

**Quarterly Compliance Report on Corporate Governance for Quarter ending March 31, 2020**

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	MANU PARPIA	00118333	Non-Executive - Independent Director	10-05-2018	60	3	4	0
3	MEHUL SAVLA	02137699	Non-Executive - Independent Director	24-09-2015	60	1	1	1
4	PRADEEP BHIDE	03304262	Non-Executive - Independent Director	24-09-2015	60	6	10	5
5	SANJAY SAHEBRAO KATKAR	00397277	Executive Director	01-04-2015		1	0	0
6	SHAILESH LAKHANI	03567739	Non-Executive - Non Independent Director	04-09-2015		1	0	0
7	APURVA JOSHI	06608172	Non-Executive - Independent Director	24-09-2015	60	1	2	0
8	PRITI RAO	03352049	Non-Executive - Independent Director	10-04-2018	60	2	1	0

<b>Audit Committee Details</b>					
Whether the Audit Committee has a Regular Chairperson				Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Date of Appointment	Date of Cessation
1	03304262	MR. PRADEEP BHIDE	Non-Executive - Independent Director	10-05-2018	
2	00397191	MR. KAILASH KATKAR	Executive Director	10-05-2018	
3	06608172	MS. APURVA JOSHI	Non-Executive - Independent Director	10-05-2018	
4	00118333	MR. MANU PARPIA	Non-Executive - Independent Director	10-05-2018	
5	03352049	MS. PRITI RAO	Non-Executive - Independent Director	10-05-2018	

<b>Nomination and remuneration committee</b>					
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Date of Appointment	Date of Cessation
1	00118333	MR. MANU PARPIA	Non-Executive - Independent Director	10-05-2018	
2	03304161	MR. PRADEEP BHIDE	Non-Executive - Independent Director	10-05-2018	
3	00397191	MR. KAILASH KATKAR	Executive Director	10-05-2018	

<b>Stakeholders Relationship Committee</b>					
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Date of Appointment	Date of Cessation
1	02137699	MEHUL SAVLA	Non-Executive - Independent Director	10-05-2018	
2	00397191	KAILASH SAHEBRAO KATKAR	Executive Director	10-05-2018	
3	06608172	APURVA JOSHI	Non-Executive - Independent Director	10-05-2018	

<b>Corporate Social Responsibility Committee</b>					
Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Date of Appointment	Date of Cessation
1	03352049	PRITI RAO	Non-Executive - Independent Director	10-05-2018	
2	00397191	KAILASH SAHEBRAO KATKAR	Executive Director	10-05-2018	
3	00397277	SANJAY SAHEBRAO KATKAR	Executive Director	10-05-2018	

**III. Meeting of Board of Directors**

<b>Sr</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
1	12-11-2018	
2	13-02-2019	92
3	05-03-2019	19

**IV. Meeting of Committees**

<b>Sr</b>	<b>Name of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Requirement of Quorum met</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
1	Audit Committee	13-02-2019	Yes	5	12-11-2018	92

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

**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**

<b>Sr</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Web address</b>
1	Details of business	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
2	Terms and conditions of appointment of independent directors	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
3	Composition of various committees of board of directors	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
4	Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
6	Criteria of making payments to non-executive directors	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
7	Policy on dealing with related party transactions	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
8	Policy for determining 'material' subsidiaries	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
9	Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
11	email address for grievance redressal and other relevant details	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
12	Financial results	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
13	Shareholding pattern	Yes	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>
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	<a href="http://www.quickheal.co.in">www.quickheal.co.in</a>

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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 100 listed entities)</b>	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

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



**Annexure II****III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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	KAILASH KATKAR
Designation of person	Managing Director
Place	PUNE
Date	08-04-2019