Quick Heal
Security Simplified

Quick Heal Technologies Ltd.

Regd. Office: Marvel Edge, Office No. 7010 C & D, 7th Floor,
Opposite Neco Garden Society, Viman Nagar, Pune 411014.
Tel: +91 20 66813232 | Email: cs@quickheal.co.in
CIN - L72200MH1995PLC091408

Ref No.: QHTL/Sec/SE/2022-23/36

August 31, 2022

The Manager,
Corporate Services,
BSE Limited,
14th floor, P J Towers, Dalal Street,
Mumbai – 400 001
Security ID: QUICKHEAL
Security Code: 539678

The Manager,
Corporate Services,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Symbol: QUICKHEAL
Series: EQ

Dear Sir/ Madam

Subject: Submission of Draft Letter of Offer for the Buyback of up to 50,00,000 fully paid-up equity shares of ₹ 10/- each ("Equity Shares") of Quick Heal Technologies Limited ("Company") at a price of ₹ 300 per Equity Share for a maximum amount of ₹ 150 crore ("Buyback Size") through the tender offer process pursuant to the SEBI (Buy Back of Securities) Regulations, 2018, as amended ("Buyback Regulations").

This is in regard to the captioned buyback and is further to our letter dated August 29, 2022 whereby we had submitted the Public Announcement.

We are pleased to submit herewith the draft letter of offer dated August 30, 2022 for your reference and dissemination.

Please acknowledge receipt of this intimation.

Thanking you
For Quick Heal Technologies Limited

SRINIVASA RAO ANASINGARAJU
Digitally signed by SRINIVASA RAO ANASINGARAJU
Date: 2022.08.31 15:00:11 +05'30'

A. Srinivasa Rao
Company Secretary

Encl: as above

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you as a registered Equity Shareholder (as defined hereinafter) of Quick Heal Technologies Limited (the "**Company**") as on the Record Date (as defined hereinafter) in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**"). If you require any clarifications about the action to be taken, you should consult your stockbroker or investment consultant or the Manager to the Buyback Offer i.e., Ambit Private Limited or the Registrar to the Buyback Offer i.e., Link Intime India Pvt. Ltd. Please refer to the section on "Definitions of Key Terms" for the definitions of the capitalized terms used herein.

Quick Heal

Security Simplified

Quick Heal Technologies Limited
CIN: L72200MH1995PLC091408
Registered Office: Marvel Edge, Office No. 7010 C & D, 7th Floor, Viman Nagar, Pune - 411 014, India
Phone: +91 (20) 6681 3232; **E-mail**: cs@quickheal.co.in; **Website**: www.quickheal.co.in
Contact Person: Mr. Vinav Agarwal, Compliance Officer

OFFER TO BUYBACK UPTO 50,00,000 (FIFTY LAKHS) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH, REPRESENTING APPROXIMATELY 8.6% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS AT MARCH 31, 2022, FROM THE SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, I.E. SEPTEMBER 14, 2022 ON A PROPORTIONATE BASIS, THROUGH THE "TENDER OFFER" ROUTE AT A PRICE OF ₹ 300/- (RUPEES THREE HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 150 CRORE (RUPEES ONE HUNDRED AND FIFTY CRORE ONLY) EXCLUDING ANY TRANSACTION COSTS.

1) The Buyback is in accordance with Article 9 of the Articles of Association of the Company and is subject to the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Companies Act**"), the Companies (Share Capital and Debentures) Rules, 2014, as amended ("**Share Capital Rules**"), Companies (Management and Administration) Rules, 2014, as amended ("**Management Rules**") and the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), to the extent applicable and in compliance with the Buyback Regulations, statutory modifications or re-enactments thereof, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities and/or regulatory authorities including but not limited to Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies ("**RoC**") and the stock exchanges where the Equity Shares of the Company are listed, i.e., the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (collectively, the "**Stock Exchanges**").
2) The Maximum Buyback Size represents 24.71% and 24.66% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2022, on a standalone and consolidated basis respectively, and is within the limit of 25% (for a Buyback as provided for under Section 68(2)(c) of the Act) of the aggregate of the Company's total paid-up equity share capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company as on March 31, 2022.
3) The Letter of Offer will be sent to the Equity Shareholder(s) / Beneficial Owner(s) of Equity Shares of the Company as on the Record Date i.e., September 14, 2022.
4) The procedure for tender and settlement is set out in paragraph 20 on page no. 45 of this Draft Letter of Offer. The form of acceptance cum acknowledgement ("**Tender Form**") is enclosed together with this Draft Letter of Offer.
5) The procedure for Acceptance is set out in paragraph 19 on page no. 39 of this Draft Letter of Offer. The payment of consideration is in cash to the Eligible Shareholders. For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.30 on page no. 54 of this Draft Letter of Offer.
6) A copy of the Public Announcement, the Draft Letter of Offer and the Letter of Offer (along with the Tender Form and Form SH - 4) shall be available on the website of the Company - www.quickheal.co.in and is expected to be available on the websites of Securities and Exchange Board of India at http://www.sebi.gov.in, the Stock Exchanges at www.bseindia.com and www.nseindia.com and the Registrar at www.linkintime.co.in.
7) Eligible Shareholders are advised to read this Draft Letter of Offer and in particular, refer to paragraph 17 (**Details of Statutory Approvals**) and paragraph 21 (**Note on Taxation**) of this Draft Letter of Offer before tendering their Equity Shares in the Buyback.

BUYBACK PROGRAMME

BUYBACK OPENS ON: [●], [●], 2022
BUYBACK CLOSES ON: [●], [●], 2022
LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK: [●], [●], 2022 BY 5.00 p.m.

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
AMBIT Acumen at work	LINK Intime
Ambit Private Limited **Address:** Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 **Tel:** + 91 (22) 6623 3030; **Fax:** +91 (22) 3982 3020 **Contact Person:** Mr. Miraj Sampat / Mr. Jatin Jain **Email**: quickheal.buyback2022@ambit.co **Website:** www.ambit.co **SEBI Registration Number:** INM000010585 **Validity Period:** Permanent **CIN:** U65923MH1997PTC109992	**Link Intime India Private Limited.** **Address:** C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 **Tel:** +91 (22) 4918 6200; **Fax:** +91 (22) 4918 6195 **Contact Person**: Mr. Sumeet Deshpande **E-mail**: quickheal.buyback2022@linkintime.co.in **Website:** www.linkintime.co.in **SEBI Registration Number:** INR000004058 **Validity Period:** Permanent **CIN:** U67190MH1999PTC118368

TABLE OF CONTENTS

1.	SCHEDULE OF ACTIVITIES	3
2.	DEFINITION OF KEY TERMS	3
3.	DISCLAIMER CLAUSE	8
4.	TEXT OF RESOLUTION PASSED AT THE BOARD MEETING	10
5.	DETAILS OF PUBLIC ANNOUNCEMENT	14
6.	DETAILS OF THE BUYBACK	14
7.	AUTHORITY FOR THE BUYBACK	16
8.	NECESSITY FOR THE BUYBACK	17
9.	MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY	17
10.	BASIS OF CALCULATING THE BUYBACK PRICE	23
11.	SOURCES OF FUNDS FOR THE BUYBACK	23
12.	DETAILS OF ESCROW ACCOUNT AND AMOUNT DEPOSITED THEREIN	24
13.	CAPITAL STRUCTURE AND SHAREHOLDING PATTERN	24
14.	BRIEF INFORMATION OF THE COMPANY	26
15.	FINANCIAL INFORMATION ABOUT THE COMPANY	32
16.	STOCK MARKET DATA	36
17.	DETAILS OF STATUTORY APPROVALS	38
18.	DETAILS OF THE REGISTRAR TO THE BUYBACK AND INVESTOR SERVICE CENTRE	39
19.	PROCESS AND METHODOLOGY FOR THE BUYBACK	39
20.	PROCEDURE FOR TENDERING SHARES AND SETTLEMENT	45
21.	NOTE ON TAXATION	56
22.	DECLARATION FROM THE BOARD OF DIRECTORS	58
23.	REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITOR'S ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY	59
24.	DOCUMENTS FOR INSPECTION	62
25.	DETAILS OF THE COMPLIANCE OFFICER	63
26.	REMEDIES AVAILABLE TO SHAREHOLDERS/ BENEFICIAL OWNERS	63
27.	DETAILS OF THE MANAGER TO THE BUYBACK	64
28.	DECLARATION BY THE DIRECTORS	64

TENDER FORMS

1. SCHEDULE OF ACTIVITIES

Activity	Schedule of activities	
	Date	**Day**
Date of Board Meeting approving the proposal for the Buyback	July 21, 2022	Thursday
Date of annual general meeting approving the Buyback	August 26, 2022	Friday
Date of declaration of results of e-voting to the stock exchanges for resolution by the Equity Shareholders of the Company, approving the Buyback	August 27, 2022	Saturday
Date of Public Announcement for the Buyback	August 27, 2022	Saturday
Date of publication of the Public Announcement for the Buyback	August 29, 2022	Monday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	September 14, 2022	Wednesday
Date of opening of Buyback	[●], 2022	[●]
Date of closing of Buyback	[●], 2022	[●]
Last date of receipt of completed Tender Forms and other specified documents by the Registrar	[●], 2022	[●]
Last date of verification of Tender Forms by Registrar	[●], 2022	[●]
Last date of intimation to the Designated Stock Exchange regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar	[●], 2022	[●]
Last date of settlement of bids on the Designated Stock Exchange	[●], 2022	[●]
Last date of dispatch of share certificate(s) by the Registrar to the Buyback/ payment to Eligible Shareholders/ return of unaccepted Equity Shares by Designated Stock Exchange to Eligible Shareholders/ Seller Broker	[●], 2022	[●]
Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	[●], 2022	[●]
Last Date of Extinguishment of Shares bought back	[●], 2022	[●]

Note: *Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.*

2. DEFINITION OF KEY TERMS

2.1 This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specifies otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

2.2 The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, the Depositories Act, 1996, and the rules and regulations made thereunder.

Acceptance/ Accept/	Acceptance of Equity Shares tendered by Eligible Shareholders for the

Accepted	Buyback
Act / Companies Act	The Companies Act, 2013, as amended and rules framed thereunder
Acquisition Window	The facility for acquisition of Equity Shares through the mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars.
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date
Articles / Articles of Association	Articles of Association of the Company, as amended from time to time
Board / Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized "**Committee**" thereof)
Board Meeting	Meeting of the Board of Directors of the Company held on July 21, 2022 to approve the proposal of Buyback
BSE	BSE Limited
Buyback / Buyback Offer / Offer	Offer to buy back up to 50,00,000 fully paid-up equity shares of ₹ 10/- (Rupees ten only) each of the Company at a price of ₹ 300/- (Rupees three hundred only) per Equity Share, payable in cash, from the Equity Shareholders of the Company as on the Record Date, by way of Tender Offer in terms of the Buyback Regulations read with SEBI Circulars, on a proportionate basis
Buyback Closing Date	[●], [●], 2022
Buyback Committee / Committee	Mr. Kailash Katkar, Managing Director & CEO, Mr. Sanjay Katkar, Joint Managing Director & CTO, Mr. Amitabha Mukhopadhyay, Independent Director, Mr. Mehul Savla, Independent Director, Mr. Navin Sharma, Chief Financial Officer, Mr. Abhisek Singhania, Director - Finance, Mr. Srinivasa Rao, Company Secretary and Mr. Vinav Agarwal, Compliance Officer, constituted and authorized for the purposes of the Buyback by a resolution passed by the Board at its meeting held on July 21, 2022.
Buyback Entitlement / Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio / percentage of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Opening Date	[●], [●], 2022
Buyback Price / Offer Price	Price at which shares will be bought back from the Eligible Shareholders i.e., ₹ 300/- (Rupees three hundred only) per Equity Share, payable in cash
Buyback Period	The period between the date of declaration of results of e-voting for shareholders' resolution i.e., August 27, 2022 and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made
Buyback Regulations	Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended from time to time
CIN	Corporate Identity Number
Clearing Corporation	Indian Clearing Corporation Limited
"Company" or "Our	Quick Heal Technologies Limited

Company" or "we" or "us" or "our"	
Company Demat Account	A demat account of the Company wherein demat Shares bought back in the Buyback would be transferred
Company's Broker	Ambit Capital Private Limited
Compliance Officer	Mr. Vinav Agarwal
Demat Shares	Equity Share(s) of the Company in dematerialised form
Depositories	Collectively, the National Securities Depository Limited and the Central Depositories (India) Limited
Designated Stock Exchange	BSE Limited
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Draft Letter of Offer	The Draft Letter of Offer dated August 30, 2022 filed with SEBI
Eligible Person(s) / Eligible Shareholder(s)	Person(s) eligible to participate in the Buyback Offer and would mean all equity shareholders/beneficial owner(s) of Equity Shares of the Company as on Record Date i.e., September 14, 2022 and excludes Person(s) who do not have the capacity under applicable law to tender shares
EPS	Earnings per Equity Share
Equity Shareholder(s) / Shareholder(s)	Holders of Equity Shares and includes beneficial owners thereof
Equity Share(s) / Share(s)	The Company's fully paid-up equity share(s) of face value of ₹ 10/- (Rupee ten only) each
Escrow Account	Escrow account titled "QUICK HEAL TECHNOLOGIES LIMITED BUYBACK ESCROW ACCOUNT 2022" opened with ICICI Bank Limited in accordance with Buyback Regulations
Escrow Agent	ICICI Bank Limited
Escrow Agreement	The escrow agreement dated August 26, 2022 entered into between the Company, the Escrow Agent, and the Manager to the Buyback
ESOP	Employee stock option plan
FEMA	Foreign Exchange and Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investors as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu undivided family
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended
Letter of Offer	The letter of offer dated [●] to be filed with SEBI
LODR Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
Manager to the Buyback /	Ambit Private Limited

Manager to the Offer	
Maximum Buyback Size or Offer Size	Number of Equity Shares proposed to be bought back (i.e., up to 50,00,000 Equity Shares multiplied by the Buyback Price i.e. ₹ 300/- (Rupees three hundred only) per Equity Share, payable in cash, aggregating to ₹ 150 Crore (Rupees one hundred and fifty crore only). The Maximum Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisory fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and service tax, stamp duty, etc. and other incidental and related expenses.
Memorandum of Association / MOA	Memorandum of Association of the Company, as amended from time to time
N.A.	Not applicable
Non-Resident Shareholders	Includes NRIs, Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies (OCBs) and Foreign Nationals
NSE	National Stock Exchange of India Limited
Offer Period / Tendering Period	Period of ten working days from the Buyback Opening Date i.e. [●], [●], 2022 to Buyback Closing Date i.e. [●], [●], 2022 (both days inclusive)
PA / Public Announcement	The public announcement dated August 27, 2022, made in accordance with the Buyback Regulations, published on August 29, 2022, in the newspapers set out in paragraph 5 of this Draft Letter of Offer.
PAN	Permanent Account Number
Physical Share(s)	Equity Share(s) of the Company in physical form
Promoters	Collectively, Kailash Sahebrao Katkar, Sanjay Sahebrao Katkar, Anupama Kailash Katkar and Chhaya Sanjay Katkar
Promoter Group	Collectively, Kailash Sahebrao Katkar, Sanjay Sahebrao Katkar, Anupama Kailash Katkar, Chhaya Sanjay Katkar, Sneha Kailash Katkar
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the entitlement and the names of the Equity Shareholders, to whom the Letter of Offer will be sent and who are eligible to participate in the Buyback Offer in accordance with the Buyback Regulations. The Record Date for this Buyback is September 14, 2022.
Registrar to the Buyback or Registrar to the Offer or Registrar	Link Intime India Private Limited
Reserved Category	The Small Shareholders eligible to tender Shares in the Buyback
SEBI	The Securities and Exchange Board of India
SEBI Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time.
SEBI Circulars	The SEBI circular CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/202l/615 dated August 13, 2021 and such other circulars as may be applicable, including any amendments thereof.
Seller Member / Seller	A stockbroker, who is a member of the BSE, of an Eligible Shareholder,

Broker	through whom the Eligible Shareholder wants to participate in the Buyback.
Small Shareholder	A Shareholder, who holds Equity Shares of market value of not more than ₹ 2,00,000/- (Rupees two hundred thousand only), on the basis of closing price of the Equity Shares on the Stock Exchange registering the highest trading volume, as on Record Date i.e., September 14, 2022.
Share Capital Rules	Companies (Share Capital and Debentures) Rules, 2014, as amended
Shareholders or Equity Shareholders or Members	Holders of Equity Shares and includes beneficial owners thereof
Stock Exchange Mechanism	The "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars
Stock Exchanges	National Stock Exchange of India Limited and BSE Limited
Tender Form	Form of Acceptance–cum–Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholder(s) to participate in the Buyback.
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations.
Tendering Period	Period of 10 Working Days from the Buyback Opening Date ([●]) till the Buyback Closing Date ([●]) (both days inclusive).
Transaction Costs	Any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisory fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and service tax, stamp duty, etc. and other incidental and related expenses.
TRS	Transaction Registration Slip generated by the exchange bidding system
Working Day	Working day as defined in the Buyback Regulations

2.3 Certain conventions, currency of presentation, use of financial information and stock market data

2.3.1 Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Draft Letter of Offer are to page numbers of this Draft Letter of Offer.

