

Quarterly Compliance Report on Corporate Governance for Quarter ending December 31, 2017

Sr	Name of the Director	DIN	Category 1 of directors	Date of appointment in the current term	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Kailash Sahebrao Katkar	00397191	Executive Director	01-04-2015		1	2	0
2	Sanjay Sahebrao Katkar	00397277	Executive Director	01-04-2015		1	0	0
3	Shailesh Lakhani	03567739	Non-Executive - Non Independent Director	04-09-2015		1	0	0
4	Mehul Savla	02137699	Non-Executive - Independent Director	24-09-2015	60	1	1	0
5	Abhijit Jorvekar	05199551	Executive Director	27-07-2012		1	0	0
6	Sunil Sethy	00244104	Non-Executive - Independent Director	24-09-2015	60	1	5	3
7	Pradeep Vasudeo Bhide	03304262	Non-Executive - Independent Director	24-09-2015	60	6	8	3
8	Apurva Pradeep Joshi	06608172	Non-Executive - Independent Director	24-09-2015	60	1	1	0

II. Composition of Committees				
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors
1	Audit Committee	Mr. Sunil Sethy	Non-Executive - Independent Director	Chairperson
2	Audit Committee	Ms Apurva Joshi	Non-Executive - Independent Director	Member
3	Audit Committee	Mr. Kailash Katkar	Executive Director	Member
4	Audit Committee	Mr. P.V. Bhide	Non-Executive - Independent Director	Member
5	Nomination and remuneration committee	Mr. Mehul Savla	Non-Executive - Independent Director	Chairperson
6	Nomination and remuneration committee	Mr. Sunil Sethy	Non-Executive - Independent Director	Member
7	Nomination and remuneration committee	Mr. P.V. Bhide	Non-Executive - Independent Director	Member
8	Stakeholders Relationship Committee	Mr. P.V. Bhide	Non-Executive - Independent Director	Chairperson
9	Stakeholders Relationship Committee	Mr. Mehul Savla	Non-Executive - Independent Director	Member
10	Stakeholders Relationship Committee	Mr. Kailash Katkar	Executive Director	Member
11	Stakeholders Relationship Committee	Mr. Sunil Sethy	Non-Executive - Independent Director	Member
12		Ms. Apurva Joshi	Non-Executive - Independent Director	Chairperson
13	Corporate Social Responsibility Committee	Mr. Kailash Katkar	Executive Director	Member
14	Corporate Social Responsibility Committee	Mr. Sanjay Katkar	Executive Director	Member

III. Meeting of Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)
1	11-11-2016	
2	03-02-2017	83
3	24-03-2017	48

IV. Meeting of Committees						
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	02-02-2017	Yes	Mr. Kailash Katkar, Mr. Sunil Sethy, Mr. Pradeep Vasudeo Bhide & Ms. Apurva Joshi	10-11-2016	83

V. Related Party Transactions		
Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	NA
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	www.quickheal.com
2	Terms and conditions of appointment of independent directors	Yes	www.quickheal.com
3	Composition of various committees of board of directors	Yes	www.quickheal.com
4	Code of conduct of board of directors and senior management personnel	Yes	www.quickheal.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.quickheal.com
6	Criteria of making payments to non-executive directors	Yes	www.quickheal.com
7	Policy on dealing with related party transactions	Yes	www.quickheal.com
8	Policy for determining 'material' subsidiaries	Yes	www.quickheal.com
9	Details of familiarization programmes imparted to independent directors	Yes	www.quickheal.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.quickheal.com
11	email address for grievance redressal and other relevant details	Yes	www.quickheal.com
12	Financial results	Yes	www.quickheal.com
13	Shareholding pattern	Yes	www.quickheal.com
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	New name and the old name of the listed entity	Yes	www.quickheal.com

Annexure II			
II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	Yes
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Signatory Details

Name of signatory	CS Vijay Shirode
Designation of person	Company Secretary
Place	Pune
Date	13-04-2017