

THE COMPANIES ACT, 1956 AND THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

******QUICK HEAL TECHNOLOGIES LIMITED**

- I. ****The name of the Company is **QUICK HEAL TECHNOLOGIES LIMITED**
- II. The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, Pune.
- III. THE OBJECT FOR WHICH THE COMPANY IS ESTABLISHED ARE :
 - (A) **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
 - *1. To carry on in India or abroad the business as designer, developer, creator, buyer, seller, reseller, trader, importer, exporter, manufacturer, consultant, librarian, adviser, trainer, publisher and service providers in the field of Information Technology (IT), computer software and software packages, products, customized software, embedded software, system tools, information technology products, equipments, all types of software, software-services related to security of computer systems, mobile devices including latest devices like smart phones, ipads etc. and to provide research and development, testing, quality assurance, programming, analysis and data processing and conversion services to individuals, companies, corporations, establishments and any type of organizations in India or Abroad.
 - ***2. To design, develop, manufacture, assemble, service, repair, maintain, buy, sell, import, export, distribute, hire, lease, market, evaluate, benchmark, advise, consult, educate, train, deal in all types of computer peripherals hardware and peripheral devices, latest computer software system, hardware system and products for various applications, computer networks and communication, mobile device security, mobile applications, value added services including digital entertainment, information services etc. To undertake IT enabled services like Call Centre management, research and development in the field of computers.
 - *3. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications, solutions software enterprise, managed security, cloud based security services either for its own use, for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

- *4. To enter into contracts, agreements and arrangements with any other company, firm, trust, Government, society, organization, institution, authority, concern association of persons or individual whether situated in India or abroad for attainment of the objects of the Company.
- *5. To promote company or companies for the purpose of acquiring or taking over of the property, rights, and liabilities of the company by way of acquiring or investing in securities of the companies.
- *6. To train or to pay for the training in India or abroad of any member or any of the Company's employees or directors or any persons of the distributor or any other candidates in the interests of and for the furtherance of the company's business.
- *7. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded in or dealt with by the Company in any way as may be expedient including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and price-lists and the conducting of competitions, exhibitions and giving of prizes, rewards and donations.
- *8. To establish maintain or procure the establishment and maintenance of pension, gratuity or superannuation fund or for other benefits of past and present employees of the Company and their dependents and to do any and all acts for the benefit of the employees and their dependents.
- *9. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company carrying on any business which this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debentures or debenture stock of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.
- *10 To merge, acquire, takeover, amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company.
- 11. To install, purchase, import, export, equip, sell, trade, fabricate, design, distribute, repair maintain, exchange, alter, lease or hire, sell on hire purchase or installment system or to construct, develop, enter into arrangement for setting up the same either in whole or in part or any other way to deal in micro processor based mini and macro computers, digits and analogue computers and other computers and data processing system accounting and business machines, printing devices, display devices, monitors (both colour and black and white) recording & starting devices, power supplies, voltage stabilizers and components thereof.
- 12. To act as consultants and /or advisors, setup institute, schools, colleges workshops and to arrange for imparting education or training to the trainees in hardware and software, theoretical knowledge and practical applications in computers working memory concept, applications in computers working memory concept, operating system information about virus development of cure for virus, development of software relating to computers and such types of other machines for collection of data and other information & export and import of software.

13. To act as consultants and advisors on information system and survey our of information services based on the use of computer and business machines of all kinds including all types of information and word processing equipment such as copying machines electronic telephone or other communication system typewriters and dictating system related to data and information processing and to furnish to the users the systems know how programmer and other software relating to the use of such machines and allied peripherals.
14. To carry out research design, engineer alter, exchange or process in any manner, manufacture deal either as principal or agent, import and export know how machinery and equipment including sub-assemblies and other parts and components thereof relating to data processing and any other equipments which are required and which are commonly supplied by , in case of such business which may seem capable, including stationery accessories, ancillaries, and items including but not limited to control panels, paper cards , discs, tapes, ribbons, relating to data processing or otherwise.
15. To establish bureaus for providing computer services, to process data and develop systems of all kinds by processing jobs and hiring out machine time and/ assist/ to set up, operate and supervise the operation of the data processing divisions of other companies or organizations in India or elsewhere.
16. To plan, design, develop, programmer and implement systems, for the sue of all kinds of data processing equipments, systems for the collection arrangement and analysis of information and the application of data processing techniques and equipment.
17. To procure the recognition of the company in any country, state or place and to establish and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, laws, resolution, decrees, concession, orders, rights, or privileges that may seen conducive to the companies objects or any of them and to oppose any proceeds or applications them and to oppose any proceeds or applications which may seem calculated directly or indirectly to which may seem calculated directly or indirectly to be prejudicial to the interests of the company or which may be affecting the company's interests.
18. To undertake contracts for maintenance and servicing of all types of computers, printers monitors, keyboards, display devices, power supply, sub-assemblies, & components thereof.
19. To give on lease or hire of all types of computers printers, monitors, keyboards, & equipments that the company may think fit.
20. To purchase or buy any other means acquire projects, prolong and review, whether in India or elsewhere, any patents, patent right, brevets invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and to grant licenses or privileges, in respect of the same and to spend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.
21. To advance, deposit or lend money, securities and property to or with such person and on such terms as may seem expedient, to customers and other having dealing with the company and to give guarantee or become sureties for any such persons firms, or companies.