2.3.2 Currency and Units of Presentation

All references to "Rupee(s)", "₹", "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India.

2.3.3 Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Draft Letter of Offer is derived from the audited standalone and consolidated financial statements for the fiscal years 2020, 2021 and 2022.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "Fiscal", "Fiscal Year" or "FY"). All data related to financials are given in ₹ Crore, unless otherwise stated.

2.3.4 Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Draft Letter of Offer is derived from the websites of the Stock Exchanges.

3. DISCLAIMER CLAUSE

3.1 As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback, Ambit Private Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

3.2 It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Ambit Private Limited, has furnished to SEBI a due diligence certificate dated August 30, 2022 in accordance with Buyback Regulations which reads as follows:

"*We have examined various documents and materials contained in the annexure to this letter, as part of the due-diligence carried out by us in connection with the finalization of the public announcement dated August 27, 2022 for the Buyback ("**Public Announcement**") which was published on August 29, 2022 and the Draft Letter of Offer dated August 30, 2022 ("**Draft Letter of Offer**"). On the basis of such examination and the discussions with the Company, we hereby state that:*

- *the Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback Offer;*
- *all the legal requirements connected with the said Buyback Offer including the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*
- *the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well informed decision in respect of the captioned Buyback Offer;*
- *funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended.*"

3.3 The filing of the Draft Letter of Offer with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

3.4 The Promoter and Board of Directors declare and confirm that no information / material likely to have a bearing on the decision of Eligible Shareholders has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / mis-representation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a mis-statement / mis-representation, the Promoters / Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Act and the Buyback Regulations.

3.5 The Promoters and Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

3.6 **Disclaimer for Persons from the United States of America:**

The information contained in this Draft Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

3.7 **Disclaimer for Persons in foreign countries other than the United States of America:**

This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Draft Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation which would subject the Company or the Manager to the Buyback to any new or additional requirements or registrations. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

3.8 **Important Notice to All Shareholders**

This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation which would subject the Company or the Manager to the Buyback to any new or additional requirements or registrations. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

This Draft Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer. This Draft Letter of Offer shall be dispatched to all the Eligible Shareholders whose names appear on the register of members of the Company, as on the Record Date, as per the Buyback Regulations. However, receipt of this Draft Letter of Offer by any Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of the Draft Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

3.9 **Forward Looking Statements**

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter alia*, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

4. TEXT OF RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on July 21, 2022. The extracts of the Board resolution are as follows:

Quote

RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70, 108, 110 and any other applicable provisions of the Companies Act, 2013, as amended ("**Act**") and the Companies (Share Capital and Debentures) Rules, 2014, ("**Share Capital Rules**"), the Companies (Management and Administration) Rules 2014 to the extent applicable, Article 9 of the Articles of Association of the Company, and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 ("**Buyback Regulations**"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") as amended, and including any amendments, statutory modifications or re-enactments for the time being in force, and such other statutory provisions for the time being in force, and subject to suchother approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the Securities and Exchange Board of India ("**SEBI**"), the stock exchanges on which the Equity Shares of the Company are listed ("**Stock Exchanges**") and other authorities, institutions or bodies ("**Appropriate Authorities**") while granting such approvals, permissions and sanctions, and subject to the approval of the shareholders of the Company by way of special resolution, the Board of Directors of the Company ("**Board**", which expression shall include any committee constituted/to be constituted by the Board to exercise its powers, including the powersconferred by this resolution) hereby approves the buyback of up to 50,00,000 fully paid-up equityshares of face value of ₹10 each of the Company ("**Equity Shares**") representing up to 8.6% of the total paid-up Equity Share capital of the Company as on the date of the Board meeting at a price of ₹ 300 per Equity Share ("**Buyback Price**") payable in cash for an aggregate amount of upto ₹ 150 crore ("**Buyback Size**") (excluding any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisory fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buybacktax, securities transaction tax, goods and service tax, stamp duty, etc. and other incidental and related expenses), being 24.71% and 24.66% of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2022, through the "**tender offer**" route as prescribed under the Buyback Regulations and the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circulars issued in relation thereto, including the circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and

circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 or such other circulars or notifications or amendments as may be applicable (the process being referred hereinafter as "**Buyback**"), on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the record date (the "**Record Date**") to be subsequently decided by the Board or a committee of the Board.

RESOLVED FURTHER THAT in terms of Section 69 of the Act, the Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the equity shares bought back through the Buyback, to the Capital Redemption Reserve account.

RESOLVED FURTHER THAT all the equity shareholders / beneficial owners of the Equity Shares of the Company as on the Record Date ("**Eligible Shareholders**") will be eligible to participate in the Buyback including the promoters and promoter group of the Company.

RESOLVED FURTHER THAT 15% of the Equity Shares that the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for small shareholders in accordance with the provisions of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals, if any, required under the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the rules and regulations framed thereunder from the concerned authorities including the RBI, and that such approvals shall be required to be taken by such shareholders themselves.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified under Regulation 38 of the LODR Regulations.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I of the Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, the Board has formed an opinion:

1. That immediately following the date of this board meeting dated July 21, 2022 ("**Board Meeting**") and the date on which the results of e-voting for the proposed Buyback will be announced, there will be no grounds on which the Company could be found unable to pay its debts;

2. That as regards the Company's prospects for the year immediately following the date of the Board Meeting and the date on which the results of the e-voting for the proposed Buyback will be announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

3. That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016.

RESOLVED FURTHER THAT the Board hereby confirms that:

1. All the Equity Shares of the Company for Buyback are fully paid-up;

2. The Company shall not issue and allot any equity shares or specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the Shareholders approving the Buyback till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

3. The Company shall not raise further capital for a period of one year from the expiry of theBuyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

4. The Company has not undertaken any buyback in the last 12 months;

5. The Company shall not buy back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

6. The Company shall not buy back its Equity Shares from any person through negotiated dealwhether on or off the Stock Exchanges or through spot transactions or through any privatearrangement in the implementation of the Buyback;

7. The Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;

8. The Buyback Size i.e. ₹ 150 crore (Rupees one hundred and fifty crore only) does not exceed 25% of the fully paid-up Equity Share capital and free reserves as perthe latest audited standalone and consolidated financial statements of the Company as atMarch 31, 2022;

9. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement of the Buyback is made;

10. The Company shall not make any offer of buy back within a period of one year reckoned from the expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

11. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;

12. As required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback;

13. There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company;

14. In case any such default has ceased to subsist, a period of more than three years has lapsed;

15. The Company shall not directly or indirectly facilitate the Buyback:
    a. through any subsidiary company including its own subsidiary company; or
    b. through any investment company or group of investment companies.

16. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback period, i.e., the date on which the payment of

consideration is made to the shareholders who have accepted the Buyback;

17. The consideration for the Buyback shall be paid only by way of cash;

18. That the maximum number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity Shares in paid-up Equity Share capital of the Company as on date of this meeting;

19. The Company shall not allow buy back of its shares unless the consequent reduction of itsshare capital is affected;

20. The Company shall not utilise any funds borrowed from banks or financial institutions in fulfilling its obligations under the Buyback;

21. the Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of Buyback Regulation;

22. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members ofpromoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promotersand members of promoter group) from the date of this resolution till the closing of the Buyback offer;

23. The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information.

RESOLVED FURTHER THAT no information or material that is likely to have a bearing on the decision of investors to participate in the Buyback has been suppressed or withheld or incorporated in a manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheldor amount to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Act and the Buyback Regulations.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder tooffer or any obligation on the Company or the Board to Buyback any Equity Shares or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT the Company do maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date ofcancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT Mr. A. Srinivasa Rao, Company Secretary be and is hereby authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations.

RESOLVED FURTHER THAT any of the directors of the Company and/or the Company Secretary forthe time being, be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms,payment of fees etc. and to do all such other acts, things and deeds,

as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.

Unquote

5. DETAILS OF PUBLIC ANNOUNCEMENT

The Public Announcement dated August 27, 2022, was published in the following newspapers, in accordance with Regulation 7 of the Buyback Regulations, within 2 (two) working days from the date of declaration of results of the e-voting for special resolution i.e., August 27, 2022:

Publication	Language	Date of Publication	Editions
Financial Express	English	August 29, 2022	All
Jansatta	Hindi	August 29, 2022	All
Aaj ka Anand	Hindi	August 29, 2022	Mumbai and Pune
Prabhat	Marathi	August 29, 2022	Pune

The Company will publish further notices or corrigenda, if any, in the abovementioned newspapers.

The Public Announcement is available on the websites of the Company at www.quickheal.co.in, SEBI at www.sebi.gov.in, the Stock Exchanges at www.bseindia.com and www.nseindia.com and the Registrar at www.linkintime.co.in.

6. DETAILS OF THE BUYBACK

6.1 The Board of Directors (hereinafter referred to as the "Board", which expression includes any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) of the Company, at its meeting held on July 21, 2022 ("**Board Meeting**") has, subject to the approval of the shareholders of the Company by way of a special resolution through e-voting and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable law, approved the proposal for the buyback of up to 50,00,000 Equity Shares at a price of ₹ 300/- (Rupees three hundred only) ("**Buyback Price**") payable in cash, for an amount aggregating up to ₹ 150 crore (Rupees one hundred and fifty crore only) ("**Maximum Buyback Size**") (being less than 25% of the total paid-up equity capital and free reserves of the Company as per the latest standalone and consolidated audited financial statements of the Company as on March 31, 2022), from the shareholders of the Company ("**Shareholders**") on a proportionate basis through the tender offer process, in accordance with Article 9 of the Articles of Association of the Company and the provisions of the Companies Act, the Management Rules, the Share Capital Rules, the Listing Regulations and in compliance with the Buyback Regulations ("**Buyback**" or "**Buyback Offer**"). The Maximum Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisory fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and service tax, stamp duty, etc. and other incidental and related expenses ("**Transaction Costs**"). The Buyback is subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by SEBI, the Stock Exchanges and other authorities, institutions or bodies ("**Appropriate Authorities**") while granting such approvals, permissions and sanctions, which may be agreed by the Board and on the terms and conditions set out in the explanatory statement contained in the notice of shareholders' meeting dated July 21, 2022, the dispatch of which was intimated to the Stock Exchanges on August 2, 2022 ("**Notice**").

6.2 Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, the Board had sought approval of the Shareholders of the Company for the Buyback, by way of a special resolution. The shareholders of the Company approved the Buyback, by way of a special resolution, through e-voting on August 26, 2022, the results of which were announced on August 27, 2022.

6.3 The Buyback is proposed to be undertaken through the "**tender offer**" route as prescribed under the Buyback Regulations and the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI *vide* circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circulars issued in relation thereto, including the circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and such other circulars as may be applicable, including any amendment thereof ("**SEBI Circulars**"). The Buyback shall be undertaken on a proportionate basis from the Eligible Shareholders as of Record Date through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Please refer to Paragraph 19 of this Draft Letter of Offer below for further details regarding the Record Date and shareholders' entitlement to tender the Equity Shares in the Buyback.

6.4 The Buyback from the Eligible Shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Portfolio Investors, Non-Resident Indians, shareholders of foreign nationality, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

6.5 The details of the paid-up equity share capital and free reserves of the Company based on the audited standalone and audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the Maximum Buyback Size as a percentage of the Company's total paid-up equity share capital and free reserves is as under:

(Amount in ₹ Crore)

Particulars	***Standalone***	***Consolidated***
Issued, subscribed and fully paid-up equity share capital	58.01	58.01
Free Reserves	549.03	550.23
Total Paid-up capital and free reserves	607.04	608.24
Maximum amount of capital payment permissible for the Buyback	151.76	152.06
Maximum Buyback Size as a percentage of fully paid-up share capital and free reserves (in %)	24.71%	24.66%

The Maximum Buyback Size therefore does not exceed 25% of the Company's total paid-up equity share capital and free reserves as per the last audited standalone and consolidated financial statements for the financial year ended March 31, 2022.

6.6 Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback up to 50,00,000 Equity Shares, representing 8.6% of the total issued and paid-up equity share capital of the Company as of March 31, 2022. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total paid-up equity capital of the Company as of March 31, 2022.

6.7 The aggregate shareholding of the Promoters and Promoter Group and persons in control of the Company as on the date of the Public Announcement and this Draft Letter of Offer is as follows:

Sl. No.	Name of Promoter/ Promoter Group	No. of Equity Shares	% Shareholding
1	Kailash Sahebrao Katkar	1,69,86,298	29.28
2	Sanjay Sahebrao Katkar	1,69,86,298	29.28
3	Anupama Kailash Katkar	41,44,007	7.14
4	Chhaya Sanjay Katkar	41,44,007	7.14
5	Sneha Kailash Katkar	2,567	Negligible
Total		**4,22,63,177**	**72.84**

The aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Public Announcement and this Draft Letter of Offer is as follows:

Sl. No.	Name of the Directors and Key Managerial Personnel	Designation	No. of Equity Shares	% Shareholding
1.	Kailash Katkar	Chief Executive Officer	1,69,86,298	29.28
2.	Sanjay Katkar	Joint Managing Director	1,69,86,298	29.28
3.	Navin Sharma	Chief Financial Officer	1,853	Negligible
Total			**3,39,74,449**	**58.56**

6.8 In terms of the Buyback Regulations, under tender offer route, the Promoters and Promoter Group of the Company, have the option to participate in the Buyback. In this regard, the Promoters have expressed their intention to participate in the Buyback *vide* their letters dated July 21, 2022 and may tender up to an aggregate maximum of 36,41,860 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. The maximum number of Equity Shares to be tendered by each of the Promoters have been detailed in Paragraph 9.4 of this Draft Letter of Offer.

6.9 The Buyback will not result in any benefit to the Promoters and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Please refer to Paragraph 13.6 of this Draft Letter of Offer for further details regarding shareholding (pre and post buyback) of the Promoters and Promoter Group in the Company.

6.10 The Company is not undertaking this Buyback so as to delist its Equity Shares or other specified securities from the stock exchanges.

6.11 Post the Buyback, the public shareholding of the Company shall not fall below the minimum level as required under Regulation 38 of the LODR Regulations.

7. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken by the Company in accordance with Article 9 of the Articles, the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, the Rules thereunder and the Buyback Regulations. The Board at its meeting held on July 21, 2022, passed a resolution approving the Buyback of Equity Shares of the Company and sought approval of its Shareholders, through Notice dated July 21, 2022 the dispatch of which was intimated to the Stock Exchanges on August 2, 2022. The Shareholders

of the Company have approved the Buyback by way of a special resolution, through e-voting on August 26, 2022, the results of which were announced on August 27, 2022. The Buyback is subject to such other approvals and permissions, as may be required from statutory, regulatory or governmental authorities under applicable laws.

8. NECESSITY FOR THE BUYBACK

The Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

(i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "**Small Shareholders**";

(iii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and

(iv) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

9.1 We believe that the Buyback is not likely to cause any impact on the profitability or earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback (excluding Transaction Costs) would be ₹ 150 crore (Rupees one hundred and fifty crore only).

9.2 We believe that the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is being undertaken, *inter alia*, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.

9.3 The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.

9.4 The aggregate shareholding of the Promoters and Promoter Group and persons in control of the Company as on the date of the Public Announcement and this Draft Letter of Offer is as follows:

Sl. No.	Name of Promoter/Promoter group	No. of Equity Shares	% Shareholding
1	Kailash Sahebrao Katkar	1,69,86,298	29.28
2	Sanjay Sahebrao Katkar	1,69,86,298	29.28
3	Anupama Kailash Katkar	41,44,007	7.14
4	Chhaya Sanjay Katkar	41,44,007	7.14
5	Sneha Kailash Katkar	2,567	Negligible
Total		**4,22,63,177**	**72.84**

9.5 In terms of the Buyback Regulations, under the tender offer route, the Promoters and Promoter Group have an option to participate in the Buyback. In this regard, the Promoters have expressed their intention to participate in the Buyback *vide* their letters dated July 21, 2022 and may tender up to an aggregate maximum of 36,41,860 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares to be tendered by each of the Promoters:

Sl. No.	Name of the Promoters	Maximum Number of Equity Shares intended to be offered
1	Kailash Sahebrao Katkar	14,63,810
2	Sanjay Sahebrao Katkar	14,63,810
3	Anupama Kailash Katkar	3,57,120
4	Chhaya Sanjay Katkar	3,57,120
Total		**36,41,860**

9.6 Since the entire shareholding of the Promoters is in dematerialized form, the details of the date and price of acquisition/sale of the Equity Shares by the Promoters who intend to participate in the Buyback is set out below:

Kailash Sahebrao Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1996	Allotment	100	10	10	1,000
March 31, 1997	Allotment	16,000	10	10	1,60,000
May 30, 1997	Transfer	(1,000)	10	10	10,000
March 31, 1998	Allotment	8,400	10	10	84,000
February 23, 2004	Allotment	8,012	10	10	80,120
February 25, 2004	Allotment	3,488	10	10	34,880
March 31, 2005	Bonus issue	70,000	10	-	-
March 6, 2006	Bonus issue	3,15,000	10	-	-
March 13, 2007	Bonus issue	12,60,000	10	-	-
March 31, 2008	Bonus issue	12,60,000	10	-	-
January 29, 2009	Allotment	70,000	10	10	700,000

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
August 6, 2010	Transposition	(62,600)	10	-	-
September 8, 2010	Transfer	(1,45,464)	10	768.67	11,18,13,813
January 17, 2010	Transfer	(10,910)	10	768.67	83,86,190
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus issue	1,95,57,461	10	-	-
February 16, 2016^	OFS in IPO	(18,40,000)	10	321	59,06,40,000
June 12, 2019	Buyback	(17,16,671)	10	275	47,20,84,525
June 21, 2021	Buyback	(18,08,415)	10	245	44,30,61,675
Total		**1,69,86,298**			

** 2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.*

^ Date of approval of basis of allotment.

Sanjay Sahebrao Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1996	Allotment	100	10	10	1,000
March 31, 1997	Allotment	7,000	10	10	70,000
May 30, 1997	Transfer	1,000	10	-	-
March 31, 1998	Allotment	4,400	10	10	44,000
June 1, 2000	Transfer	4,000	10	10	40,000
July 15, 2003	Transfer	4,000	10	10	40,000
February 23, 2004	Allotment	8,013	10	10	80,130
February 25, 2004	Allotment	6,487	10	10	64,870
March 31, 2005	Bonus issue	70,000	10	-	-
March 6, 2006	Bonus issue	315,000	10	-	-
March 13, 2007	Bonus issue	12,60,000	10	-	-
March 31, 2008	Bonus issue	12,60,000	10	-	-
January 29, 2009	Allotment	70,000	10	10	7,00,000
August 6, 2010	Transposition	(62,600)	10	-	-
September 8, 2010	Transfer	(1,45,464)	10	768.67	11,18,13,813
January 17, 2010	Transfer	(10,910)	10	768.67	83,86,190
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus issue	1,95,57,461	10	-	-
February 16, 2016^	OFS in IPO	(18,40,000)	10	321	59,06,40,000

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
June 12, 2019	Buyback	(17,16,671)	10	275	47,20,84,525
June 21, 2021	Buyback	(18,08,415)	10	245	44,30,61,675
Total		**1,69,86,298**			

** 2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.*

^ Date of approval of basis of allotment.

Anupama Kailash Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1997	Allotment	3,000	10	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Bonus Issue	10,000	10	-	-
March 6, 2006	Bonus Issue	45,000	10	-	-
March 13, 2007	Bonus Issue	1,80,000	10	-	-
March 31, 2008	Bonus Issue	1,80,000	10	-	-
March 25, 2010	Transfer	1,40,000	10	10	14,00,000
August 6, 2010	Transposition	62,600	10	-	-
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus Issue	43,78,479	10	-	-
June 12, 2019	Buyback	(4,18,800)	10	275	11,51,70,000
June 21, 2021	Buyback	(4,41,169)	10	245	10,80,86,405
Total	-	**41,44,007**	-	-	-

** 2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.*

Chhaya Sanjay Katkar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
March 31, 1997	Allotment	3,000	10	10	30,000
February 23, 2004	Allotment	2,000	10	10	20,000
March 31, 2005	Bonus Issue	10,000	10	-	-
March 6, 2006	Bonus Issue	45,000	10	-	-
March 13, 2007	Bonus Issue	1,80,000	10	-	-
March 31, 2008	Bonus Issue	1,80,000	10	-	-
March 25, 2010	Transfer	1,40,000	10	10	14,00,000

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)
August 6, 2010	Transpositio n	62,600	10	-	-
May 25, 2011	Allotment	2,897	10	0.5178*	1,500*
February 26, 2014	Bonus Issue	43,78,479	10	-	-
June 12, 2019	Buyback	(4,18,800)	10	275	11,51,70,000
June 21, 2021	Buyback	(4,41,169)	10	245	10,80,86,405
Total	**-**	**41,44,007**	**-**	**-**	**-**

** 2,897 Shares were issued as per Scheme of merger of Cat Labs Private Limited (Transferor) and Quick Heal Technologies Private Limited (Transferee) in 2011. Therefore, cost of acquisition of shares in the Transferor Company has been apportioned to the shares of Transferee Company as 150 Shares of Cat Labs Private Limited of ₹ 10 each aggregating to ₹ 1,500.*

9.7 No Equity Shares were purchased or sold by the Promoters and Promoter Group and persons in control of the Company during the period of six months preceding the date of the Board Meeting at which the Buyback was approved and the date of the Notice, i.e., July 21, 2022, and during the period of twelve months preceding the date of the Public Announcement i.e., August 27, 2022.

9.8 The Buyback will not result in any benefit to Promoters and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

9.9 Assuming the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement including the Promoters, the aggregate shareholding and the voting rights of the Promoters and Promoter Group of the Company, may increase to [●]% post Buyback from the current pre Buyback shareholding of 72.84%, and the aggregate shareholding of the public shareholders in the Company may decrease to [●]% post Buyback from the current pre Buyback shareholding of 27.16%. The Promoters and Promoter Group are already in control over the Company and therefore any further [increase/ decrease] in the voting rights of the Promoters and Promoter Group will not result in any change in control of the Company.

9.10 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of the Promoters and Promoter Group of the Company would undergo a change. Please refer to paragraph 13.6 of this Draft Letter of Offer for further details.

9.11 The debt-equity ratio post Buyback on standalone as well as consolidated basis will be compliant with the permissible limit of 2:1 prescribed under Section 68(2)(d) of Companies Act and Regulation 4(ii) of the Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders.

9.12 The Company shall not issue any Equity Shares or other specified securities (including by way of bonus) till the expiry of the Buyback period, i.e., date on which the payment of consideration to Shareholders who have accepted the Buyback is made.

9.13 The Company shall not raise further capital for a period of 1 (one) year from the date of the expiry of the Buyback period, i.e., date on which the payment of consideration to shareholders

who have accepted the Buyback is made, except in discharge of its subsisting obligations. Further, the Company shall not issue any Equity Shares or other securities including by way of bonus issue till the date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made in accordance with the Act and the Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

9.14 The Promoters and Promoter Group of the Company shall not deal in the Equity Shares of the Company in the stock exchange or off-market, including any inter se transfer of shares amongst the Promoters and Promoter Group, during the period between the date of passing of the shareholders' resolution through e-voting i.e., August 26, 2022 and the date of the closure of the Buyback in accordance with the Buyback Regulations.

9.15 The Company is not undertaking the Buyback so as to delist its shares from the Stock Exchanges.

9.16 Salient financial parameters consequent to the Buyback based on the last audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 are as under:

Parameters	**Standalone**		**Consolidated**	
	Pre-Buyback	**Post Buyback(1)**	**Pre-Buyback**	**Post Buyback(1)**
Net worth (₹ in crore)	627.21	477.21	627.63	477.63
Return on Net worth (%)	11.31%	12.68%	12.06%	13.54%
Basic Earnings Per Share (₹)(2)	13.17	14.38	14.01	15.3
Book Value per Share (₹)	108.12	118.32	108.19	118.40
P/E as per the latest audited financial results (BSE)(3)	12.67	11.61	11.91	10.91
P/E as per the latest audited financial results (NSE)(4)	12.66	11.59	11.90	10.90
Total Debt/ Equity Ratio	-	-	-	-

(1) Assuming full acceptance of Equity Shares in the Buyback Offer in the ratio of Buyback and the post buyback numbers are adjusted accordingly. The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount of ₹ 150 crore and without factoring in any other impact to the net worth.

(2) Earnings per Share post buyback is computed after reducing proposed buyback shares from weighted average number of shares outstanding for the period.

(3) Equity Share price used to calculate P/E has been taken as closing price of July 15, 2022 (date of notice of the Board Meeting convened to consider the proposal of the Buyback) on BSE i.e., ₹ 166.90.

(4) Equity Share price used to calculate P/E has been taken as closing price of July 15, 2022 (date of notice of the Board Meeting convened to consider the proposal of the Buyback) on NSE i.e., ₹ 166.70.

The key ratios have been computed as below:

Key Ratios	**Basis**
Net Worth	Paid-up Equity Share Capital + Reserves and Surplus excluding revaluation reserves, miscellaneous expenditure to the extent not written off and other comprehensive income
Basic Earnings per Share (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year

Book value per Share (₹)	Net Worth / Number of Equity Shares outstanding at year end
Return on Net Worth (%)	Net Profit After Tax / Average Net Worth Average Net Worth: (Net worth at the beginning of the period + Net Worth at the end of the period)/2
Total Debt/Equity Ratio	Total Debt / Net Worth
P/E as per the latest audited financial results	Closing market price of the Equity Shares as on July 15, 2022 (date of notice of the Board Meeting convened to consider the proposal of the Buyback) on BSE and NSE / Basic Earnings per Share for the period ended March 31, 2022 (Latest audited financial results as on March 31, 2022)

10. BASIS OF CALCULATING THE BUYBACK PRICE

10.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹ 300/- per Equity Share.

10.2 The Buyback Price of ₹ 300/- per Equity Share has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed.

10.3 The Buyback Price represents:

- premium of 71.81% and 72.89% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three) months period preceding July 15, 2022*, being the date of intimation to the Stock Exchanges regarding the Board Meeting Date ("**Intimation Date**");
- premium of 57.29% and 58.11% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 6 (six) months preceding the Intimation Date*;
- premium of 79.75% and 79.96% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date*; and
- premium of 50.87% and 50.98% over the closing price of the Equity Share on BSE and NSE, respectively, as on July 21, 2022, being the Board Meeting Date*.

**Including the price and volume data of the Intimation Date*

10.4 The closing market price of the Equity Shares as on the Intimation Date was ₹ 166.90 and ₹ 166.70 and as on the Board Meeting Date was ₹ 198.85 and ₹ 198.70 on the BSE and the NSE, respectively.

10.5 For trends in the market price of the Equity Shares, please refer to paragraph 16 (*Stock Market Data*) of this Draft Letter of Offer. For details of certain key financial ratios and salient financial parameters, both pre-Buyback and post-Buyback, based on the last audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022, please refer to paragraph 15 of this Draft Letter of Offer.

11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be utilized for the purpose of Buyback will not exceed ₹ 150 crore (Rupees one hundred and fifty crore only), excluding Transaction Costs, applicable taxes, other incidental and related expenses.

11.2 The maximum amount mentioned above is 24.71% and 24.66% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and

consolidated financial statements of the Company as on March 31, 2022 (being the latest audited financial statements available as on the date of the Board Meeting), respectively, which is within the prescribed limit of 25%.

11.3 The funds for the implementation of the proposed Buyback (including the Transaction Costs) will be sourced from current balances of cash and cash equivalents and liquid investments/ deposits of the Company and any other source as may be permitted by the Buyback Regulations or the Companies Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

11.4 The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account and details of such transfer will be disclosed in the subsequent audited financial statements of the Company.

12. DETAILS OF ESCROW ACCOUNT AND AMOUNT DEPOSITED THEREIN

12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed ICICI Bank Limited, having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, 390 007, Gujarat, India as the Escrow Agent for Buyback and an Escrow Agreement dated August 26, 2022 has been entered into amongst the Company, the Manager to the Buyback and the Escrow Agent.

12.2 In terms of the Escrow Agreement, the Company (a) shall open an escrow account in the name and style "QUICK HEAL TECHNOLOGIES LIMITED BUYBACK ESCROW ACCOUNT 2022"; and (b) undertakes to deposit an amount of at least ₹ 30 crore (Rupees thirty crore only) in cash, being an amount equivalent to the aggregate of 25% of ₹ 100 crore and 10% of the Maximum Buyback Size less ₹ 100 crore, by way of security for the fulfillment of its obligations under the Buyback, on or before the Buyback Opening Date in compliance with the provisions of Regulation 9(xi) of the Buyback Regulations. The Manager to the Buyback is empowered to operate the Escrow Account in accordance with the Buyback Regulations.

12.3 The amount of cash to be deposited in the Escrow Account shall be in accordance with the Buyback Regulations.

12.4 Rathi Rathi and Co (Partner's name: Parag Rathi; Membership No. 132268; Firm Registration No. 135143W), Chartered Accountants, having its registered office at Office No. 202, Kamal Kirti, Above SBI, Opposite P.L. Deshpande Gardden, Sinhagad Road, Pune – 411 030. (Tel: +91 20 2425 4388 / +91 20 2425 4288) have issued a certificate dated August 25, 2022 certifying that the Company has adequate and firm financial resources to fulfill the obligations under the Buyback.

