

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of Quick Heal Technologies Limited will be held on Friday 6th day of September, 2024 at 04:00 P.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, 2024 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, 2024 and the report of Auditors thereon.

2. To declare Dividend on equity shares:

To declare a final dividend of ₹ 3.00/- per equity share of face value ₹ 10/- each for the year ended March 31, 2024.

3. Appointment of Mr. Sanjay Katkar as a director liable to retire by rotation:

To appoint a director in place of Mr. Sanjay Katkar (DIN: 00397191), who retires by rotation and being eligible, offers himself for re-appointment.

4. To re-appoint M/s. MSKA & Associates, Chartered Accountants, as Statutory Auditors of the Company:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for re-appointment of M/s. MSKA & Associates, Chartered Accountants, [FRN: 105047W], as the Statutory Auditors of the Company for second term of five consecutive years, who shall hold office from the conclusion of this 29th Annual General Meeting (AGM) till the conclusion of the 34th AGM of the Company to be held for the FY 2028-29, on such remuneration plus applicable tax, out-of-pocket expenses, travelling and living expenses, as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. Re-Appointment of Mr. Amitabha Mukhopadhyay as a director and designate him as an independent director:

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

"RESOLVED THAT pursuant to Sections 149, 150, 152, 161 of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), or re-enactment thereof and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of members be and is hereby accorded for re-appointment of Mr. Amitabha Mukhopadhyay, [DIN: 01806781] who was appointed as an Additional Director (in the capacity of Independent Director) of the Company effective from June 10, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e., from June 10, 2024 up to June 9, 2029."

6. Appointment of Mr. Kamal Kumar Agarwal as a director and designate him as an independent director:

To consider and, if thought fit, pass the following resolution as an Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI LODR (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kamal Kumar Agarwal [DIN: 02831435] who was appointed as an Additional, Non-Executive, Independent Director by the Board of Directors of the Company with effect from July 26, 2024 and who holds office upto the date of this Annual General Meeting of the Company, who, being eligible, offers himself for appointment and in respect of whom the Company has received a notice from a member

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in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from July 26, 2024 upto July 25, 2029."

7. Remuneration to Non – Executive Independent Directors:

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

"RESOLVED THAT pursuant to Sections 197, 198, and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder, including any statutory modification or re-enactment thereof and Schedule V, for the time being in force (hereinafter referred to as "the Act") and Regulation 17(6) of the SEBI LODR and subject to all approvals, permissions and sanctions as may be necessary, and on the basis of the recommendation of the nomination and remuneration committee and of the board of directors, the approval of the Company be and is hereby accorded for payment of remuneration/commission to the Director(s) of the Company who is/are neither in the whole-time employment with the Company nor Managing Director(s) of the Company, in such manner and up to such extent as the Board of Directors of the Company ("the Board" which expression shall also include a Committee thereof for the time being exercising the powers conferred on the Board by this resolution) may so determine from time to time upon recommendation of the Nomination and Remuneration Committee. The abovesaid remuneration shall be payable even in the event of loss or inadequacy of profits in any financial year(s), such remuneration will be within the limits as prescribed under Section 197 read with Schedule V of the Act or Regulation 17 of the SEBI LODR or any amendment thereof payable to all Non-Executive Directors for FY 2023-24.

RESOLVED FURTHER THAT the above remuneration/commission shall be in addition to the fees payable to the Directors for attending the meetings of the Board or any Committee thereof or for any other purpose whatsoever, as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board or any other meetings.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorized to take all such actions and to do all such deeds, matters and things as it may in its absolute

discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard."

8. Approval of Remuneration to Mr. Kailash Katkar, Chairman and Managing Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments, modifications or re-enactments thereof for the time being in force), (the "Act") read with Schedule V to the Act, and applicable clauses of the Articles of Association of the Company, and on the basis of the recommendation of the nomination and remuneration committee and the board of directors, a remuneration ranging between ₹ 1.50 Crores to ₹ 2.2 Crores per annum be paid/ payable to Mr. Kailash Katkar, [DIN: 00397191], Chairman and Managing Director of the Company. The abovesaid remuneration shall be payable even in the event of loss or inadequacy of profits in any financial year during his present tenure of appointment, notwithstanding that such remuneration may exceed the limits as prescribed under Section 197 read with Schedule V of the Act or Regulation 17(6)(e) of the SEBI LODR or any amendment thereof individually and / or the aggregate annual remuneration to all Executive Directors in any year during the present tenure of his appointment.