22. To let, mortgage, charge sell or otherwise dispose of any property of the company either absolutely or conditionally in such manner and upon such terms and conditions in all respect as may be thought fit and to accept payment for satisfaction of the same in cash or otherwise.
23. To borrow or raise money or secure the payment of money or receive money on deposits with or without interest or otherwise in such manner as the company may think fit and in particular by the issue of debentures or debenture stock convertible into shares of this or any other company or perpetual debenture annuities and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property assets or revenue of the company, present or future including its uncalled capital by special assignment or otherwise or to transfer or to convey the same, absolutely or in trust and to give the lenders power of sale and other powers as off any such securities , as also named debenture without security but subject to payment of principal and interest in a manner to be stipulated in relation to issue of such debentures , subject to the provision of section 58 A of the companies Act and directions given by the Reserve Bank of India.
24. To draw, accept and make and to endorse, discount or negotiate or to transfer promissory notes, hundies or bills of exchange bills of lading and other negotiable instruments in connection with the business of the company.
25. To lend, invest or otherwise employ the money belonging or entrusted to the company in movable or immovable properties or in securities or in such other manner as may be deemed expedient.
26. To adopt such means of making known the business carried on by the company as may seem expedient and in particular by advertising in the press, by circulars and publication of books and periodicals and by granting prizes , rewards, donations, gifts.
27. To create any depreciation fund reserve fund sinking fund, insurance fund or any special or other fund whether for depreciation or for rearing improving extending or maintaining any of the property of the company or for redemption of debentures or redeemable preference shares.
28. To remunerate or make donations by cash or other assets or by the allotment of fully or partly paid shares by all call or option or shares debentures debenture stock or securities of this or any other company or in any other manner whether out of company's capital of profits or otherwise to any person or persons firm or company for services rendered or to be rendered in introducing any property or business to the company or in placing or assisting to place or guaranteeing the subscription of any shares, debenture, stock or other securities of the company.
29. To place as reserve or to distribute as bonus shares among the members or otherwise to apply as the company may from time think fit, any moneys arising from the sale by the Company or forfeited shares.
30. To distribute any of the property of the company in specie among the members subject to the provisions of the companies act, in the event of winding up.
31. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company or issue of its capital including brokerage and commissions for obtaining application for taking, placing underwriting or procuring the underwriting of shares, debentures or to other securities of the company.

32. To pay all the preliminary expenses of any company promoted by the company or any company in which this company is or may contemplate being interested and preliminary expenses may include all or any part of costs, and expenses of owners of any business or property acquired by the company.
33. To open current or fixed deposits and other accounts with bank, and to pay into and draw money from such accounts.
34. To establish branches and appoint agents in India and outside India, for or in connection with all or any of the objects of the company.
35. To insure the whole or any part of the property of the company either fully or partly to protect and indemnify any part of portion thereof.
36. To remunerate directors, the managing director whole time director, officers, staff and employees of the company and others out of or in proportion to the returns of profits of the company as the company may deem fit.
37. To assist the Government authorities and other institutions for rural development and rural uplift, creating employment, social development and other activities for the benefit of general public cash or otherwise and also to undertake any of the aforesaid activities alone or conjunctively with others.
38. To train or pay the training in India or abroad or any member or any of the company's employees or directors or any other candidate in the interests of and for the furtherance of the company's business.
39. To provide for the welfare of the employees or ex-employees of the company and the wives and families or dependants or connections of such persons by building or contributing to the building of houses, dwellings, or chawls or by grants of money, pensions, allowances, bonus or other funds institutions or trusts and to provide or subscribe or contribute towards place of instruction and recreation hospitals and dispensaries medical and other attendance clubs or other assistance as the contribute or otherwise assist to guarantee money to charitable benevolent religious, scientific national or other institution or objects which shall have any or any other claim to support of aid by the company either by means of public utility or otherwise.
40. To refer or agree to refer any claims demands disputes or any other question by or against the company or in which the company is interested or concerned and whether between the company and the member or his or their representative or between the company and the third party. to arbitration in or at any place outside India and to observe and perform and to do all acts deeds and things to carry out or enforce the award.
41. To indemnify officers directors, agents, and servants of the company against proceeding costs damages, claims, and demands in respect of anything done by them for in the interest of the company or for any loss, damage or misfortune whatever which shall be caused in execution of the duties of their office or in relation thereof .
42. To establish and support or aid in establishment and support of associations, institutions funds trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependants or relatives of such persons and to grant pension allowances and gratuities and to make payments towards insurance and to subscribe or