12.5 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company as on date of this Draft Letter of Offer is as follows:

Parameters	Pre-Buyback (in ₹ crore)
Authorised Share Capital	
7,50,00,000 Equity Shares of ₹ 10/- each	75.00
Total	**75.00**

Parameters	Pre-Buyback (in ₹ crore)
Issued, Subscribed and Fully Paid-Up Share Capital	
5,80,72,901 fully paid-up Equity Shares of ₹ 10/- each	58.07
Total	**58.07**

13.2 Assuming full acceptance in the Buyback of 50,00,000 Equity Shares, the capital structure post Buyback would be as follows:

Parameters	Post-Buyback# (in ₹ crore)
Authorised Share Capital	
75,000,000 Equity Shares of ₹ 10/- each	75.00
Total	**75.00**
Issued, Subscribed and Fully Paid-Up Share Capital	
5,30,72,901 fully paid-up Equity Shares of ₹ 10/- each	53.07
Total	**53.07**

 # The post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

13.3 As on the date of the Draft Letter of Offer, there are no partly paid-up equity shares and calls in arrears.

13.4 As on the date of the Draft Letter of Offer, there are no convertible debentures or preference shares or any other convertible instruments of the Company.

13.5 The details of buyback programs undertaken by the Company in the last 3 (three) years are as set out below:

Opening Date	Closing Date	Method of Buyback	Equity Shares bought back
May 31, 2021	June 11, 2021	Tender Offer	63,26,530

13.6 The shareholding pattern of the Company before the Buyback, i.e., as on the Record Date, and after the Buyback (assuming full acceptance of 50,00,000 of shares in the Buyback), is as follows:

Particulars	Pre-Buyback		Post-Buyback	
	Number of Shares	% to existing share capital	No. of Shares post Buyback*	% holding post Buyback*
Promoters and persons acting in concert	[●]	[●]	[●]	[●]
Foreign Investors (OCBs/ FIIs/ NRIs/ Non-residents/ Non-domestic companies and foreign mutual funds)	[●]	[●]	[●]	[●]
Indian Financial Institutions/ Banks/ Mutual Funds/ Govt. Companies	[●]	[●]		
Public including other Bodies Corporate	[●]	[●]		
Total	[●]	[●]	[●]	[●]

** Assuming full acceptance of 50,00,000 Equity Shares in the Buyback in the ratio of their entitlement. However, the actual post-Buyback shareholding pattern may differ.*

**Assuming full Acceptance of Equity Shares in the Buyback as per the Buyback Entitlement from those Promoters and members of the Promoter Group, who have expressed their intention to participate*.

13.7 Assuming full acceptance of the Buyback, the issued, subscribed and paid-up equity share capital of the Company would be ₹ 53,07,29,010/- comprising 5,30,72,901 Equity Shares of ₹ 10/- each as more fully set out in paragraph 13.2 of this Draft Letter of Offer.

13.8 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders upto their entitlement including the Promoters, the aggregate shareholding of the Promoters and Promoter Group of the Company, post Buyback may increase to [●]% from 72.84%.

13.9 There is no ongoing scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act.

14. BRIEF INFORMATION OF THE COMPANY

14.1 The Company was incorporated as 'CAT Computer Services Private Limited' on August 7, 1995 at Pune as a private limited company under the Companies Act, 1956. Subsequently, the name of the Company was changed to 'Quick Heal Technologies Private Limited' on August 7, 2007. The company converted to a public limited company and the name of the Company was further changed to 'Quick Heal Technologies Limited' on September 8, 2015. The Company currently has its registered office at Marvel Edge, Office No. 7010 C & D, 7th Floor, Opposite Neco Garden Society, Viman Nagar, Pune 411 014.

14.2 The equity shares of the Company were listed at BSE Limited (Code: 539678) on February 18, 2016 and National Stock Exchange of India Limited (Code: QUICKHEAL) on February 18, 2016. The ISIN of the equity shares is INE306L01010.

14.3 The paid-up equity share capital of the Company for the year ended March 31, 2022 was ₹ 58.01 crore and total free reserves for the year ended March 31, 2022 was ₹ 549.03 crore, on a standalone basis.

14.4 **History and Growth of Business:**

The Company is one of the leading providers of IT security software products and solutions in India. Its end customers include home users, small offices and home offices (SOHO), small and midsize businesses (SMB), enterprises, educational institutions, as well as government agencies and departments.

Its portfolio includes solutions under the widely recognized brand names "Quick Heal" and "Seqrite" for desktop and laptop security, mobile / smartphone security for retail segment and endpoint security, network security, cloud-based enterprise mobility management, and data protection solutions for enterprise and government segment.

14.5 **Financial Growth:**

For the financial years ended March 31, 2022, 2021 and 2020 the Company recorded, on a standalone basis, total income of ₹ 360.72 crore, ₹ 357.47 crore and ₹ 314.75 crore, respectively. The net profit after tax for the financial years ended March 31, 2022, 2021 and 2020 was ₹ 78.19 crore, ₹ 106.78 crore and ₹ 73.64 crore, respectively. For the financial years ended March 31, 2022, 2021 and 2020 the Company recorded, on a consolidated basis, total income of ₹ 361.1 crore, ₹ 357.2 crore and ₹ 317.73 crore, respectively. The net profit after tax for the financial years ended March 31, 2022, 2021 and 2020 was ₹ 83.19 crore, ₹ 106.97 crore and ₹ 74.41 crore, respectively. For further details on financial information about the Company

for the financial years 2022, 2021, 2020 and quarter ended June 30, 2022, refer to paragraph 15 of this Draft Letter of Offer.

14.6 **Following is the equity share capital history of the Company since inception:**

Date of Allotment/date when fully paid-up/date of change	Number of Equity Shares	Face Value (₹)	Issue price per Equity Share (₹)	Consideration (cash, bonus, consideration other than cash)	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Equity Share Capital (₹)
March 31, 1996	200	10	10	Cash	Subscribers to Memorandum	200	2,000
March 31, 1997	33,000	10	10	Cash	Allotment	33,200	3,32,000
March 31, 1998	16,800	10	10	Cash	Allotment	50,000	5,00,000
February 23, 2004	20,025	10	10	Cash	Allotment	70,025	7,00,250
February 25, 2004	9,975	10	10	Cash	Allotment	80,000	8,00,000
March 31, 2005	1,60,000	10	-	-	Bonus issue	240,000	24,00,000
March 31, 2005	10,000	10	10	Cash	Allotment	250,000	25,00,000
March 6, 2006	7,50,000	10	-	-	Bonus issue	10,00,000	1,00,00,000
March 13, 2007	30,00,000	10	-	-	Bonus issue	40,00,000	4,00,00,000
March 31, 2008	30,00,000	10	-	-	Bonus issue	70,00,000	7,00,00,000
January 29, 2009	1,40,000	10	10	Cash	Allotment	71,40,000	7,14,00,000
August 11, 2010	4,36,394	10	768.67	Cash	Allotment	75,76,394	7,57,63,940
September 8, 2010	13,000	10	768.67	Cash	Allotment	75,89,394	7,58,93,940
January 17, 2011	32,729	10	768.67	Cash	Allotment	76,22,123	7,62,21,230
May 25, 2011	11,588	10	-	Consideration other than cash	Allotment	7,633,711	7,63,37,110
February 26, 2014	5,34,35,977	10	-	-	Bonus issue	6,10,69,688	61,06,96,880
December 23, 2015	10,51,203	10	37.50	Cash	Shares allotted under ESOP	6,21,20,891	62,12,08,910
December 23, 2015	26,000	10	96.25	Cash	Shares allotted under ESOP	6,21,46,891	62,14,68,910
December 23, 2015	92,888	10	110	Cash	Shares allotted under ESOP	6,22,39,779	62,23,97,790
December 23, 2015	2,088	10	110	Cash	Shares allotted under ESOP	6,22,41,867	62,24,18,670
February 16, 2016	77,88,161	10	321	Cash	Initial public offer	7,00,30,028	70,03,00,280
May 11, 2016	890	10	37.50	Cash	Shares allotted under ESOP	7,00,30,918	70,03,09,180
June 28, 2016	1,450	10	110	Cash	Shares allotted under ESOP	7,00,32,368	70,03,23,680
August 27, 2016	1,740	10	37.50	Cash	Shares allotted under ESOP	7,00,34,108	70,03,41,080
October 21, 2016	1,300	10	37.50	Cash	Shares allotted under ESOP	7,00,35,408	70,03,54,080
October 21, 2016	17,244	10	110	Cash	Shares allotted under ESOP	7,00,52,652	70,05,26,520
October 21, 2016	11,625	10	115	Cash	Shares allotted under ESOP	7,00,64,277	70,06,42,770
December 27, 2016	1,750	10	110	Cash	Shares allotted under ESOP	7,00,66,027	70,06,60,270

Date of Allotment/date when fully paid-up/date of change	Number of Equity Shares	Face Value (₹)	Issue price per Equity Share (₹)	Consideration (cash, bonus, consideration other than cash)	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Equity Share Capital (₹)
December 27, 2016	24,478	10	37.50	Cash	Shares allotted under ESOP	7,00,90,505	70,09,05,050
December 27, 2016	1,625	10	115	Cash	Shares allotted under ESOP	7,00,92,130	70,09,21,300
February 20, 2017	1,700	10	37.50	Cash	Shares allotted under ESOP	7,00,93,830	70,09,38,300
February 20, 2017	6,625	10	110	Cash	Shares allotted under ESOP	7,01,00,455	70,10,04,550
February 20, 2017	1,750	10	115	Cash	Shares allotted under ESOP	7,01,02,205	70,10,22,050
April 24, 2017	830	10	37.50	Cash	Shares allotted under ESOP	7,01,03,035	70,10,30,350
April 24, 2017	15,550	10	110	Cash	Shares allotted under ESOP	7,01,18,585	70,11,85,850
April 24, 2017	3,125	10	115	Cash	Shares allotted under ESOP	7,01,21,710	70,12,17,100
June 19, 2017	11,313	10	37.50	Cash	Shares allotted under ESOP	7,01,33,023	70,13,30,230
June 19, 2017	40,000	10	96.25	Cash	Shares allotted under ESOP	7,01,73,023	70,17,30,230
June 19, 2017	11,518	10	110	Cash	Shares allotted under ESOP	7,01,84,541	70,18,45,410
June 19, 2017	3,375	10	115	Cash	Shares allotted under ESOP	7,01,87,916	70,18,79,160
June 19, 2017	875	10	119	Cash	Shares allotted under ESOP	7,01,88,791	70,18,87,910
October 12, 2017	33,474	10	37.50	Cash	Shares allotted under ESOP	7,02,22,265	70,22,22,650
October 12, 2017	14,503	10	110	Cash	Shares allotted under ESOP	7,02,36,768	70,23,67,680
October 12, 2017	2,500	10	119	Cash	Shares allotted under ESOP	7,02,39,268	70,23,92,680
October 12, 2017	938	10	115	Cash	Shares allotted under ESOP	7,02,40,206	702,402,060
December 12, 2017	13,561	10	37.50	Cash	Shares allotted under ESOP	7,02,53,767	70,25,37,670
December 12, 2017	12,000	10	96.25	Cash	Shares allotted under ESOP	7,02,65,767	70,26,57,670
December 12, 2017	40,688	10	110	Cash	Shares allotted under ESOP	7,03,06,455	70,30,64,550
December 12, 2017	14,000	10	115	Cash	Shares allotted under ESOP	7,03,20,455	70,32,04,550
February 9, 2018	25,600	10	110	Cash	Shares allotted under ESOP	7,03,46,055	70,34,60,550
February 9, 2018	1,500	10	115	Cash	Shares allotted under ESOP	7,03,47,555	70,34,75,550
March 22, 2018	6,440	10	37.50	Cash	Shares allotted under ESOP	7,03,53,995	70,35,39,950
March 22, 2018	26,000	10	96.25	Cash	Shares allotted under ESOP	7,03,79,995	70,37,99,950
March 22, 2018	5,375	10	110	Cash	Shares allotted under ESOP	7,03,85,370	70,38,53,700
March 22, 2018	313	10	115	Cash	Shares allotted under ESOP	7,03,85,683	70,38,56,830
March 22, 2018	2,500	10	119	Cash	Shares allotted under ESOP	7,03,88,183	70,38,81,830
April 26, 2018	7,250	10	110	Cash	Shares allotted under ESOP	7,03,95,433	70,39,54,330
April 26, 2018	65,500	10	37.50	Cash	Shares allotted under ESOP	7,04,60,933	70,46,09,330

Date of Allotment/date when fully paid-up/date of change	Number of Equity Shares	Face Value (₹)	Issue price per Equity Share (₹)	Consideration (cash, bonus, consideration other than cash)	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Equity Share Capital (₹)
April 26, 2018	2,500	10	115	Cash	Shares allotted under ESOP	7,04,63,433	70,46,34,330
June 21, 2018	4,896	10	37.50	Cash	Shares allotted under ESOP	7,04,68,329	70,46,83,290
June 21, 2018	1,975	10	110	Cash	Shares allotted under ESOP	7,04,70,304	70,47,03,040
August 23, 2018	18,857	10	110	Cash	Shares allotted under ESOP	7,04,89,161	70,48,91,610
October 3, 2018	2,618	10	110	Cash	Shares allotted under ESOP	7,04,91,779	70,49,17,790
November 30, 2018	51,425	10	110	Cash	Shares allotted under ESOP	7,05,43,204	70,54,32,040
November 30, 2018	10,125	10	115	Cash	Shares allotted under ESOP	7,05,53,329	70,55,33,290
March 01, 2019	6,325	10	110	Cash	Shares allotted under ESOP	7,05,59,654	70,55,96,540
March 01, 2019	1,500	10	115	Cash	Shares allotted under ESOP	7,05,61,154	70,56,11,540
March 01, 2019	2,500	10	119	Cash	Shares allotted under ESOP	7,05,63,654	70,56,36,540
April 04, 2019	1,500	10	110	Cash	Shares allotted under ESOP	7,05,65,154	70,56,51,540
June 17, 2019	(63,63,636)	10	275	Cash	Buyback of shares	6,42,01,518	64,20,15,180
August 27, 2019	600	10	110	Cash	Shares allotted under ESOP	6,42,02,118	64,20,21,180
September 25, 2019	1,500	10	115	Cash	Shares allotted under ESOP	6,42,03,618	64,20,36,180
October 21, 2020	1,750	10	115	Cash	Shares allotted under ESOP	6,42,05,368	64,20,53,680
March 18, 2021	2,500	10	119	Cash	Shares allotted under ESOP	6,42,07,868	64,20,78,680
June 21, 2021	(63,26,530)	10	245	Cash	Buyback of shares	5,78,81,338	57,88,13,380
June 23, 2021	11,500	10	110	Cash	Shares allotted under ESOP	5,78,92,838	57,89,28,380
June 23, 2021	300	10	165.20	Cash	Shares allotted under ESOP	5,78,93,138	57,89,31,380
July 27, 2021	2,550	10	102.50	Cash	Shares allotted under ESOP	5,78,95,688	57,89,56,880
July 27, 2021	1,125	10	110	Cash	Shares allotted under ESOP	5,78,96,813	57,89,68,130
July 27, 2021	1,950	10	165.20	Cash	Shares allotted under ESOP	5,78,98,763	57,89,87,630
September 16, 2021	2,000	10	102.50	Cash	Shares allotted under ESOP	5,79,00,763	57,90,07,630
September 16, 2021	1,000	10	110	Cash	Shares allotted under ESOP	5,79,01,763	57,90,17,630
September 16, 2021	488	10	165.20	Cash	Shares allotted under ESOP	5,79,02,251	57,90,22,510
November 15, 2021	300	10	102.50	Cash	Shares allotted under ESOP	5,79,02,551	57,90,25,510
November 15, 2021	50,000	10	185.60	Cash	Shares allotted under ESOP	5,79,52,551	57,95,25,510
December 09, 2021	300	10	102.50	Cash	Shares allotted under ESOP	5,79,52,851	57,95,28,510
December 09, 2021	3,750	10	115	Cash	Shares allotted under ESOP	5,79,56,601	57,95,66,010
January 25, 2022	50,000	10	96	Cash	Shares allotted under ESOP	5,80,06,601	58,00,66,010

