

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

Sr	Name of the Director	DIN	Category 1 of directors	Initial Date of appointment	Date of Re-appointment	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	01-04-2015		1	0	1	0
2	SANJAY SAHEBRAO KATKAR	00397277	Executive Director	01-04-2015	01-04-2015		1	0	1	0
3	MEHUL SAVLA	02137699	Non-Executive - Independent Director	24-09-2015	24-09-2015	60	1	1	0	0
4	AMITABHA MUKHOPADHYAY	01806781	Non-Executive - Independent Director	10-06-2019	10-06-2019	60	1	1	2	1
5	APURVA JOSHI	06608172	Non-Executive - Independent Director	24-09-2015	24-09-2015	60	1	1	1	1
6	PRITI RAO	03352049	Non-Executive - Independent Director	10-04-2018	10-04-2018	60	2	2	1	0
7	SHAILESH LAKHANI	03567739	Non-Executive - Nominee Director	04-09-2015	04-09-2015		1	1	0	0

Audit Committee Details

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	01806781	AMITABHA MUKHOPADHYAY	Non-Executive - Independent Director	15-07-2019	
2	03352049	PRITI RAO	Non-Executive - Independent Director	10-05-2018	
3	00397277	SANJAY SAHEBRAO KATKAR	Executive Director	15-07-2019	

Nomination and remuneration committee

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	01806781	AMITABHA MUKHOPADHYAY	Non-Executive - Independent Director	15-07-2019	
2	02137699	MEHUL SAVLA	Non-Executive - Independent Director	15-07-2019	
3	00397191	KAILASH SAHEBRAO KATKAR	Executive Director	04-01-2016	

Stakeholders Relationship Committee

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	06608172	APURVA JOSHI	Non-Executive - Independent Director	15-07-2019	
2	00397191	KAILASH SAHEBRAO KATKAR	Executive Director	04-01-2016	
3	01806781	AMITABHA MUKHOPADHYAY	Non-Executive - Independent Director	15-07-2019	

Corporate Social Responsibility Committee

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	24-09-2015	
3	00397277	SANJAY SAHEBRAO KATKAR	Executive Director	24-09-2015	

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	14-11-2019		6	4
2	05-02-2020	82	7	4
3	24-02-2020	18	5	3

IV. Meeting of Committees						
Sr	Name of Committee	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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-11-2019		Yes	3	2
2	Audit Committee	05-02-2020	82	Yes	3	2
3	Stakeholders Relationship Committee	05-02-2020		Yes	3	2
4	Nomination and remuneration committee	24-02-2020		Yes	3	2

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			
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	Yes	www.quickheal.co.in
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.quickheal.co.in
16	New name and the old name of the listed entity	Yes	www.quickheal.co.in
17	Advertisements as per regulation 47 (1)	Yes	www.quickheal.co.in
18	Credit rating or revision in credit rating obtained	NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.quickheal.co.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.quickheal.co.in
21	Materiality Policy as per Regulation 30	Yes	www.quickheal.co.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
23	It is certified that these contents on the website of the listed entity are correct	Yes	www.quickheal.co.in

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 500 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

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), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	NA
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	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	KAILASH KATKAR
Designation of person	Managing Director
Place	PUNE
Date	16-04-2020