RESOLVED FURTHER THAT aggregate remuneration ranging between ₹ 1.50 Crores to ₹ 2.2 Crores per annum (including basic salary, perquisites and other allowances) may be revised by the Board of Directors or the Nomination & Remuneration Committee from time to time, subject to maximum annual increase of 20% over the basic salary, perquisites and allowances for the previous year. The above-mentioned remuneration shall be inclusive of all allowances, perquisites and incentives as per the policy of the Company.

RESOLVED FURTHER THAT Mr. Kailash Katkar shall be entitled for the reimbursement of actual entertainment, traveling, boarding, and lodging expenses and such other expenses incurred by him in connection with the Company's business and he will be provided with a Company car, which shall not be considered as part of remuneration.

RESOLVED FURTHER THAT Nomination and Remuneration Committee and Board be and are hereby authorized to revise, amend, alter and/or vary the terms and conditions of appointment and remuneration

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and delegate authority to determine components of remuneration, subject to the same not exceeding the limits of ₹ 2.2 crores per annum."

9. Approval of Remuneration to Mr. Sanjay Katkar, Joint Managing Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments, modifications or re-enactments thereof for the time being in force), (the "Act") read with Schedule V to the Act, and applicable clauses of the Articles of Association of the Company, and on the recommendation of the nomination and remuneration committee and the board of directors, a remuneration ranging between ₹ 1.50 Crores to ₹ 2.2 Crores per annum be paid to Mr. Sanjay Katkar (DIN 00397277), Joint Managing Director of the Company. The abovesaid remuneration shall be payable even in the event of loss or inadequacy of profits in any financial year during his present tenure of appointment, notwithstanding that such remuneration may exceed the limits as prescribed under Section 197 read with Schedule V of the Act or Regulation 17(6)(e) of the SEBI LODR Regulations, 2018 or any amendment thereof individually and / or the aggregate annual remuneration to all Executive Directors in any year during the present tenure of his appointment.

RESOLVED FURTHER THAT aggregate remuneration ranging between ₹ 1.50 Crores to ₹ 2.2 Crores per annum (including basic salary, perquisites and other allowances) may be revised by the Board of Directors or the Nomination & Remuneration Committee from time to time, subject to maximum annual increase of 20% over the basic salary, perquisites and allowances for the previous year. The above-mentioned remuneration shall be inclusive of all allowances, perquisites and incentives as per the policy of the Company.

RESOLVED FURTHER THAT Mr. Sanjay Katkar shall be entitled for the reimbursement of actual entertainment, traveling, boarding, and lodging expenses and such

other expenses incurred by him in connection with the Company's business and he will be provided with a Company car, which shall not be considered as part of remuneration.

RESOLVED FURTHER THAT Nomination and Remuneration Committee and Board be and are hereby authorised to revise, amend, alter and/or vary the terms and conditions of appointment and remuneration and delegate authority to determine components of remuneration, subject to the same not exceeding the limits of ₹ 2.2 crores per annum."

BY ORDER OF THE BOARD OF DIRECTORS
For **Quick Heal Technologies Limited**

Sd/-

Kailash Katkar

Chairman and Managing Director
(DIN: 00397191)

Place: Pune

Date: July 26, 2024

Registered Office: Solitaire Business Hub, Office No.
7010 C & D, 7th Floor, Viman Nagar, Pune- 411014 CIN:
L72200MH1995PLC091408

Tel: +91 20 66813232 E-mail id: cs@quickheal.co.in
Website: www.quickheal.co.in

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NOTES

1. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI LODR Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, 36(3) of SEBI 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 Companies Act, 2013, 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/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer 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 August 31, 2024 to Friday, September 06, 2024 (both days inclusive), for the purpose of AGM and Dividend.
10. Members holding shares in electronic form are requested to immediately intimate 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 Companies Act, 2013, will be available for inspection by the Members at AGM.
14. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 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 Intime <https://instavote.linkintime.co.in>
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 September 03, 2024 at 12:01 AM (IST) and ends on September 05, 2024 at

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5:00 PM (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 August 30, 2024 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter. Kindly refer Annexure 6 to the Notice.