Date of Allotment/date when fully paid-up/date of change	Number of Equity Shares	Face Value (₹)	Issue price per Equity Share (₹)	Consideration (cash, bonus, consideration other than cash)	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Equity Share Capital (₹)
February 21, 2022	750	10	102.50	Cash	Shares allotted under ESOP	5,80,07,351	58,00,73,510
February 21, 2022	1500	10	115	Cash	Shares allotted under ESOP	5,80,08,851	58,00,88,510
February 21, 2022	750	10	165.20	Cash	Shares allotted under ESOP	5,80,09,601	58,00,96,010
April 29, 2022	675	10	102.50	Cash	Shares allotted under ESOP	5,80,10,276	58,01,02,760
May 24, 2022	375	10	102.50	Cash	Shares allotted under ESOP	5,80,10,651	58,01,06,510
June 22, 2022	10,000	10	97.50	Cash	Shares allotted under ESOP	5,80,20,651	58,02,06,510
June 22, 2022	300	10	102.50	Cash	Shares allotted under ESOP	5,80,20,951	58,02,09,510
July 25, 2022	1350	10	102.50	Cash	Shares allotted under ESOP	5,80,22,301	58,02,23,010
July 25, 2022	1950	10	142.16	Cash	Shares allotted under ESOP	5,80,24,251	58,02,42,510
July 25, 2022	900	10	165.20	Cash	Shares allotted under ESOP	5,80,25,151	58,02,51,510
August 17, 2022	20,000	10	97.50	Cash	Shares allotted under ESOP	5,80,45,151	58,04,51,510
August 17, 2022	9725	10	102.50	Cash	Shares allotted under ESOP	5,80,54,876	58,05,48,760
August 17, 2022	1,000	10	110	Cash	Shares allotted under ESOP	5,80,55,876	58,05,58,760
August 17, 2022	500	10	115	Cash	Shares allotted under ESOP	5,80,56,376	58,05,63,760
August 17, 2022	16,150	10	142.16	Cash	Shares allotted under ESOP	5,80,72,526	58,07,25,260
August 17, 2022	375	10	165.20	Cash	Shares allotted under ESOP	5,80,72,901	58,07,29,010

14.7 The details of the Board of Directors of the Company as on the date of Public Announcement is as follows:

Name, Occupation, Age and DIN	Designation	Qualifications	Date of Appointment/ Re-appointment	Other Directorships
Kailash Sahebrao Katkar Occupation: Business Age: 57 DIN: 00397191	Managing Director and Chief Executive Officer	Matriculation	August 17, 1995	• Data Security Council of India • Quick Heal Technologies America Inc. • Quick Heal Technologies Japan K.K. • Seqrite Technologies DMCC
Sanjay Sahebrao Katkar Occupation: Business Age: 52 DIN: 00397277	Managing Director and Chief Technical Officer	Master's Degree in Computer Science	August 17,1995	• Dreambook Productions (Opc) Private Limited • Quick Heal Technologies America Inc. • Quick Heal Technologies Japan K.K. • Seqrite Technologies DMCC
Shailesh Lakhani Occupation: Service Age: 44 DIN: 03567739	Non- Executive Director	Bachelor's Degree in applied Science (Computer Engineering) and MBA from Harvard	April 29, 2014	• Epifi Technologies Private Limited • Zetwerk Manufacturing Businesses Private Limited • Wickedride Adventure Services Private Limited • Soul Vision Creations Private Limited • Smartshift Logistics Solutions Private Limited • Bright Lifecare Private Limited

Name, Occupation, Age and DIN	Designation	Qualifications	Date of Appointment/ Re-appointment	Other Directorships
				• Istar Skill Development Private Limited • A&A Dukaan Financial Services Private Limited • Girnar Software Private Limited • Le Travenues Technology Private Limited • Sequoia Capital India Advisors Private Limited
Mehul Savla Occupation: Business Age: 48 DIN: 02137699	Independent Director	Master's Degree in Management Studies	June 13, 2011	• Ripplewave Advisors LLP • RippleWave Equity Advisors LLP
Apurva Pradeep Joshi Occupation: Professional Age: 33 DIN: 06608172	Independent Director	M. Com. Passed CS Executive (ICSI) Passed IPCC (ICAI) and Bank Forensic Account Certificate Course, Doctor of Letters (D.Litt.) from University of South America and University of Asia	August 21, 2015	• Associated Alcohols & Breweries Limited • Riskpro Management Consulting Private Limited • Nihilent Limited • Fidel Softech Limited
Bhushan Nilkanth Gokhale Occupation: Retired Indian Air Force Officer Age: 74 DIN: 01493276	Independent Director	Graduate of the Defence Services Staff College, M.Sc. Fellow of the Aeronautical Society of India	August 12, 2020	• Mahratta Chamber of Commerce Industries and Agriculture
Amitabha Mukhopadhyay Occupation: Professional Age: 58 DIN: 01806781	Independent Director	Graduate in Physics (Hons) and law, Chartered Accountant	June 10, 2019	• IFB Agro Industries Limited • Foseco India Limited • Safepack industries Limited
Richard Stiennon Occupation: Professional Age: 63 DIN: 09324046	Independent Director	BS, Aerospace Engineering from University of Michigan, Master's Degree, War in Modern World from Kings College London	September 27, 2021	• Anitian • Protect 2020

14.8 The details of changes in Board of Directors during the last 3 years from the date of the Public Announcement are as under:

Sl No	Name	Date of Appointment	Date of Cessation	Reason
1.	Priti Jay Rao	-	May 22, 2020	Resignation
2.	Bhushan Nilkanth Gokhale	August 12, 2020	-	Appointed as Independent Director
3.	Richard Stiennon	September 27, 2021	-	Appointed as Independent Director

14.9 The Buyback will not result in any benefit to any directors of the Company, Promoters and members of the Promoter Group, and persons in control of the Company except to the extent of their participation in the Buyback, as applicable, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The brief audited financial information of the Company as extracted from the audited standalone results for the last three financial years and unaudited consolidated and standalone financial results of the Company for the quarter ended June 30, 2022 are provided below:

(*Amount in ₹ crore)*

Particulars	Limited Review	Audited		
	For the quarter ended June 30, 2022	For the year ended on March 31, 2022*	For the year ended on March 31, 2021*	For the year ended on March 31, 2020*
Revenue from operations	61.09	341.55	333.53	283.40
Other Income	3.19	19.17	23.94	31.34
Total Income	**64.28**	360.72	357.47	314.75
Total Expenses (excluding Interest, Finance costs, Depreciation & Amortisation and Tax)	59.93	235.72	192.17	190.32
Finance Cost / Interest	0	0	0	-
Depreciation & Amortisation	3.95	17.38	19.48	21.66
Profit before exceptional items & taxes	**0.40**	**107.62**	**145.82**	**102.757**
Exceptional items	0	4.06	0	2.32
Profit Before Tax	**0.40**	**103.56**	**145.82**	**100.44**
Provision for tax (including deferred tax)	0.1	25.37	39.04	26.80
Profit After Tax	**0.3**	**78.19**	**106.78**	**73.64**
Other Comprehensive Income for the period/year	-0.63	2.7	0.13	0.97
Total Comprehensive Income for the period/year	**-0.33**	**80.89**	**106.91**	**74.61**
Paid-up Equity Share Capital		58.01	64.21	64.20
Other Equity				
Share Application money		0	0	0
Reserve & Surplus		569.2	691.59	584.01
Net worth		627.21	755.8	648.21
Total Debt (excluding working capital loans)		0	0	0
Lease Liabilities (Current)		0	0	0

Particulars	Limited Review	Audited		
	For the quarter ended June 30, 2022	For the year ended on March 31, 2022*	For the year ended on March 31, 2021*	For the year ended on March 31, 2020*
Lease Liabilities (Non-current)		0	0	0
Total Lease Liabilities		0	0	0

**All figures are as per Ind AS.*

(*Amount in ₹, except certain ratios)*

Key Ratios	Limited Review	Audited		
	For the quarter ended June 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Basic Earnings per Share	0.05	13.17	16.64	11.23
Diluted Earnings per Share	0.05	13.1	16.62	11.22
Book value per Share		108.12	117.71	100.96
Debt / Equity Ratio (in times)		0	0	0
Return on Average Net Worth (%)		11.31%	15.21%	10.21%
Total Debt / Net Worth		0	0	0

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Share (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Diluted Earnings per Share (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year, adjusted for the effect of dilution
Book value per Share (₹)	(Paid-up Equity Share Capital + Reserves and Surplus excluding revaluation reserves) / Number of Equity Shares outstanding at year end
Debt-Equity Ratio (in times)	Total Debt / Net Worth Net Worth excludes revaluation reserves, miscellaneous expenditure to the extent not written off and other comprehensive income
Return on Average Net Worth (%)	Net Profit After Tax / Average Net Worth Average Net Worth: (Net Worth at the beginning of the period + Net Worth at the end of the period)/2
Total Debt / Net Worth (in times)	Total Debt includes non-current borrowings (including current maturities) and current borrowings

15.2 The brief audited financial information of the Company as extracted from the audited consolidated results for the last three financial years are provided below:

(*Amount in ₹ crore)*

Particulars	Limited Review	Audited		
	For the quarter ended June 30, 2022	For the year ended on March 31, 2022*	For the year ended on March 31, 2021*	For the year ended on March 31, 2020*
Revenue from operations	61.08	341.9	333.04	286.14
Other income	3.2	19.2	24.16	31.60
Total Income	**64.28**	**361.1**	**357.2**	**317.73**
Total Expenses (excluding Finance costs, Interest, Depreciation& Amortisation and Tax expense, Exceptional Items and share in net profit/loss of associates)	60.03	235.04	191.58	194.75
Finance costs	0	0	0	-
Depreciation & Amortisation expense	3.95	17.38	19.49	21.68
Net profit before share of profit in associates and tax	0.3	108.68	146.13	101.31
Share in net profit/ (loss) of associates		0	0	-
Profit before exceptional items & taxes	**0.3**	**108.68**	**146.13**	**101.31**
Exceptional items				
Profit Before Tax	**0.3**	**108.68**	**146.13**	**101.31**
Provision for tax (including deferred tax)	0.12	25.49	39.16	26.90
Profit After Tax	**0.18**	**83.19**	**106.97**	**74.41**
Other Comprehensive Income for the period/year	-0.81	2.45	-0.23	1.19
Total Comprehensive Income for the period/year	**-0.63**	**85.64**	**106.74**	**75.60**

Particulars	Limited Review	Audited		
	For the quarter ended June 30, 2022	For the year ended on March 31, 2022*	For the year ended on March 31, 2021*	For the year ended on March 31, 2020*
Profit attributable to:				
Owner of the Company	0.18	83.19	106.97	74.41
Non-controlling interest				
Paid-up Equity Share Capital		58.01	64.21	64.203
Other Equity				
Share Application money				
Reserve & Surplus		569.62	687.27	579.865
Net worth[#]		627.63	751.48	644.068
Total Debt (excluding working capital loans)		0	0	0
Lease Liabilities (Current)		0	0	0
Lease Liabilities (Non-current)		0	0	0
Total debt		0	0	0

**All figures are as per Ind AS*

(*Amount in ₹, except certain ratios)*

Key Ratios	Limited Review	Audited		
	For the quarter ended June 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Basic Earnings per Share	0.03	14.01	16.66	11.34
Diluted Earnings per Share	0.03	13.94	16.65	11.34
Book value per Share		108.19	117.04	100.32
Debt / Equity Ratio (in times)		0	0	0
Return on Average Net Worth (%)		12.06%	15.33%	10.38%
Total Debt / Net		0	0	0

Worth (in times)				

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Share (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Diluted Earnings per Share (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares (including potential equity shares) outstanding during the year
Book value per Share (₹)	(Paid-up Equity Share Capital + Reserves and Surplus excluding revaluation reserves) / Number of Equity Shares outstanding at year end
Debt-Equity Ratio (in times)	Total Debt / Net Worth Net Worth excludes revaluation reserves, miscellaneous expenditure to the extent not written off and other comprehensive income
Return on Average Net Worth (%)	Net Profit After Tax / Average Net Worth Average Net Worth: (Net worth at the beginning of the period + net worth at the end of the period)/2
Total Debt / Net Worth (in times)	Total Debt represents only Lease Liabilities (current and non – current) as per the consolidated financial statements

15.3 The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, wherever and if applicable.

15.4 The Company hereby declares that it has complied with and will comply with Sections 68, 69, 70, 108 and 110 and other applicable provisions of the Companies Act, 2013, as may be applicable to the Buyback.

16. STOCK MARKET DATA

16.1 The Shares of the Company are listed on BSE and NSE. NSE is the stock exchange where the Equity Shares are most frequently traded. The Equity Shares are currently traded in compulsory dematerialized mode under the trading codes 539678 at BSE and QUICKHEAL at NSE.

16.2 The high, low and average market prices for the last three financial years (April to March periods) and the monthly high, low and average market prices for the six months preceding the date of Public Announcement and the corresponding volumes on BSE are as follows:

Period	High# (₹)	Date of High	Number of Shares traded on that date	Low# (₹)	Date of Low	Number of Shares traded on that date	Average Price* (₹)	Number of shares traded in this period
3 Years								
April 01, 2021 to March 31, 2022	319.90	August 2, 2021	30,786	170.75	February 24, 2022	35,428	226.94	1,01,92,968
April 01, 2020 to March 31, 2021	216.00	March 10, 2021	4,34,269	79.40	April 1, 2020	41,583	141.69	1,29,56,125
April 01, 2019 to	240.50	April 24, 2019	38,836	62.45	March 19, 2020	43,981	141.62	55,15,269

Period	High# (₹)	Date of High	Number of Shares traded on that date	Low# (₹)	Date of Low	Number of Shares traded on that date	Average Price* (₹)	Number of shares traded in this period
March 31, 2020								
Month wise								
July 1 to 31, 2022	218.25	July 22, 2022	1,69,701	153.00	July 4, 2022	2,215	182.14	7,12,674
June 1 to 30, 2022	178.25	March 7, 2022	10,098	143.95	June 20, 2022	3,750	160.63	85,124
May 1 to 31, 2022	194.00	May 29, 2019	9,542	161.75	May 26, 2022	8,287	175.92	1,57,553
April 1 to 30, 2022	204.45	April 7, 2022	26,466	178.65	April 1, 2022	19,087	193.22	2,21,991
March 1 to 31, 2022	190.80	March 23, 2022	21,776	172.30	March 7, 2022	10,098	181.90	2,38,194
February 1 to 28, 2022	224.80	February 7, 2022	5,844	170.75	February 24, 2022	35,428	198.91	2,71,052

Source: www.bseindia.com
**Arithmetical average of closing prices*
#High and low are based on high and low of daily high and daily low prices respectively

16.3 The high, low and average market prices for the last financial three years (April to March periods) and the monthly high, low and average market prices for the six months preceding the Public Announcement and the corresponding volumes on NSE are as follows:

