

Quarterly Compliance Report on Corporate Governance for Quarter ending March 31, 2018

| 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 (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|----|-------------------------|----------|--|---|--------------------------------|--|---|--|
| 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 | 0 | 0 |
| 5 | SUNIL SETHY | 00244104 | Non-Executive - Independent Director | 24-09-2015 | 60 | 3 | 3 | 1 |
| 6 | PRADEEP BHIDE | 03304262 | Non-Executive - Independent Director | 24-09-2015 | 60 | 6 | 8 | 3 |
| 7 | APURVA JOSHI | 06608172 | Non-Executive - Independent Director | 24-09-2015 | 60 | 1 | 1 | 0 |
| 8 | ABHIJIT JORVEKAR | 05199551 | Non-Executive - Non Independent Director | 27-07-2012 | | 1 | 0 | 0 |

| Audit Committee Details | | | | |
|--------------------------------|-------------------|----------------------------------|--------------------------------------|--------------------------------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors |
| 1 | 00244104 | MR. SUNIL SETHY | Non-Executive - Independent Director | Chairperson |
| 2 | 03304262 | MR. PRADEEP BHIDE | Non-Executive - Independent Director | Member |
| 3 | 00397191 | MR. KAILASH KATKAR | Executive Director | Member |
| 4 | 06608172 | MS. APURVA JOSHI | Non-Executive - Independent Director | Member |

| Nomination and remuneration committee | | | | |
|--|-------------------|----------------------------------|--------------------------------------|--------------------------------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors |
| 1 | 02137699 | MR. MEHUL SAVLA | Non-Executive - Independent Director | Chairperson |
| 2 | 00244104 | MR. SUNIL SETHY | Non-Executive - Independent Director | Member |
| 3 | 03304262 | MR. PRADEEP BHIDE | Non-Executive - Independent Director | Member |
| 4 | 00397191 | MR. KAILASH KATKAR | Executive Director | Member |

| Stakeholders Relationship Committee | | | | |
|--|-------------------|----------------------------------|--------------------------------------|--------------------------------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors |
| 1 | 03304262 | MR. PRADEEP BHIDE | Non-Executive - Independent Director | Chairperson |
| 2 | 00244104 | MR. SUNIL SETHY | Non-Executive - Independent Director | Member |
| 3 | 00397191 | MR. KAILASH KATKAR | Executive Director | Member |
| 4 | 02137699 | MR. MEHUL SAVLA | Non-Executive - Independent Director | Member |

| Corporate Social Responsibility Committee | | | | |
|--|-------------------|----------------------------------|--------------------------------------|--------------------------------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors |
| 1 | 06608172 | MS. APURVA JOSHI | Non-Executive - Independent Director | Chairperson |
| 2 | 00397191 | MR. KAILASH KATKAR | Executive Director | Member |
| 3 | 00397277 | 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 | 10-11-2017 | |
| 2 | 07-02-2018 | 88 |

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 | 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 | 06-02-2018 | Yes | 3 | 09-11-2017 | 88 |
| 2 | Nomination and remuneration committee | 07-02-2018 | Yes | 4 | | |

| 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 | NA |

| 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.co.in |
| 2 | Terms and conditions of appointment of independent directors | Yes | www.quickheal.co.in |
| 3 | Composition of various committees of board of directors | Yes | www.quickheal.co.in |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | www.quickheal.co.in |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | www.quickheal.co.in |
| 6 | Criteria of making payments to non-executive directors | Yes | www.quickheal.co.in |
| 7 | Policy on dealing with related party transactions | Yes | www.quickheal.co.in |
| 8 | Policy for determining 'material' subsidiaries | Yes | www.quickheal.co.in |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | www.quickheal.co.in |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | www.quickheal.co.in |
| 11 | email address for grievance redressal and other relevant details | Yes | www.quickheal.co.in |
| 12 | Financial results | Yes | www.quickheal.co.in |
| 13 | Shareholding pattern | Yes | www.quickheal.co.in |
| 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 | Quick Heal Technologies Limited |

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 | MR. KAILASH KATKAR |
| Designation of person | Managing Director |
| Place | PUNE |
| Date | 12-04-2018 |