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

Item no. 4 To re-appoint M/s. MSKA & Associates, Chartered Accountants, as Statutory Auditors of the Company:

In accordance with Sections 139, 141 and 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company had, at the 24th Annual General Meeting ('AGM') appointed M/s. MSKA & Associates, Chartered Accountants (FRN: 10504W) as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of this 24th AGM till the conclusion of 29th AGM of the Company.

The Board of Directors of the Company at their meeting held on 25th April 2024, on the recommendation of the Audit Committee, have recommended the re-appointment of M/s. MSKA & Associates the Statutory Auditors of the Company, for the approval of the Members at the 29th AGM of the Company for a term of five consecutive years from the conclusion of 29th AGM till the conclusion of 34th AGM of the Company to be held in the year 2029, at an annual remuneration of ₹ 39,00,000 per annum for the year ending 31st March 2024, plus out of pocket expenses and applicable taxes. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, audit team, audit quality reports, etc., M/s. MSKA & Associates has been recommended to be re-appoint as the Statutory Auditors of the Company. M/s. MSKA & Associates is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm has offices in various cities across the country.

The Board recommends the Ordinary Resolution, as set out in Item No. 4 of the Notice, for approval by the Members.

Item no. 5 Re-appointment of Mr. Amitabha Mukhopadhyay as a director and designate him as an independent director:

The Board in its meeting held on June 10, 2019 appointed Mr. Amitabha Mukhopadhyay as an Additional Non-executive Director and subsequently appointed as Non-

Executive Independent Director by the shareholders in Annual General Meeting held on 15 July 2019 for a period of 5 (Five) years till June 9, 2024 ('First Term') as per Section 149 of the Companies Act, 2013 .

Prior to the expiry of the term of 5 year's term Nomination and Remuneration Committee after considering the performance evaluation of Mr. Amitabha Mukhopadhyay, his expertise in the areas of Finance, Tax and business administration, knowledge, acumen and contribution made by Mr. Amitabha Mukhopadhyay has recommended his appointment for Second term of 5 years i.e. from June 10, 2024 to June 9, 2029. The Board at its meeting held on April 25, 2024, had appointed Mr. Amitabha Mukhopadhyay as an additional director and in the category of Independent Director subject to approval of the shareholders for second consecutive term of 5 years i.e. from June 10, 2024 to June 9, 2029.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Amitabha Mukhopadhyay to be appointed as an Independent Director as per the provisions of the Companies Act, 2013. Copy of draft letter of appointment of Mr. Amitabha Mukhopadhyay setting out the terms and conditions of appointment shall be available for inspection by the Members at the registered office of the Company. A brief profile of Mr. Amitabha Mukhopadhyay is given below:

Mr. Amitabha Mukhopadhyay, 59, is a graduate from the University of Calcutta in Physics (Hons). He is a Fellow of the Institute of Chartered Accountants of India and a law graduate from Pune University. He is enrolled as advocate with the Bar Council of Maharashtra and Goa.

Mr. Mukhopadhyay is an independent director of Foseco India Limited, a listed Company. He is also an independent director of Safepack Industries Limited and non-executive director of IFB Refrigeration Limited.

Mr. Mukhopadhyay has served as Group Chief Financial Officer of Thermax till May 2019. He was also a member of the Group Executive Council, held the role of Group General Counsel and was leading the Water & Waste Solutions Business of the group as Business Head. For most part of his professional career he worked for Tata Group and Thermax. Before joining Thermax, Amitabha was the President and Group CFO of Tata Autocomp Systems (TACO), the auto component business group of Tata Group. In career spanning over nearly three decades, he held roles in corporate finance, corporate legal and litigation, merger and acquisitions, corporate strategy and restructuring, supply chain management and product development. He successfully led business turnarounds and transformation as Business Head, and also headed businesses in start-up

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and early stage. In his last assignment he was Managing Director and CEO of IFB Agro Industries Limited.