Period	High# (₹)	Date of High	Number of Shares traded on that date	Low# (₹)	Date of Low	Number of Shares traded on that date	Average Price* (₹)	Number of shares traded in this period
3 Years								
April 01, 2021 to March 31, 2022	318.90	August 3, 2021	9,57,544	170.50	February 24, 2022	1,69,265	226.97	9,06,14,732
April 01, 2020 to March 31, 2021	215.95	March 10, 2021	68,60,940	79.00	April 1, 2020	4,51,329	141.72	15,08,72,618
April 01, 2019 to March 31, 2020	239.95	April 24, 2019	4,93,502	63.10	March 19, 2020	2,21,743	141.61	4,87,05,343
Month wise								
July 1 to 31, 2022	218.00	July 22, 2022	19,76,545	152.85	July 4, 2022	44,002	182.06	87,72,252
June 1 to 30, 2022	174.90	June 3, 2022	30,899	141.00	June 21, 2022	63,090	160.74	6,92,909
May 1 to 31, 2022	186.60	May 2, 2022	49,473	160.60	May 26, 2022	95,023	175.80	14,39,218
April 1 to 30, 2022	204.50	April 7, 2022	2,34,452	177.70	April 1, 2022	1,21,202	193.21	16,17,608
March 1 to 31, 2022	190.95	March 23, 2022	1,20,801	172.35	March 7, 2022	77,357	181.91	17,97,430
February 1 to 28, 2022	216.15	February 3, 2022	88,112	170.50	February 24, 2022	1,69,265	198.87	16,65,195

Source: www.nseindia.com
**Arithmetical average of closing prices*
#High and low are based on high and low of daily high and daily low prices respectively

16.4 The notice of the Board Meeting convened to consider the proposal of the Buyback was given to the BSE and NSE on July 15, 2022. The Board, at its meeting held on July 21, 2022, approved the proposal for the Buyback at ₹ 300/- (Rupees three hundred only) per share and the intimation was sent to BSE and NSE on the same day. The closing market price of the Equity Shares on BSE and NSE during this period, are summarized below:

Event	Date	BSE (₹)	NSE (₹)
Notice of the Board Meeting convened to consider the proposal of the Buyback	July 15, 2022	166.90	166.70
1 (One) trading day prior to the notice of the Board Meeting	July 14, 2022	166.45	166.45
1 (One) trading day prior to the Board Meeting	July 20, 2022	199.65	199.80
Date of the Board Meeting	July 21, 2022	198.85	198.70
1 (One) trading day post the Board Meeting	July 22, 2022	212.55	212.70

Source: www.bseindia.com and www.nseindia.com

17. DETAILS OF STATUTORY APPROVALS

17.1 The Board at its meeting held on July 21, 2022 approved the proposal for the Buyback. The Equity Shareholders approved the Buyback by way of a special resolution through e-voting on August 26, 2022, the results of which were announced on August 27, 2022.

17.2 The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from SEBI, BSE and/ or NSE, and the Buyback from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the Reserve Bank of India, if any, under FEMA and/or such other applicable rules and regulations in force for the time being.

17.3 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Buyback of Shares from Non-Resident Shareholders, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), and members of foreign nationality, if any, etc., will be subject to approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior approval from the RBI is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted. Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA Regulations, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI

17.4 Erstwhile OCB are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB Shareholders in respect of whom such RBI approval is required and copies of such approvals are not submitted.

17.5 By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting if required by the Company.

17.6 As of date, there is no other statutory or regulatory approval required to implement the Buyback, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK AND INVESTOR SERVICE CENTRE

Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form by registered post/ speed post or hand deliver the same, along with the TRS generated by the exchange bidding system along with all relevant documents by superscribing the envelope as "**Quickheal Technologies Limited Buyback Offer 2022**", to Link Intime India Private Limited, the Registrar to the Buyback at its office set out below, so that the same are received on or before the Buyback Closing Date i.e., [●] by 5 pm (IST).

Link Intime India Private Limited
Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083
Contact Person: Mr. Sumeet Deshpande
Tel: +91 (22) 4918 6200
Fax: +91 (22) 4918 6195
E-mail: quickheal.buyback2022@linkintime.co.in
Website: www.linkintime.co.in
CIN: U67190MH1999PTC118368
SEBI Registration Number: INR000004058

In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10:00 a.m. to 5:00 p.m. on all working days except public holidays at the above-mentioned address.

For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted for Eligible Shareholders holding the equity shares in demat form.

ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to Buyback up to 50,00,000 Equity Shares from the existing Eligible Shareholders of Equity Shares of the Company, on a proportionate basis, through the Tender

Offer route at a price of ₹ 300/- (Rupees three hundred only) per Equity Share, payable in cash for an aggregate amount not exceeding ₹ 150 crore (Rupees one hundred and fifty crore only), which represents 24.71% and 24.66% of the aggregate of the fully paid-up equity share capital and free reserves as per the last audited standalone and consolidated financial statements of the Company as on March 31, 2022 and is therefore within the limit of 25% of the Company's total paid-up equity share capital and free reserves as per the last audited standalone and consolidated financial statements as on March 31, 2022. The Equity Shareholders approved the Buyback by way of a special resolution through e-voting on August 26, 2022, the results of which were announced on August 27, 2022. The Buyback is in accordance with Article 9 of the Articles of Association of the Company and subject to the provisions of Sections 68, 69 and 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act and in compliance with Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to SEBI, Stock Exchanges, RBI etc.

19.2 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buyback.

19.3 The aggregate shareholding of the Promoters and Promoter Group as on the date of the public announcement and the date of this Draft Letter of Offer is 4,22,63,177 Equity Shares, which represents 72.84% of the existing equity share capital of the Company. In terms of the Buyback Regulations, under the tender offer route, the Promoters and Promoter Group have an option to participate in the Buyback. In this regard, the Promoters have expressed their intention to participate in the Buyback *vide* their letters dated July 21, 2022 and may tender up to an aggregate maximum of 36,41,860 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares to be tendered by each of the Promoters:

Sl. No.	Name of the Promoters	Maximum Number of Equity Shares intended to be offered
1	Kailash Sahebrao Katkar	14,63,810
2	Sanjay Sahebrao Katkar	14,63,810
3	Anupama Kailash Katkar	3,57,120
4	Chhaya Sanjay Katkar	3,57,120
Total		**36,41,860**

19.4 Assuming the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders upto their entitlement including the Promoters, the aggregate shareholding and the voting rights of the Promoters and Promoter Group of the Company, may increase to [●]% post Buyback from the current pre Buyback shareholding of 72.84%, and the aggregate shareholding of the public shareholders in the Company may decrease to [●]% post Buyback from the current pre Buyback shareholding of 27.16%.

19.5 **Record Date, Ratio of Buyback as per the Buyback Entitlement of each category**

19.5.1 The Buyback Committee on August 27, 2022 has fixed September 14, 2022 as the Record Date for the purpose of determining the entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buyback Offer.

19.5.2 The Equity Shares proposed to be bought back by the Company shall be divided into two categories:

(i) Reserved category for Small Shareholders ("**Reserved Category**"); and
(ii) General category for all Eligible Shareholders other than Small Shareholders ("**General Category**")

19.5.3 As defined under Regulation 2(i)(n) of the Buyback Regulations, a "Small Shareholder" is a Shareholder who holds Equity Shares whose market value, on the basis of closing price on Stock Exchanges as on Record Date, is not more than ₹ 200,000/- (Rupees two hundred thousand only). As on the Record Date, the volume of Equity Shares traded on BSE was [●] Equity shares and on NSE was [●] Equity Shares. Accordingly, [●], being the stock exchange with highest trading volume, the closing price was [●] and hence all Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback Offer.

19.5.4 Based on the above definition, there are [●] Small Shareholders with aggregate shareholding of [●] Equity Shares, as on the Record Date, which constitutes [●]% of the outstanding number of Equity Shares of the Company and [●]% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback Offer.

19.5.5 In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be [●] Equity Shares which is higher of:

(i) Fifteen percent of the number of Equity Shares which the Company proposes to Buyback i.e., 15% of 50,00,000 Equity Shares which works out to 7,50,000 Equity Shares; or

(ii) The number of Equity Shares to which the Small Shareholders are entitled, as per their shareholding as on Record Date i.e. [([●]/[●]) X 50,00,000] which works out to [●] Equity Shares.

All the outstanding fully paid-up Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoters and Promoter Group also intend to offer Equity Shares held by them in the Buyback.

In case the total number of Equity Shares held by the Small Shareholders on the Record Date is less than [●] (higher of (i) and (ii) above), the maximum number of Equity Shares reserved for Small Shareholders will be restricted to the total number of Equity Shares held by the Small Shareholders as on Record Date.

19.5.6 Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, [●] Equity Shares have been reserved for the Small Shareholders ("**Reserved Category**") and accordingly, the General Category for all other Eligible Shareholders shall consist of [●] Equity Shares ("**General Category**").

19.6 **Category wise Entitlement Ratio of Buyback**

Based on the above, the entitlement ratio of Buyback for both categories is decided as below:

Category	Indicative Entitlement Ratio of Buyback*
Reserved Category	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date
General Category	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date

**The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved category for Small Shareholders is [●]% and General category for all other Eligible Shareholders is [●]%.*

19.7 **Fractional Entitlements**

If the entitlement under Buyback, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share) then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback Offer, for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on Record Date, will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

19.8 **Basis of Acceptance of Equity Shares validly tendered in the Reserved Category**

Subject to the provisions contained in this Draft Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by the Small Shareholders in the Reserved Category in the following order of priority:

19.8.1 Full acceptance (100%) of Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.

19.8.2 Post the acceptance as described in paragraph 19.8.1 above, in case, there are any Shares left to be bought back from the Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Shares (on account of fractional entitlement), and have tendered additional Shares, shall be given preference and one Equity Share each from the additional Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.

19.8.3 Post the acceptance as described in paragraph 19.8.1 and 19.8.2 , in case, there are any validly tendered unaccepted Shares in the Reserved Category (**"Reserved Category Additional Shares"**) and Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Eligible Shareholder shall be equal to the Reserved Category Additional Shares validly tendered by the Eligible Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with paragraph 19.8.1, shall be reduced by one.

19.8.4 Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.8.3, will be made as follows:

(i) For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is greater than or equal to 0.50 (zero point five zero), then the fraction would be rounded off to the next higher integer.

(ii) For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is less than 0.50 (zero point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of

Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Draft Letter of Offer.

19.9 **Basis of Acceptance of Equity Shares validly tendered in the General Category**

Subject to the provisions contained in this Draft Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

19.9.1 Full acceptance (100%) of Shares from Eligible Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.

19.9.2 Post the acceptance as described in paragraph 19.9.1 , in case, there are any validly tendered unaccepted Shares in the General Category ("**General Category Additional Shares"**) and Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Shareholder shall be equal to the General Category Additional Shares validly tendered by the Shareholder divided by the total General Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in General Category.

19.9.3 Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.9.2, will be made as follows:

(i) For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is greater than or equal to 0.50 (zero point five zero), then the fraction would be rounded off to the next higher integer.

(ii) For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is less than 0.50 (zero point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Draft Letter of Offer.

19.10 **Basis of Acceptance of Equity Shares between the two categories**

19.10.1 After acceptances of tenders, as mentioned in paragraph 19.8 and 19.9, in case, there are any Equity Shares left to be bought back in one category ("**Partially Filled Category**") and there are additional unaccepted validly tendered Shares **(**"**Further Additional Shares**"**)** in the second category ("**Over Tendered Category**"), then the Further Additional Shares in the Over Tendered Category shall be accepted in a proportionate manner i.e. valid acceptances per Shareholder shall be equal to Further Additional Shares validly tendered by the Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially Filled Category.

19.10.2 If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Share before acceptance in

paragraph 19.10.1 out of the Shares left to be bought back in the Partially Filled Category provided no acceptance could take place from such Shareholder in accordance with paragraph 19.8 of this Draft Letter of Offer.

19.10.3 A Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance, as mentioned above, out of the Equity Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance with the section entitled "Basis of Acceptance of Equity Shares validly tendered in the Reserved Category".

19.10.4 Adjustment for fraction results in case of proportionate acceptance, as defined in paragraph 19.10.1 and 19.10.2 of this Draft Letter of Offer:

(i) For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is greater than or equal to 0.50 (zero point five zero), then the fraction would be rounded off to the next higher integer.
(ii) For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is less than 0.50 (zero point five zero), then the fraction shall be ignored.
(iii) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Draft Letter of Offer.

19.11 **For avoidance of doubt, it is clarified that, in accordance with the clauses above:**

19.11.1 Shares accepted under the Buyback from each Eligible Shareholder, shall be lower of the following:

(i) the number of Shares tendered by the respective Eligible Shareholder and
(ii) the number of Shares held by the respective Eligible Shareholder, as on the Record Date.

19.11.2 Shares tendered by any Eligible Shareholder over and above the number of Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of acceptance.

19.11.3 In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Draft Letter of Offer.

19.12 **Clubbing of Entitlement**

In order to ensure that the same shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the

Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies, etc. with a common PAN will not be clubbed together for determining the category and will be considered separately where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

20. PROCEDURE FOR TENDERING SHARES AND SETTLEMENT

20.1 The Buyback is open to all Eligible Shareholders and beneficial owners of the Company, holding Equity Shares (either in dematerialized form or physical form) on the Record Date.

20.2 The Company proposes to effect the Buyback through the Tender Offer route, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be e-mailed/dispatched to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.

20.3 The Eligible Shareholders who have registered their email IDs with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 20.28 of this Draft Letter of Offer.

20.4 The Company will not accept any Equity Shares offered for Buyback which are under any restraint order of a court / any other competent authority for transfer/ disposal / sale of such shares or where loss of share certificates has been notified to the Company or where the title to Equity Shares is under dispute or is otherwise not clear and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or where any other restraint subsists or otherwise.

20.5 The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till such Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.

20.6 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were

held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or Buyback Committee authorized by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

20.7 Eligible Shareholders' participation in Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company may choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of the procedure outlined in this Draft Letter of Offer. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

20.8 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

20.9 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares, if any tendered by Eligible Shareholders will be accepted as per paragraphs 19.8, 19.9 and 19.10 of this Draft Letter of Offer.

20.10 As elaborated under paragraph 19.5 and 19.6 above, the Equity Shares proposed to be bought as a part of the Buyback are divided into two categories: (a) Reserved Category for Small Shareholders and (b) the General Category for all other Eligible Shareholders. The Buyback Entitlement of Eligible Shareholders in each category shall be calculated accordingly.

20.11 Post acceptance of the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.

20.12 The Buyback shall be implemented using the "*Mechanism for acquisition of shares through Stock Exchange*" notified by SEBI Circulars and following the procedure prescribed in the Companies Act, the Share Capital Rules and the Buyback Regulations and as may be determined by the Board (including the Buyback committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

20.13 For implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as the registered broker to the Company (the "**Company's Broker**") to facilitate the process of tendering of Equity Shares through Stock Exchange Mechanism for the Buyback as described in the paragraph 20.12 of this Draft Letter of Offer. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders. The contact details of the Company's Broker are as follows:

AMBIT
Acumen at work

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Tel: + 91 (22) 6623 3000; **Fax:** + 91 (22) 6623 3100;
Contact Person: Mr. Sameer Parkar
E-mail ID: sameer.parkar@ambit.co
Website: www.ambit.co
SEBI Registration Number: INZ000259334
CIN: U74140MH1997PTC107598

20.14 The Company will request BSE to provide the separate acquisition window to facilitate placing of sell orders by shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the Buyback ("**Designated Stock Exchange**"). The details of the platform will be specified by BSE from time to time.

20.15 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) ("**Seller Member(s)**") during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

20.16 In the event Seller Member(s) are not registered with the Designated Stock Exchange or if the Eligible Shareholders do not have any stock broker then that Eligible Shareholders can approach any stock broker registered with the Designated Stock Exchange and can make a bid by using quick unique client code ("**UCC**") facility through that stock broker registered with the Designated Stock Exchange after submitting the details as may be required by the stock broker to be in compliance with the Buyback Regulations. In case Eligible Shareholders is not able to bid using quick UCC facility through any other stock broker registered with the Designated Stock Exchange, then the Eligible Shareholders may approach the Company's Broker, to bid by using quick UCC facility after submitting requisite documents.