guarantee money for charitable or benevolent objects or for any exhibitions or for any public object.

43. To start or maintain subsidize or contribute to charitable dispensaries or hospitals gymkhanas play grounds clubs libraries technical or literary schools hospitals shops, boarding houses or institutions for the benefit of public or as to promote the company's interest.
44. To accept or make gifts or bequests donations in cash or in kind whether with or without conditions and whether onerous or otherwise from / to any person including the directors and shareholders of the company body corporate firm group of persons.
45. To sublet all or any contracts from to time and upon such terms and conditions as may be thought expedient.
46. To employ experts to investigate and examine into the condition prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, property or right.
47. To apply for tender, purchase or otherwise acquire and contracts sub - contracts, license, concession for or any relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out dispose off, or otherwise turn to account the same.
48. To acquire by purchase lease, exchange or otherwise land building structures and hereaditaments of any tenure or description whatsoever and any estate or interest therein and any rights over or connected with the land to turn the same to account as may seem expedient and in particular by preparing buildings sites and by constructing, reconstructing altering improving decorating re- erecting furnishing and maintaining office, flats houses laboratories cold storage, factories warehouse shops wharves buildings works and conveniences of all kinds and by leasing transferring same as may be necessary for the purpose of the company.
49. To engage consultants / Advisors, experts Advocates / solicitors for S.S.I. Import export legal work from time to time and remunerate them for professional services rendered to the company.

(C) OTHER OBJECTS NOT INCLUDED IN (A) & (B) ABOVE:

50. To purchase sell import, export deal in wholesale and retail, supply, exchange, distribute redistribute , purchase on hire, process, assemble pack and store, erect and maintain repair in and outside India artificial silks, automobiles and automobile parts, aero planes, agricultural commodities, agricultural inputs agricultural tools, agricultural implements, appliances, accessories auxiliaries, artificial stones, air conditioners, abrasives equipment, aerated artificial, water biological, product by products by products, materials bonding, machinery, spares, bottles, cocoa beans, coffers compressors, coating reins, colour chemicals, chlorides, cosmetics, computer systems, cement pipes, capacitors, computer systems, cement, china ware, ceramic wares, clocks, cutlery, complement salary, cords, calculating, cigarettes, canisters, cardboard, boxes, combs, condiments, composite materials, cellulose, compositors, cartons, cases, diesel, engines, processing systems, detonators, diaries, deodorizers, dyes, drugs, drums engines, electric machines, equipments, earthmoving equipments, electric motors, electronics, devices earthenware, electrical goods, easterners, essence furnishing electrical goods, elastomers, essence furnishing cloth fans, fibers , flower, food grains , foodstuff, fruit products, either processed or canned flax, fuses flavoring chemicals, fungicides fertilizers, furniture, fiberboard, fluorescent tubes, fumigants, Formica, flash light, foams gibers, and films