Mr. Amitabha Mukhopadhyay is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Amitabha Mukhopadhyay stating that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI LODR. In the opinion of the Board, Mr. Amitabha Mukhopadhyay fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Details of Mr. Amitabha Mukhopadhyay are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 or Schedule V of the Act, in case of inadequacy of Profit or any statutory / regulatory amendments thereof from time to time.

Mr. Amitabha Mukhopadhyay is interested in this resolution with regard to his re-appointment. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution, as set out in Item No. 5 of the Notice, for approval by the Members.

Item no 6: Appointment of Mr. Kamal Kumar Agarwal as a director and designate him as an independent director:

Mr. Kamal Kumar Agarwal [DIN: 02831435] was appointed as an Additional Director of the Company with effect from July 26, 2024 pursuant to section 161 read together with Article 38 of the Articles of Association of the Company. He holds the office of Additional Director till the ensuing Annual General Meeting and is eligible for appointment as an Independent Director. Pursuant to the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Mr. Kamal Kumar Agarwal [DIN: 02831435] has consented to act as Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR. In the opinion of the Board, Mr. Kamal Kumar Agarwal [DIN: 02831435] fulfils the conditions specified in the Act and the Rules made

thereunder for appointment as Independent Director and he is independent of the management. A brief profile of Mr. Kamal Kumar Agarwal is provided in Annexure 1

The Board, based on the recommendation of the Nomination and Remuneration Committee, commends his appointment as Independent Director for a period of five years from July 26, 2024 up to July 25, 2029. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Kamal Kumar Agarwal [DIN: 02831435] as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Kamal Kumar Agarwal [DIN: 02831435], pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Kamal Kumar Agarwal [DIN: 02831435] is interested and concerned in the Resolution mentioned at Item No.6 of the Notice and other than Mr. Kamal Kumar Agarwal [DIN: 02831435], no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

The Board commends the Special Resolution as set out at Item No. 6 of the Notice for your approval.

Item no 7: Remuneration to Non- Executive Directors:

The members of the Company have accorded their approval for payment of commission on profits to the Non-Executive Directors in the Annual General Meeting of the Company held on August 11, 2023, within the limits as prescribed in terms of section 197 of the Companies Act, 2013 (Act) read with section II part A of Schedule V. Under the provisions of section 197 of the Companies Act, 2013, payment of remuneration to Non-Executive Directors shall be approved by the Company in general meeting.

The Non-Executive Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, legal, corporate strategy and finance. In order to bring the remuneration of the Non-Executive Directors in line and commensurate with the time devoted and the contribution made by them, the nomination and remuneration committee and the Board of Directors of the Company ('the Board') at the meeting held on April 25, 2024, have recommended for the approval of the members, payment of remuneration by way of commission to the Non-Executive Directors of the Company, other details as set out in the Annexure 2.

Accordingly, it is proposed that in terms of section 197 of the Act, the Non Executive Directors (apart from the Managing Director and Wholetime Directors) be paid such remuneration/commission as recommended by the

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Nomination and Remuneration Committee and approved by the Board for each financial year, within the limits as prescribed in terms of section 197 of the Companies Act, 2013 (Act) read with section II part A of Schedule V for financial year 2023-24.

All the Non-Executive Directors and their relatives are concerned or interested in the Resolution at Item No. 7 set out in the Notice to the extent of the remuneration that may be received by each of them.

The Board recommends the Special Resolution as set out in Item No. 7 of the Notice for approval of the Members.

Item no 8: Approval Remuneration of Mr. Kailash Katkar, Chairman and Managing Director:

Mr. Kailash Katkar was appointed as Managing Director for a period of five years with effect from April 01, 2020 to March 31, 2025 in the 25th Annual General Meeting (AGM) held on August 11, 2020 with the remuneration within the range of ₹ 1.09 Crores to ₹ 2.50 Crores per annum, for 3 years i.e. 2020-2021 to 2022-23.