20.17 Eligible Shareholders approaching a stock broker registered with the Designated Stock Exchange (with whom they do not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker, and may *inter alia* include:

In case of Eligible Seller being an individual

If Eligible Seller is registered with KYC Registration Agency ("KRA"): Forms required:

- Central Know Your Client (CKYC) form including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form Documents required (all documents self-attested):
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form including FATCA, IPV, OSV if applicable
- KRA form
- KYC form Documents required (all documents self-attested):
  - PAN card copy
  - Address proof
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Seller is HUF:

If Eligible Seller is registered with KYC Registration Agency ("**KRA**"): Forms required:

- Central Know Your Client (CKYC) form of KARTA including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form Documents required (all documents self-attested):
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form of KARTA including FATCA, IPV, OSV if applicable
- KRA form
- Know Your Client (KYC) form Documents required (all documents self-attested):
  - PAN card copy of HUF & KARTA
  - Address proof of HUF & KARTA
  - HUF declaration
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Seller other than Individual and HUF:

If Eligible Seller is KRA registered: Form required

- Know Your Client (KYC) form Documents required (all documents certified true copy)
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements

If Eligible Seller is not KRA registered: Forms required:

- KRA form
- Know Your Client (KYC) form Documents required (all documents certified true copy):
  - PAN card copy of company/ firm/trust
  - Address proof of company/ firm/trust
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of Directors/authorised signatories /partners/trustees
- PAN card copies & address proof of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements
- MOA/Partnership deed /trust deed

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

20.18 All Eligible Shareholders, through their Seller Member will be eligible and responsible to place orders in the Acquisition Window.

20.19 During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Seller Member during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares in dematerialized form or physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders. The reporting requirements for Non-Resident Shareholders under the FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

20.20 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

20.21 Modification/ cancellation of orders and multiple bids from a single Shareholder will be allowed during the Tendering Period of the Buyback offer.

20.22 The cumulative quantity tendered shall be made available on website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.

20.23 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

20.24 Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

(i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;

(ii) Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and

(iii) In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE LETTER OF OFFER, SHALL NOT INVALIDATE THE BUYBACK IN ANY MANNER. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

20.25 **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form**

20.25.1 Eligible Shareholders who desire to tender their Equity Shares held in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to their Seller Member the details of Equity Shares they intend to tender under the Buyback.

20.25.2 The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. For further details, Eligible Shareholders may refer to the circulars issued by the Designated Stock Exchange and the Clearing Corporation.

20.25.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Clearing Corporation.

20.25.4 The lien shall be marked by the Seller Member in the demat account of the Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation. In case, the Shareholders demat account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer ("**IDT**") instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.

20.25.5 For custodian participant orders for their Equity Shares held in dematerialized form, early pay-in is mandatory prior to confirmation of order/bid by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours (i.e., 3:30 p.m.) on the last day of the Tendering Period (i.e., the Buyback Closing Date). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

20.25.6 Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

20.25.7 **In case of Equity Shares held in dematerialized form, submission of Tender Form and TRS is not mandatory. After the receipt of such Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Eligible Shareholders holding such Equity Shares are deemed to have successfully tendered the Equity Shares in the Buyback.**

20.25.8 The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the savings bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

20.26 **Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form**

20.26.1 In accordance with SEBI's Circulars dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), Shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations.

20.26.2 Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

20.26.3 Based on these documents, the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of the Designated Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.

20.26.4 Any Seller Member /Eligible Shareholder who places a bid for Equity Shares in physical form, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Link Intime India Private Limited (at the address mentioned on cover page) on or before 2 (two) days from the Buyback Closing Date. The envelope should be super scribed as "Quick Heal Technologies Limited Buyback Offer 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.

20.26.5 The Eligible Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the Equity Shares in physical form for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, Designated Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

20.26.6 All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) or an invalid certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not

match as per the specimen signature recorded with Company/Registrar of the Company and (v) Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

20.26.7 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting such Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

20.26.8 An unregistered shareholder holding Equity Shares in physical form may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

20.27 **For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with paragraph 17 "*Details of the Statutory Approvals*"):**

20.27.1 Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall provide relevant confirmations/ declarations vide the duly filled-in and signed (by all shareholders in case the Equity Shares are held in joint names) Tender Forms and also enclose a copy of the permission received by them from RBI, if applicable, to tender the Equity Shares held by them. In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.

20.27.2 Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.

20.27.3 In case the Equity Shares are held on repatriation basis, the Non-Resident Eligible Shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Eligible Shareholder from the appropriate account (e.g., NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Seller is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Seller shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity shares accepted under the Buyback.

20.27.4 If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

THE NON RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

20.28 **In case of non-receipt of the Letter of Offer and the Tender Form:**

20.28.1 **In case the Eligible Shareholders holds Demat Shares:**

If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or e-mail id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., www.quickheal.co.in/) or the Registrar to the Buyback at (i.e., www.linkintime.co.in) or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For further process, please refer to paragraph 20.25 titled "*Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form*" on page 49 of this Draft Letter of Offer.

20.28.2 **In case the Eligible Shareholders holds Physical Shares:**

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., https://www.quickheal.co.in/) or by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company's website (i.e., https://www.quickheal.co.in/) or the website of the Registrar to the Buyback (www.linkintime.co.in). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 20.24), reach the Registrar to the Buyback on or before 2 (two) days of bidding by such Seller Broker and same should reach on or before Buyback Closing Date by 5:00 p.m. If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to paragraph 20.26 titled "*Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form*" on page 50 of this Draft Letter of Offer.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Member or broker in the electronic platform to be made available by the Designated Stock Exchange before the Buyback Closing Date.

The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.

The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any

Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.29 **Acceptance of Orders**

The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

20.30 **Method of Settlement**

Upon finalization of the basis of acceptance as per Buyback Regulations:

20.30.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

20.30.2 The Company will pay the consideration to the Company's Broker on or before the pay-in date for Settlement, who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds pay-out in their bank account from the Clearing Corporation. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.

20.30.3 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

20.30.4 Details in respect of Eligible Shareholder's Entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked Equity Shares in the demat account of the Eligible Shareholder. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

20.30.5 In the case of inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target Depository. Source Depository will not be able to release the lien without a release of IDT message from target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target Depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source Depository shall debit the securities as per the communication/message received from target Depository to the extent of accepted bid shares from shareholders' demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.

20.30.6 Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.

20.30.7 The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

20.30.8 In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

20.30.9 The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

20.30.10 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.

20.30.11 The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

20.31 **Rejection Criteria**

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

20.31.1 For Eligible Shareholders holding Equity Shares in the dematerialized form if:

(i) If the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or

(ii) If there is a name mismatch in the dematerialized account of the Shareholder and PAN.

20.31.2 For Eligible Shareholders holding Equity Shares in the physical form:

(i) If the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before [●] by 5.00 p.m.;

(ii) If there is any other company's share certificate / invalid certificate enclosed with the Tender Form instead of the share certificate of the Company;

(iii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;

(iv) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical share certificate;

(v) In the event the signature in the Tender Form and Form SH-4 do not match

as per the specimen signature recorded with Company or Registrar and Transfer Agent;

(vi) Where there exists any restraint order of a Court/ any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

(vii) If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form.

21. NOTE ON TAXATION

The following summary of the tax considerations is based on the reading of the current provisions of the tax laws of India and the regulations thereunder, the judicial and the administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions, any such changes might have different tax implications.

In view of the complexity and the subjectivity involved in the tax consequences on buyback transaction, eligible shareholders are required to consult their respective tax advisors for tax treatment in their hands considering the relevant tax provisions, facts and circumstances of their case. The company does not accept any responsibility for the accuracy or otherwise of this tax summary and explicitly disowns any liability arising out of any action including a tax position taken by the eligible shareholder by relying on this summary. The summary of tax considerations relating to buy back of equity shares listed on the stock exchange set out below should be treated as indicative and for general guidance purposes only.

1) General

The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 ("**ITA**").

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a Company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement ("**DTAA**") subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule ("**GAAR**") and providing and maintaining necessary information and documents as prescribed under the ITA.

The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

Classification of Shareholder

Section 6 of the ITA determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in categories as mentioned below:

A. Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP

- Others (corporate bodies):
  - Company
  - Other than Company

B. Deemed Resident Shareholder – an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding ₹ 15 lakh during the tax year.

C. Non-Resident Shareholders being:
   - Non-Resident Indians (NRIs)
   - Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
   - Others:
     - Company
     - Other than Company

2) Income Tax Provisions in respect of Buyback of Equity Shares listed on Recognized Stock Exchange

- Finance Act, 2019 has amended Section 115QA to include Companies Listed on Recognized stock Exchange within the ambit of Section 115QA. As per Section 115QA, Listed Companies making a public announcement of Buyback of shares on or after 5th July 2019 are required to pay an additional tax at 20%, plus surcharge at 12%, plus health & education cess at 4% on the distributed income on buyback of shares from shareholders. Distributed Income is defined under section 115QA to include consideration paid by the company on buyback of shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB.
- The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit therefor shall be claimed by the company or by any other person in respect of the amount of tax so paid.
- No deduction under any other provision of this Act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax .
- As the said income has been charged to tax at company level, it shall be exempt in the hands of shareholders under section 10(34A) of the ITA. Accordingly, any income arising in the hands of the shareholder (whether resident or non-resident) on buyback of equity shares shall be exempt from tax in India irrespective of the characterization of the shares, i.e. whether long term or short term or held as investment or stock-in-trade under sub-clause (34A) of Section 10 of the ITA.

3) Tax Deduction at Source

Since there is no provision regarding the TDS in case of Buyback, company is not required to deduct any tax at source on consideration payable to Resident Shareholders.

Further, given that the consequential income would be exempt from tax in the hands of shareholders u/s 10(34A) of the ITA, the same would not be subject to TDS for Non-Resident Shareholders.

4) Securities Transaction Tax

Since the buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

Caveat:

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory,

administrative or judicial decisions.

Shareholders, who are non-residents in India, in respect of tax consequence (including capital gain tax, if any) in their state of residence, are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

22. DECLARATION FROM THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the Buyback Regulations read with Regulation 5 (iv) (b) of the Buyback Regulations:

The Board of Directors of the Company confirm that there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed the opinion that:

(i) That immediately following the date of the Board Meeting and the date on which the results of the e-voting for the proposed Buyback were announced, there will be no grounds on which the Company could be found unable to pay its debts;
(ii) That as regards the Company's prospects for the year immediately following the date of the Board Meeting and the date on which the results of the e-voting for the proposed Buyback were announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
(iii) That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016, as amended.

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting of held on July 21, 2022.

For and on behalf of the Board of Directors

Sd/-	Sd/-
Kailash Katkar Managing Director & CEO DIN: 00397191	Sanjay Katkar Joint Managing Director & CTO DIN: 00397277

23. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITOR'S ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY

The text of the Report dated July 21, 2022 of MSKA & Associates, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

Statutory Auditor's report in respect of proposed buyback of equity shares by Quick Heal Technologies Limited ('the Company') in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations").

To,
The Board of Directors
Quick Heal Technologies Limited
Marvel Edge, Office No. 7010 C&D,
7th Floor, Opposite Neco Garden Society,
Viman Nagar, Pune – 411014

We have performed the following procedures agreed with you vide engagement letter dated July 21, 2022, in connection with the proposal of Quick Heal Technologies Limited ('Company') to buy-back its shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act) read with Rule 17 of Companies (Share Capital and Debentures) Rules 2014 ('the Rules') and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 ('the Regulation'), approved by the Board of Directors of the Company at the Board Meeting held on July 21, 2022.

Board of Directors Responsibility for the statement

The preparation of the Statement of determination of the amount of permissible capital payment for the buyback in accordance with proviso to Section 68(2)(c) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes design, implementation and maintenance of control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The Board of Directors are responsible to make full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of the board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback and such declaration has been signed by at-least two directors.

Auditor's Responsibility

Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":

i) Whether the amount of capital payment for the buyback is within the permissible limit and computed in accordance with the provision of Section 68 of the Act;

ii) Whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Regulation, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from

the date of board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback; and

iii) Whether, we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as of any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

The standalone and consolidated financial statements as at March 31, 2022, have been audited by us, on which we issued an unmodified audit opinion vide our reports dated May 5, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

We have been provided with the following documents:

a) Audited standalone and consolidated financial statement of the Company for the year ended March 31, 2022.

b) Board Resolution for approval of buyback of shares and approval of declaration of Directors in terms of section 68(6) of Companies Act, 2013 dated July 21, 2022.

c) Calculation of permissible amount of buy back of securities as per section 68 of the Act.

d) Affidavit verifying the declaration of solvency dated July 21, 2022 stating that Company shall not be rendered insolvent within a period of one year from the date as per the provision of the Act read with the Rules and the Regulation.

e) Article of Association of the Company.

f) Calculation of debt to capital ratio.

g) Bank confirmations regarding the outstanding debts, if any.

A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mentioned in Auditor's Responsibility paragraph above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement

1. Inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statement for the year ended March 31, 2022.

2. Examined authorization for buyback from the Article of Association of the Company.

3. With respect to the amount of permissible capital payment for buy back of shares, verified whether the same is within the limits as specified under Section 68 of the Act.

4. Examined the ratio of debt owned by the Company, if any, is not more than twice the capital and free reserves after such buyback, based on both, the audited standalone and consolidated financial statement of the Company as on March 31, 2022.

5. Examined the bank confirmations obtained.

6. Examined that all the shares for buyback are fully paid-up.

7. Examined resolutions passed in the meetings of the Board of Directors for approval of buyback of shares and declaration of solvency by Directors.

8. Examined affidavit verifying the declaration of solvency dated July 21, 2022.

Opinion

Based on our examination and according to the information and explanation given to us, in our opinion

1. Statement of permissible capital payment towards buyback of shares as annexed to this report, has been properly determined in accordance with Section 68 of the Act and Regulation 4(i) of Regulations; and

2. The Board of Directors at their meeting held on July 21, 2022 have formed its opinion, as specified in clause (x) of Schedule I of the Regulation, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting as well as the date of special resolution passed by the Shareholders at their meeting held for the purposes of the buyback, and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matter mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Our report is addressed to Board of Directors of the Company pursuant to the requirement of the Regulation solely to enable them to include it (a) in the explanatory statement to be included in the notice of AGM to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited and for providing to the Manager to the Buyback Offer, and should not be used by any other person or for any other purpose. This report may not be useful for any other purpose. MSKA & Associates shall not be liable to the Company or any other concerned, for any claims, liabilities or expenses relating to this assignment. This report relates only to the items specified above.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Nitin Manohar Jumani
Partner
Membership No. 111700
UDIN: 22111700ANKGOR5667

Place: Pune
Date: July 21, 2022

Encl: Statement of permissible capital payment

Statement of permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2) of the Act

(Amount in INR Crores)

Particulars	As at March 31, 2022	
	Standalone	**Consolidated**
Equity Share Capital	58.01	58.01
Total (A)	58.01	58.01
Retained Earnings	501.70	502.9
Securities Premium Account	2.30	2.3
General reserves	45.03	45.03
Total Free Reserves (B)	549.03	550.23
Grand Total (A+B)	607.04	608.24
Maximum amount of capital payment permissible for the buy back-back of equity shares in accordance with Section 68(2) of the Act (25% of paid-up equity capital and free reserves)	151.76	152.06

Notes:

1. Calculation in respect of Permissible Capital payment for buy back is based on the audited standalone and consolidated financial statement for the year ended March 31, 2022.