ginner and unpinned cotton, gas plant and films ginner and unpinned cotton, gas plant machines, generators, geysers, grinders, gum, glassware, gauges, grease, glues, graybeards, garments, ghee, heaters, hosiery, hemp, has hair brushes, hydrogen, hydricarbidbmgard, board, handles hardware systems, hums, pipes, hotplates, heaters, insecticides, instruments, insulation, materials, implements materials, implements irons ice , ice creams, jams jewelery real, and or artificial lines, cloth, lace, lather and all kinds of leather goods and accessories thereof lighters lifts, lubricants, lift vans, lift cages, motor parts, machines, marine engines, microphones, manures, metals, minerals, molded good, motorcycles, motor, lorries, metal boards, mixers, newspapers, nuts, nails, nitrogen, natural gas, oil driven machines, objects of arts, over an oxygen, oil engines, oil seeds, ores, pure silk, pumps, photo, films, photographic products, equipment and accessories thereof photo, electric cells, paints, pipes, pottery, paper -bags, playing cards, periodicals, plastics and plastic products of all kinds raw, finished or semi finished end products thereof polystyrene, vinylchlorides, paying chloride, precision instruments, phosphates, pigments, perfumes, plastic and resinous materials, plastic polishing, materials, pumps, packing cases, paper petroleum, petroleum products, pharmaceuticals, pickles, road making and repairing machines rubber, - chemicals radios, radio, cabinets, refrigerators, refractories, rikshaws, rubber to metal bonded components, sarees, squashes, stones, natural, finished, semi finished whether marble or ramifies etc. scarves sugar, sugar-candy starch surgical supplies switches sprayers sprinklers, special metals, sanitary wears, solar appliances, silk, synthetic fibbers, snuff pipes, scooters, stereos, solvents, scissors, shipboards soaps sponges, spoons, sterns, trucks, tractors, transformers, thermometers, thermostat, telecommunication instruments and devices television tape - recorder, tube light, trailers tyres tapestry textiles, tins, tanks, toilets, requisites tools, thermoplastic typewriters, toners ups, toys, umbrellas, vinegar, varnishes, valves valentines, watches walking sticks, wood in any form furniture antiques in wood or otherwise wines, weedicides, articles.

51. To act as an export agent and purchase and sales representative to stock lists and producers engaged in small medium and large scale industries.
52. To carry on business as house, land and estate agents.
53. To own construct, run take over manage carry on the business of hotel motel boarding and lodging.
54. To apply for and to become an authorized dealer in foreign exchange if so permitted by reserve Bank of India.
55. To carry on the business of manufacturing selling distributing marketing and otherwise dealing in iron steel brass bronze, aluminum and other metal products, machinery, tools jigs accessories laboratory, and electronic instruments and machinery.
56. To carry on the business as designers and consultants in various lines of manufacture as also to carry on the business as designers manufacturers of various plants equipments accessories and other products as also to act as purchasers sellers dealers importers exporters in plants, machinery equipment, accessories and other allied products.
57. To carry on the business in wood and timber and manufacturers of wood, wood blocks for flooring and other purpose boxes, windows doors wood heels and holds wood letter wood pulp, wood wool plywood masts spare derricks slippers tool benders paneling wood work furniture bricks and to act as wood workers and suppliers of all description of wood and timber.

58. To carry on the business of service contractors for arranging corporate and business parties meeting conference seminars, speeches, functions interviews ceremonies, celebrations exhibitions symposiums slide shows film shows get together dinner , lunch on and for that purpose to aid provide make available serve directly or comfortable sittings and meetings accommodation meeting place room halls kitchens sitting arrangement, furniture , public address systems audiovisual photographic, display and projecting equipments drinks food and food products provisions communication systems rest houses serving staff vehicles tour programmers travel booking services public relation and liaison facilities contractors agents, consultants on any of the above activities.
 59. To manufacture, buy sell, import export all types and varieties of stationery and articles required for office use, gift, donation.
 60. To carry on business of leasing and hire purchase finance company and to acquire and provide on lease on hire purchase basis all type of office equipments plant machinery tools, jigs equipments, appliances instruments, vehicles, buildings, flats, industrial commercial, premises required for manufacturing processing transportation and trading business and other industrial commercial business.
 61. To Purchase for investment or resale and to traffic in land and house and other property of any tenure and any interest therein and to create, sell and deal in free hold and lease hold ground rents and to make advances upon the security of land or house or other property or any interest therein and generally to deal in traffic by sale lease, exchange or otherwise with land house property and any other property, whether real or personal.
 62. To own purchase take on lease or otherwise acquire sell let on hire or lease develop maintain land jungles estates, farms plantation parks, garden for cultivation production and selling of food grains, crops , plantations , trees timbers, flowers fruits, saplings seedlings seeds and/ or public purpose and to carry out the activities of sericulture fisheries bee keeping poultry farming and to breed, buy sell, care develop live stocks, cattle and milk eggs meat, hides skins ivories fibers derived from them to carry on the business of providing finance fertilizers storage, transport and such other services and facilities for above purpose.
 63. To own establish, promote install maintain amusement or wonderland or place of entertainment of people with the help of theatres cinema, playgrounds, games, sport goods, electronic, electrical or mechanical games, machines, toy machinery and equipments and to conduct the entire affairs of such places on contracts.
 64. To own, establish, aid, subsidies, assist or promote in establishment of hospitals, clinics, policlinics, medical facilities and provides medical services in all its branches to the society for consideration or otherwise.
 65. To produce, prepare, design, buy, sell, import, export, deal in, let on hire or library system plants, landscape, bouquet flower arrangement, poster or other decorative articles.
- IV.** The liability of the Members is limited.
- V.** ** The Authorised Share Capital of the Company is Rs. 750,000,000/- (Rupees Seventy Five Crores Only) divided into 75,000,000 (Seven Crore Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each. with power to increase or reduce or modify the said capital or to divide shares into several classes and attach thereto preferential, differed, qualified or special rights or conditions as may be determined by or in the Articles of Association of the