In the AGM held on August 11, 2023, the remuneration for further period of 2 years i.e. FY 2023-24 and FY 2024-25, were approved by shareholders within the range of ₹ 1.50 Crores to ₹ 2.20 Crores per annum, subject to minimum remuneration being paid/payable as per Schedule V of the Companies Act, 2013 (Act) in case of loss or inadequacy of profit.

However, in view of inadequacy of profit for FY 2023-24, the Salary range of ₹ 1.50 Crores to ₹ 2.20 Crores per annum is exceeding the limits of minimum remuneration as mentioned in Schedule V of the Act and limits as prescribed in Regulation 17 (6) (e) of SEBI LODR. Hence even though there is no change in the remuneration range paid / payable to Mr. Kailash Katkar, approval of members would be required through special resolution for payment of remuneration in the range of ₹ 1.50 Crores to ₹ 2.20 Crores per annum, as already approved by shareholders in AGM held on August 11, 2023.

Proposed remuneration: The details of range of remuneration proposed which was already approved earlier in AGM held on August 11, 2023 are provided in Annexure-2 & 4 for ready reference and there is no change in the said range of ₹ 1.50 Crores to ₹ 2.20 Crores per annum remuneration. The said range of remuneration if approved would be applicable for present tenure of appointment of Mr. Kailash Katkar as mentioned above.

Except Mr. Sanjay Katkar, Joint Managing Director being brother of Mr. Kailash Katkar, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the Item No. 8 of the notice. The Board recommends the Resolution set out in Item No. 8 for approval of shareholders as Special resolution.

Item no 9: Approval of Remuneration to Mr. Sanjay Katkar, Joint Managing Director:

Mr. Sanjay Katkar was appointed as Joint Managing Director for a period of five years with effect from April 01, 2020 to March 31, 2025 in the 25th Annual General Meeting (AGM) held on August 11, 2020 with the remuneration within the range of ₹ 1.09 Crores to ₹ 2.50 Crores per annum, for 3 years (2020-2021 to 2022-23).

In the AGM held on August 11, 2023 the said range was revised with reduced upper limit from ₹ 2.50 Crores per annum to ₹ 2.20 Crores per annum and revised limits were approved in the range of ₹ 1.50 Crores to ₹ 2.20 Crores per annum for a period of 2 years i.e. FY 2023-24 and FY 2024-25, subject to minimum remuneration being paid as per Schedule V of the Companies Act, 2013 (Act) in case of loss or inadequacy of profit.

However, in view of inadequacy of profit for FY 2023-24, the Salary range of ₹ 1.50 Crores to ₹ 2.20 Crores per annum is exceeding the limits of minimum remuneration as mentioned in Schedule V and limits as prescribed in Regulation 17 (6) (e) of SEBI LODR. Hence even though there is no change in the range of remuneration paid / payable to Mr. Sanjay Katkar, approval of members would be required through special resolution for payment of remuneration in the range of ₹ 1.50 Crores to ₹ 2.20 Crores per annum, as already approved by shareholders in AGM held on August 11, 2023.

Proposed remuneration: The details of range of remuneration proposed which was already approved earlier in AGM held on August 11, 2023 are provided in Annexure-2&5 for ready reference and there is no change in the said range of ₹ 1.50 Crores to ₹ 2.20 Crores per annum remuneration. The said range of remuneration if approved would be applicable for present tenure of appointment of Mr. Sanjay Katkar as mentioned above, irrespective of such remuneration may exceed limits mentioned in Schedule V of Companies Act, 2013 or SEBI LODR.

Except Mr. Kailash Katkar, Chairman and Managing Director being brother of Mr. Sanjay Katkar, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the Item no. 9 of the notice.

The Board recommends the Resolution set out in Item No. 9 for approval of shareholders as Special resolution.