2. Amalgamation reserve, capital redemption reserve, employee stock option reserve, reserve on fair value through other comprehensive income and foreign currency translation reserve has not been considered for the purpose of above computation.

For and on behalf of **Quick Heal Technologies Limited**

Kailash Katkar
Managing Director & Chief Executive Officer
DIN Number: 00397191

Navin Sharma
Chief Financial Officer

Place: Pune
Date: July 21, 2022

Place: Pune
Date: July 21, 2022

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at Marvel Edge, Office No. 7010 C & D, 7th Floor, Viman Nagar, Pune - 411 014, India on any working day (i.e., Monday to Friday) between 11:00 a.m. to 4:00 p.m., and on the website of the Company (www.quickheal.co.in), during the Offer Period:

a) Copy of the Certificate of Incorporation and the Memorandum and Articles of Association of Quick Heal Technologies Limited;
b) Copy of the annual reports of Quick Heal Technologies Limited for the years ended March 31, 2022, March 31, 2021 and March 31, 2020;

c) Copy of the resolution passed by the Board of Directors at the meeting held on July 21, 2022 approving proposal for Buyback;
d) Copy of the special resolution of the Equity Shareholders passed by way of e-voting on August 26, 2022, the results of which were announced on August 27, 2022;
e) Copy of Certificate dated July 21, 2022 received from MSKA & Associates, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations;
f) Copy of Declaration of solvency and an affidavit in form SH-9 as prescribed under section 68(6) of the Companies Act;
g) Copy of Escrow Agreement dated August 26, 2022 between Quick Heal Technologies Limited, the Escrow Agent and the Manager to the Buyback;
h) Certificate dated August 25, 2022 received from Rathi Rathi and Co. (Partner's name: Parag Rathi; Membership No. 132268; Firm Registration No. 135143W), Chartered Accountants, certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback, in accordance with the Regulations;
i) Copy of Public Announcement published on August 29, 2022 regarding Buyback of Equity Shares; and
j) Copy of the opinion on the note on taxation, dated August 26, 2022, obtained by the Company from Rathi Rathi and Co., Chartered Accountant;
k) Copy of SEBI observation letter no. [●] dated [●].

25. DETAILS OF THE COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback:

Name	:	Mr. Vinav Agarwal
Designation	:	Compliance Officer
Address	:	Marvel Edge 7010 C & D, Opposite Neco Garden Society, Viman Nagar, Pune - 411 014
Phone	:	+91 (20) 6681 3232
Email	:	cs@quickheal.co.in
Website	:	www.quickheal.co.in

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10 a.m. to 5 p.m. on all working days except public holidays, at the above-mentioned address.

26. REMEDIES AVAILABLE TO SHAREHOLDERS/ BENEFICIAL OWNERS

In case of any grievance relating to the Buyback (e.g., non-receipt of the Buyback consideration, demat credit etc.) the investor can approach the Compliance Officer and/or the Registrar to the Buyback and/or Manager to the Buyback for redressal.

If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made there-under, or any regulation or under clause (f) of subsection (2) of Section 68 of the Companies Act, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act.

The address of the concerned office of the Registrar of Companies is as follows:

Registrar of Companies, Pune
PNCDTA Green Building,
Block A 1st & 2nd Floor,
Near Akrudi railway Station, Akrudi
Pune, Maharashtra 411044
Tel: +91 (20) 27651375, +91 (20) 27651378
Fax: +91 (20) 25530042

27. DETAILS OF THE REGISTRAR TO THE BUYBACK AND INVESTOR SERVICE CENTRE

Link Intime India Private Limited
Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083
Contact Person: Mr. Sumeet Deshpande
Tel: +91 (22) 4918 6200
Fax: +91 (22) 4918 6195
E-mail: quickheal.buyback2022@linkintime.co.in
Website: www.linkintime.co.in
CIN: U67190MH1999PTC118368
SEBI Registration Number: INR000004058

In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10:00 a.m. to 5:00 p.m. on all working days except public holidays at the above-mentioned address.

28. DETAILS OF THE MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:

Ambit Private Limited
Address: Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Tel: + 91 (22) 6623 3030; **Fax:** + 91 (22) 3982 3020
Contact Person: Mr. Miraj Sampat / Mr. Jatin Jain
Email: quickheal.buyback2022@ambit.co
Website: www.ambit.co
SEBI Registration Number: INM000010585
Validity Period: Permanent

29. DECLARATION BY THE DIRECTORS

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for all the information contained in this Draft Letter of Offer. This Draft Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on July 21, 2022 and the special resolution passed by the Shareholders through e-voting on August 26, 2022, the results of which were announced on August 27, 2022.

For and on behalf of the Board of Directors of
Quick Heal Technologies Limited

Sd/-	Sd/-	Sd/-
Kailash Katkar Managing Director & CEO DIN: 00397191	Sanjay Katkar Joint Managing Director & CTO DIN: 00397277	Vinav Agarwal Compliance Officer Membership No. A40751

Date: August 30, 2022
Place: Pune

TENDER FORMS

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM)

Bid Number:
Date:

BUYBACK OPENS ON	[●]
BUYBACK CLOSES ON	[●]

For Registrar use		
Inward No.	**Date**	**Stamp**

Status (please tick appropriate box)					
	Individual		FII/FPI		Insurance Co
	Foreign Co		NRI/OCB		FVCI
	Body Corporate		Bank/FI		Pension/PF
	VCF		Partnership/LLP		Others (Specify)

India Tax Residency Status: Please tick appropriate box					
	Resident in India		Non-Resident in India		Resident of _____ (*Shareholder to fill country of residence)*

Route of Investment (For NR Shareholders only)			
	Portfolio Investment Scheme		Foreign Investment Scheme

To,
Quick Heal Technologies Limited
C/o. Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400083

Dear Sirs,

Sub: Letter of Offer dated [●] to Buyback upto 50,00,000 (fifty lakhs) Equity Shares of Quick Heal Technologies Limited ("Company") at a price of ₹300/- (Rupees three hundred only) per Equity Share ("Buyback Price") payable in cash

1. I / We (having read and understood the Letter of Offer dated [●] issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the Stock Exchange mechanism.
6. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
7. I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
8. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
9. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and the extent applicable foreign exchange regulations.
10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws.
11. I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
12. I/We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
13. Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Quick Heal Technologies Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
14. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (September 14, 2022)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

***Note**: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph [●] of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be consdered for the purpose of Acceptance.*

15. I / We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buyback Offer in the demat account from where I / We have tendered the Equity Shares in the Buyback.
16. I / We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the Equity Shareholder.

----------Tear along this line----------

ACKNOWLEDGMENT SLIP: QUICK HEAL TECHNOLOGIES LIMITED – BUYBACK OFFER
(To be filled by the Eligible Shareholder) (Subject to verification)

DP ID		Client ID	
Received from Mr./Ms./Mrs.			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	

Please quote Client ID No. &DP ID No. for all future correspondence	Stamp of Stock Broker

17. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

18. Equity Shareholders Details:

Particulars	**First/Sole Holder**	**Joint Holder 1**	**Joint Holder 2**	**Joint Holder 3**
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

** Non-individual shareholders must affix rubber stamp and sign under valid authority. The relevant authorization should be enclosed with the application form submitted.*

19. Applicable for all Non-Resident Shareholders only:
    - I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us
    - I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under Foreign Exchange Management Act, 1999, as amended ("**FEMA Regulations**") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. This Offer will open on [●] and close on [●].
2. Eligible Shareholders who desire to tender their Equity Shares under the Buyback would have to do so through their respective Selling Member by indicating the details of equity shares they intend to tender under the Buyback offer.
3. Eligible Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph [●] of the Letter of Offer) only post placing the bid via the Seller Member.
4. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
5. **The Buyback shall be rejected for shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
6. The shares in the Offer would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record date (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
7. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the Buyback Regulations.
8. Eligible Shareholders to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
9. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph [●] "*Procedure for Tender Offer and Settlement"* of the Letter of Offer.
10. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
11. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
12. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
13. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback
14. Eligible Sellers have to fill up the EVENT number issued by Depositary in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback Offer
15. **For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.**

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre: Quick Heal Technologies Limited- Buyback offer

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083

Contact Person: Sumeet Deshpande; **Tel**: +91 (22) 4918 6200; **Fax**: +91 (22) 4918 6195; **E-mail**: quickheal.buyback2022@linkintime.co.in

Website: www.linkintime.co.in; **SEBI Registration Number**: INR000004058; **CIN**: U67190MH1999PTC118368

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM)

Eligible Shareholders holding Equity Shares in physical form are requested to refer to paragraph [●] of the Letter of Offer titled 'Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form, for details regarding permissibility of acceptance of Equity Shares held in physical form and for details regarding the procedure for tendering, before submitting the Tender Form and Securities Transfer Form with respect to Equity Shares held in physical form.

Bid Number:
Date:

BUYBACK OPENS ON	[●]
BUYBACK CLOSES ON	[●]

For Registrar use		
Inward No.	**Date**	**Stamp**

Status (please tick appropriate box)					
☐	Individual	☐	FII/FPI	☐	Insurance Co
☐	Foreign Co	☐	NRI/OCB	☐	FVCI
☐	Body Corporate	☐	Bank/FI	☐	Pension/PF
☐	VCF	☐	Partnership/LLP	☐	Others (Specify)

India Tax Residency Status: Please tick appropriate box					
☐	Resident in India	☐	Non-Resident in India	☐	Resident of _____ (*Shareholder to fill country of residence)*

Route of Investment (For NR Shareholders only)			
☐	Portfolio Investment Scheme	☐	Foreign Investment Scheme

To,
Quick Heal Technologies Limited
C/o. Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400083

Dear Sirs,

Sub: Letter of Offer dated [●] to Buyback upto 50,00,000 (fifty lakhs) Equity Shares of Quick Heal Technologies Limited ("Company") at a price of ₹ 300/- (Rupees three hundred only) per Equity Share ("Buyback Price") payable in cash

1. I / We (having read and understood the Letter of Offer dated [●] issued by the Company hereby tender / Offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I/ We authorize the Company to Buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to extinguish the Equity Shares.
3. I/ We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
4. I/ We declare that there are no restraints/ injunctions or other covenants of any nature which limits/ restricts in any manner my/ our right to tender Equity Shares for Buyback and that I/ We am/ are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
6. I/ We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
7. I/ We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per the Stock Exchange mechanism.
8. I/ We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
9. I/ We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
10. I/We undertake to execute such further documents and give such further assurances that may be required for expedient to give effect to my/our tender/ offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013, as amended, Buyback Regulations and any other applicable laws.
11. I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
12. I/We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
13. Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback.
14. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	**In Figures**	**In Words**
Number of Equity Shares held as on Record Date (September 14, 2022)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

Note: *An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph [●] of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

15. Details of Share Certificate(s) enclosed:_____ Total No. of Share Certificates Submitted:_____.

Sr. No.	**Folio No.**	**Share Certificate No.**	**Distinctive No(s)**		**No. of Shares**
			From	**To**	
Total					

----------Tear along this line----------

ACKNOWLEDGMENT SLIP: QUICK HEAL TECHNOLOGIES LIMITED – BUYBACK OFFER

(To be filled by the Equity Shareholder) (Subject to verification)

Folio No.			
Received from Mr./ Ms./Mrs.			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In figures)		**(in words)**	
Please quote Folio No. for all future correspondence			**Stamp of Broker**

16. Equity Shareholders Details:

Particulars	**First/Sole Holder**	**Joint Holder 1**	**Joint Holder 2**	**Joint Holder 3**
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

** Non-individual shareholders must affix rubber stamp and sign. The relevant authorisation should be enclosed with the application form submitted.*

In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above

17. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

18. Details of other Documents (Please √ as appropriate, if applicable) enclosed:

	Power of Attorney		Previous RBI approvals for acquiring the Equity Shares hereby tendered in the Buyback
	Death Certificate		Succession Certificate
	Self-attested copy of PAN		Corporate authorisations
	TRS		Others (please specify)

19. Applicable for all Non-resident shareholders

- I/We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding months in which the Shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/us.
- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under Foreign Exchange Management Act, 1999, as amended (the "**FEMA Regulations**") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. This Offer will open on [●] and close on [●].
2. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Selling Member (Seller Broker), who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) the same order in which they hold the shares. (ii) Original share certificates (iii) Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company (iv) Self-attested copy of the Shareholder's PAN Card (v) Any other relevant documents such as (but not limited to): Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form, Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased, Necessary corporate authorisations, such as Board Resolutions etc., in case of companies. In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
3. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger and (iii) the requisite form filed with MCA intimating the merger.
4. Eligible Shareholders whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on Record Date.
5. All documents / remittances sent by or to Eligible Shareholders will be at their own risk and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.
6. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than [●], by 5:00 p.m IST.
7. For procedure followed by Eligible Shareholders for tendering shares in the buyback offer, please refer to Paragraph [●] of the Letter of Offer.
8. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) Non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased. (c) If the Eligible Shareholder(s) bid the shares but the Registrar does not receive the share certificate; or (d) In case the signature in the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar. (e) If necessary corporate authorizations under official stamp are not accompanied with tender form (f) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders (g) the Form SH-4 is not witnessed
9. The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; or (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) where there exists any restraint order of a Court/ any other competent authority for transfer / disposal/ sale; or (iv) or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (v) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●] by 5:00 p.m. IST.
10. By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
11. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

----------Tear along this line----------

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THIS ADDRESS:

Investor Service Centre: Quick Heal Technologies Limited- Buyback offer

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083

Contact Person: Sumeet Deshpande; **Tel**: +91 (22) 4918 6200; **Fax**: +91 (22) 4918 6195; **E-mail**: quickheal.buyback2022@linkintime.co.in

Website: www.linkintime.co.in; **SEBI Registration Number**: INR000004058; **CIN**: U67190MH1999PTC118368

Form No. SH-4 - Securities Transfer Form

[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: _____ / _____ / _____

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L 7 2 2 0 0 M H 1 9 9 5 P L C 0 9 1 4 0 8

Name of the company (in full): **Quick Heal Technologies Limited**

Name of the Stock Exchange where the company is listed, (if any): **BSE Limited and National Stock Exchange of India Limited**

DESCRIPTION OF SECURITIES

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up Per unit of security (3)	Amount paid-up per unit of security (4)
Equity Share	Rs. 10/-	Rs. 10/-	Rs. 10/-

No. of Securities being Transferred				Consideration received (Rs.)		
In Figures	In words			In words		In Figures
Distinctive Number	From					
	To					
Corresponding Certificate Nos.						

Transferor's Particulars

Registered Folio Number

Name(s) in full and PAN number (attach copy of pan card) **Seller Signature(s)**

1. _____ _____
2. _____ _____
3. _____ _____

I hereby confirm that the transferor has signed before me.

Signature of the Witness : _____

Name of the Witness : _____

Address of the Witness : _____

_____

_____ **Pin Code** _____

Transferee's Particulars

Name in full (1)	Father's/Mother's /Spouse Name (2)	Address & E-mail id (3)
Quick Heal Technologies Limited	Not Applicable	Marvel Edge, Office No. 7010 C & D, 7th Floor, Viman Nagar, Pune - 411 014, India Email: cs@quickheal.co.in

Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee

_____

Value of stamp affixed: Rs. _____

Specimen Signature of Transferee(s)

1. _____
2. _____
3. _____

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify,_____

STAMPS

For Office Use Only

Checked by _____

Signature Tallied by _____

Entered in the Register of Transfer on _____

_____ **vide Transfer no** _____

Approval Date _____

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered on _____ at

No _____

On the reverse page of the certificate

Name of the Transferor	Name of the Transferee	No. of shares	Date of Transfer

Signature of the authorized signatory