Company or to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided in the articles of association of the Company."

* (Clause 1 to 10 have been inserted vide Extra- Ordinary General meeting dated 9th September 2010 and the previous clauses have been re- numbered pursuant to the insertion.)

** (As amended vide Extra Ordinary general meeting dated 26th February 2014)

*** (As amended vide Extra Ordinary general meeting dated 12th December 2014)

****(Conversion of the Company into a public limited company and consequently, change the name of the Company from 'Quick Heal Technologies Private Limited', to 'Quick Heal Technologies Limited' , vide Extra Ordinary General Meeting dated 28th August 2015.)

We the several persons whose names, address and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuance of these Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set a side of our respective names :-

Signatures, names address, description and Occupation of Subscribers	Number of Equity Shares Taken by each subscriber	Signature, name, address, description and occupation of witness
<p>Sd/-</p> <p>1.Name :- KATKAR KAILASH</p> <p>son of:- KATKAR SAHEBRAO BAPUSAHEB</p> <p>Address:- Flat No. 9, Raghunath Apts., Mohan wadi, Alandi Road, Yerawada, Pune - 411006.</p> <p>Age :- 28 years</p> <p>Occupation :- Business</p>	1 (One)	<p>For Both sd/-</p> <p>SUHAS BORA</p> <p>Son of PREMSUKH BORA</p> <p>1211 B Shukrawar Peth, Subhash nagar, lane - 4.</p> <p>Poona - 411002.</p>
<p>Sd/-</p> <p>2.Name :- KATKAR SANJAY</p> <p>son of :- KATKAR SAHEBRAO BAPUSAHEB</p> <p>Address :- Flat No. 9, Raghunath Apts., Mohan wadi, Alandi Road, Yerawada, Pune - 411006.</p> <p>Age :- 24 years</p> <p>Occupation :- Business</p>	1 (One)	<p>Occ. :- Chartered Accountant</p>
Total	2 (Two)	

Place: Poona

Date:29.06.95

THE COMPANIES ACT, 1956 AND THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

***ARTICLES OF ASSOCIATION**

OF

QUICK HEAL TECHNOLOGIES LIMITED

CONSTITUTION OF THE COMPANY

- (a) *The Regulations contained in Table 'F' of Schedule I to the Companies Act, 2013 shall apply only in so far as the same are not inconsistent with these Articles.*
- (b) *The Regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by Special Resolution as prescribed by the Companies Act, 2013.*

1. DEFINITIONS

In the interpretation of these Articles, the following words and expressions shall have the following meanings unless repugnant to the subject or context.

- (a) **"Act"** and any reference to any Section or provision thereof respectively means and includes the Companies Act, 2013 including any statutory amendments thereto, and the Rules made thereunder, and notified from time to time.
- (b) **"ADRs"** shall mean American Depository Receipts representing ADSs.
- (c) **"Annual General Meeting"** shall mean a General Meeting of the holders of Equity Shares held in accordance with the applicable provisions of the Act;

* Revised Articles of Association of the Company, was approved and adopted; vide Extra Ordinary General Meeting held on 28th August 2015.

- (d) **"ADSS"** shall mean American Depository Shares, each of which represents a certain number of Equity Shares.
- (e) **"Articles"** shall mean these Articles of Association as adopted or as from time to time altered in accordance with the provisions of these Articles and the Act.
- (f) **"Auditors"** shall mean and include those persons appointed as such for the time being by the Company.