BY ORDER OF THE BOARD OF DIRECTORS
Quick Heal Technologies Limited

Sd/-

Kailash Katkar

Place: Pune
Date: July 26, 2024

Chairman and Managing Director
(DIN: 00397191)

ANNEXURE 1 TO THE NOTICE

Details of Director seeking appointment/reappointment at the Annual General Meeting

Particulars	Mr. Sanjay Katkar
Date of Birth	November 29, 1970
Date of Appointment	August 07, 1995
Qualifications	Masters in computer science
Expertise in specific functional areas	Development of anti-virus software, technology and related services
Number of shares held in the Company	1,55,88,818
List of directorships held in other companies *	Dreambook Production (OPC) Private Limited
Number of Board Meetings attended during 2023-2024	05 of 06
Chairperson/Member in the Committees of the Boards of companies in which he is a director	01
Relationships directors inter se	Brother of Mr. Kailash Katkar
Remuneration last drawn (Including sitting fee & commission)	₹ 1.31 Crore

*Based on disclosures received from the respective Director.

Particulars	Mr. Amitabha Mukhopadhyay
Date of Birth	August 17, 1964
Date of Appointment	June 10, 2024
Qualifications	BSc, LLB, Chartered Accountant
Expertise in specific functional areas	Financial, Treasury Management and Taxation expertise, Corporate Governance, Compliance and Audit purview, Large scale global operations, Mergers & Acquisitions, Business Strategy and Planning
Number of shares held in the Company	NA
List of directorships held in other companies *	06
Number of Board Meetings attended during 2023-2024	06
Chairperson/Member in the Committees of the Boards of companies in which he is a director	03
Relationships directors inter se	Nil
Remuneration last drawn (Including sitting fee & commission)	₹0.05 Crore

*Based on disclosures received from the respective Director.

Particulars	Mr. Kamal Kumar Agarwal
Date of Birth	December 22, 1980
Date of Appointment	July 26, 2024
Qualifications	Chartered Accountant
Expertise in specific functional areas	Mr. Kamal Kumar Agarwal is a qualified Chartered Accountant, having more than 20 years of experience in the field of finance, merger and acquisitions, corporate governance, marketing and sales. He has worked with various companies like Cadbury India Pvt. Ltd. ITC Ltd.
Number of shares held in the Company	Nil
List of directorships held in other companies *	08
Number of Board Meetings attended during 2023-2024	Not applicable
Chairperson/Member in the Committees of the Boards of companies in which he is a director	Not applicable
Relationships directors inter se	Nil
Remuneration last drawn (Including sitting fee & commission)	Not applicable

*Based on disclosures received from the respective Director.

ANNEXURE 2 TO THE NOTICE

Information required as per clause (iv) of Section II of Schedule V of the Companies Act, 2013

I. General Information

- a. Nature of Business: The Company is engaged into providing IT security solutions to consumers, small businesses and Government establishments and Corporate houses.
- b. Financial performance based on given indicators: Standalone Financial performance based on given indicators (₹ in Crores)

Particulars	2023-24	2022-23	2021-22
Total Income	313.12	300.49	360.72
Profit before tax	26.04	9.29	103.56
Profit after tax	24.07	7.70	78.19

Consolidated Financial performance based on given indicators (₹ in Crores)

Particulars	2023-24	2022-23	2021-22
Total Income	313.14	300.22	361.10
Profit before tax	26.21	8.02	108.68
Profit after tax	24.24	6.40	83.19

III. OTHER INFORMATION:

- a. **Reason of loss or inadequate profits:** Though there is increase in profit in FY 2023-24, as compared to previous year, there is a decrease in profit from FY 2021-22 due to decline in Consumer business user base.
- b. **Steps taken or proposed to be taken for improvement:** We are approaching it in two-fold manner: revenue enhancement and cost optimization measures

IV. Disclosure: Included in Corporate Governance Report.

ANNEXURE 3 TO THE NOTICE

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Secretarial Standard-2 on General Meetings, brief profile of the directors whose remuneration to be revised is as follows:

