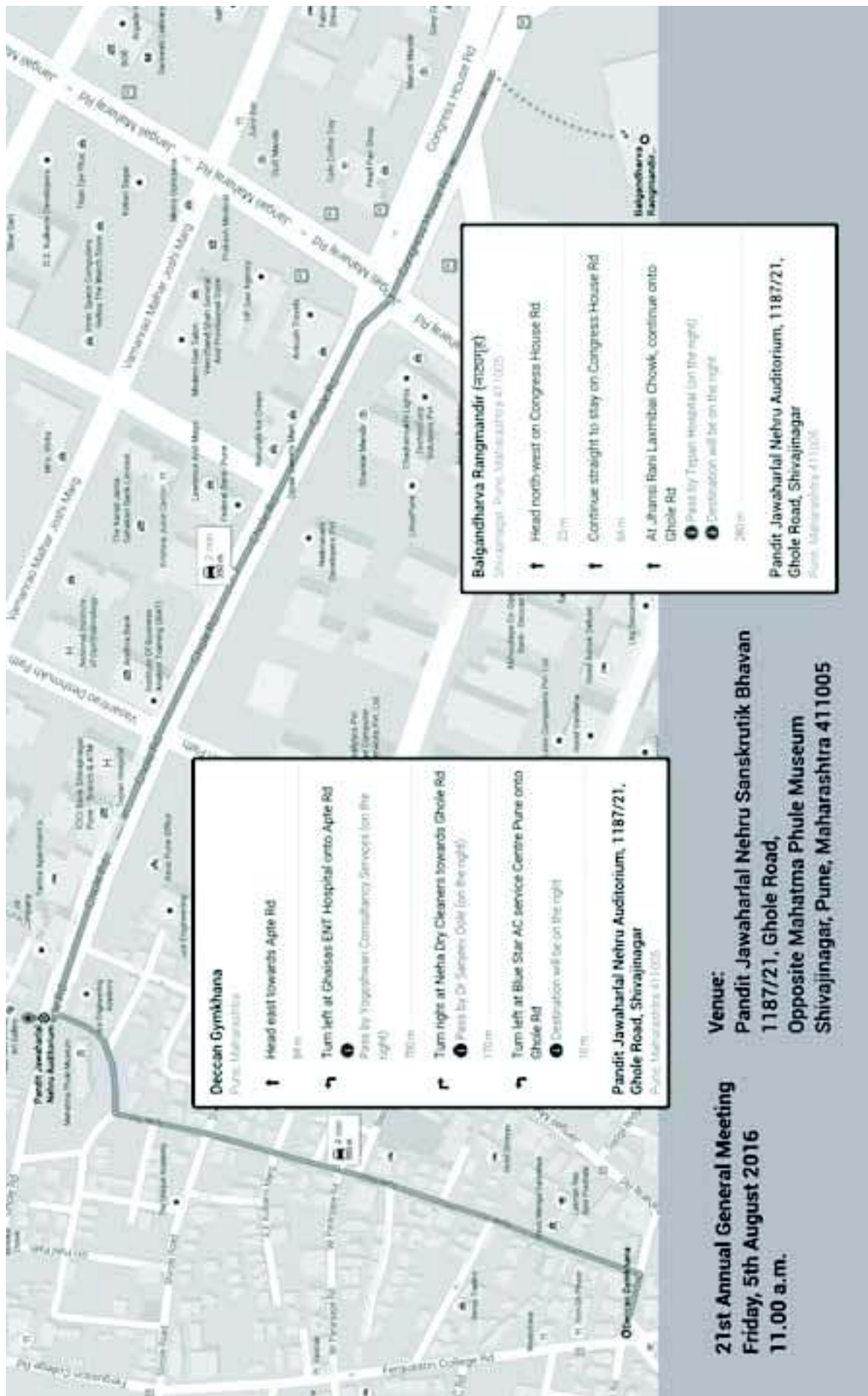
Signature of Share holder : _____

Signature of proxy Holder : _____

**Affix
Revenue
Stamp**

Note:

1. A proxy need not to be member of the Company, Pursuant to provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for another member.
2. This form of proxy in order to be effective should be duly completed and delivered to the registered office of the Company.



Quick Heal Technologies Limited

CIN: U72200MH1995PLC091408

Registered Office: Marvel Edge 7010 C& D Wing, Vimanagar, Pune 411 014

Tel: +91 (20) 6681 3232

E-mail: cs@quickheal.co.in; Website: www.quickheal.com**Quick Heal®***Security Simplified***ATTENDANCE SLIP****Sr. No.:**

Registered Folio No. / DP ID & Client ID	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	
No. of Shares	

I / We record my / our presence at the **21st Annual General Meeting** of the Company to be held on Friday, 5th August 2016 at 1100 Hrs. (India Time) at Pandit Jawaharlal Nehru Sanskrutik Bhavan, 1187/21, Ghole Road, Opposite Mahatma Phule Museum, Shivajinagar, Pune, Maharashtra 411005

Member's / Proxy's name in Block letters-----
Member's / Proxy's Signature

Note: Please fill in the name, sign this Attendance Slip and deposit the same as per directions of the Company Officials at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Sequence No.

* Only Members who have not updated their PAN with the Company / Depository Participant shall use sequence no. in the PAN field.

Notes :

1. Please read the instructions printed under the Notes to the Notice of the 21st Annual General Meeting of the Company to be held on Friday, 5th August, 2016 at 1100 Hrs. (India Time).
2. The remote e-Voting period starts from 12:01 a.m. (IST) on Tuesday, 2nd August 2016 and ends on Thursday, 4th August 2016 at 5:00 p.m. (IST). The Voting module shall be disabled by Central Depository Services (India) Limited (CDSL) thereafter.