Particulars	Mr. Kailash Katkar	Mr. Sanjay Katkar
DIN	00397191	00397277
Date of Birth & Age	November 01, 1966, Age: 57	November 29, 1970, Age: 53
Date of First Appointment to the Board	August 7, 1995	August 7, 1995
Qualifications	Matriculate	Masters in computer science
Expertise in Specific Functional Areas	Business Administration	Development of anti-virus software, technology and related services
Experience	Quick Heal Technologies Ltd	Quick Heal Technologies Ltd
Directorship held in other listed entities	Nil	Nil
Membership/Chairmanship of Committees of other listed entities (includes on Audit committee & Stakeholders Relationship Committee)	Nil	Nil
Number of Equity Shares held in the Company	97,71,248	1,55,88,818
Relationship with any Director (s) and KMPs of the Company	Brother of Mr. Sanjay Katkar	Brother of Mr. Kailash Katkar
Number of Meetings Attended During the year	06	05
Remuneration last drawn	1.35 Crore	1.31 Crore

ANNEXURE 4 TO THE NOTICE

The Members at 28th AGM held on August 11, 2023 had approved range of remuneration between ₹ 1.50 Crores per annum to ₹ 2.20 Crores per annum paid/ payable to Mr. Kailash Katkar. There is no change proposed in the said range of remuneration, irrespective of profit or inadequacy of the profit during the present tenure of appointment of Mr. Kailash Katkar.

The details of Proposed remuneration is as follows:

- (a) Mr. Kailash Katkar shall be paid basic salary, perquisites and allowances in the range of ₹ 1.50 Crores per annum to ₹ 2.20 Crores per annum. Within this range, the aggregate of basic salary, perquisites and allowances may be revised by the Board of Directors or the Nomination & Remuneration Committee from time to time.
- (b) Variable incentive of such amount as may be decided by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, from time to time subject to that the total remuneration should not exceed the maximum range mentioned above of ₹ 2.20 Crores per annum.

- (c) If the Company incurs a loss or its profits are inadequate in any financial year during the tenure of Mr. Kailash Katkar, he may be paid such minimum remuneration as determined by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, within the above prescribed limit of maximum ₹ 2.20 Crores per annum, even if it may exceed limits as mentioned in relevant provisions of Section 198, Schedule V of the Companies Act, 2013 and / or applicable provisions of SEBI LODR.

In such a case, the following perquisites shall not be included in the computation of the ceiling on remuneration in case the Company has inadequate profits or loss in that financial year.

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

ANNEXURE 5 TO THE NOTICE

The Members at 28th AGM held on August 11, 2023 had approved range of remuneration between ₹ 1.50 Crores per annum to ₹ 2.20 Crores per annum paid/ payable to Mr. Sanjay Katkar. There is no change proposed in the said range of remuneration, irrespective of profit or inadequacy of the profit during the present tenure of appointment of Mr. Sanjay Katkar.

The details of Proposed remuneration is as follows:

- (a) Mr. Sanjay Katkar shall be paid basic salary, perquisites and allowances in the range of ₹ 1.50 Crores per annum to ₹ 2.20 Crores per annum. Within this range, the aggregate of basic salary, perquisites and allowances may be revised by the Board of Directors or the Nomination & Remuneration Committee from time to time.
- (b) Variable incentive of such amount as may be decided by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, from time to time subject to that the total remuneration should not exceed the maximum range mentioned above of ₹ 2.20 Crores per annum.

- (c) If the Company incurs a loss or its profits are inadequate in any financial year during the tenure of Mr. Sanjay Katkar, he may be paid such minimum remuneration as determined by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, within the above prescribed limit of maximum ₹ 2.20 Crores per annum, even if it may exceed limits as mentioned in relevant provisions of Section 198, Schedule V of the Companies Act, 2013 and / or applicable provisions of SEBI LODR.

In such a case, the following perquisites shall not be included in the computation of the ceiling on remuneration in case the Company has inadequate profits or loss in that financial year.

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

ANNEXURE 6 TO THE NOTICE

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide '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).
3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.

3. 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).
4. 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.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.

- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 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 has forgotten the password:

Shareholders 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".

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "**Login**".
 - 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
 - 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).

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

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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 General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer 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 General Meeting 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 General Meeting will be eligible to attend/ participate in the General Meeting 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.