

QUICK HEAL TECHNOLOGIES LIMITED

Quick Heal

Security Simplified

Quick Heal Technologies Limited (the "Company/Issuer") was incorporated as CAT Computer Services Private Limited on August 7, 1995, at Pune, Maharashtra as a private limited company under the Companies Act, 1956. The name of our Company was changed from CAT Computer Services Private Limited to Quick Heal Technologies Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Pune, Maharashtra to our Company on August 7, 2007. Thereafter, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on August 28, 2015 and consequently, the name of our Company was changed to Quick Heal Technologies Limited and a fresh certificate of incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Pune, Maharashtra on September 8, 2015. For details of changes in the name and the registered office of our Company, see "History and Certain Corporate Matters" on page 158 of the Red Herring Prospectus dated January 29, 2016 (the "RHP").

Registered and Corporate Office: Marvel Edge, Office No. 7010 C & D, 7th Floor, Opposite Neco Garden Society, Viman Nagar, Pune 411 014, India. **Contact Person:** Vijay B. Shirode, Company Secretary and Compliance Officer; **Tel:** (91 20) 6681 3232; **Email:** cs@quickheal.co.in; **Website:** www.quickheal.com; **Corporate Identity Number:** U72200MH1995PLC091408.

PROMOTERS OF OUR COMPANY: KAILASH SAHEBRAO KATKAR, SANJAY SAHEBRAO KATKAR, ANUPAMA KATKAR AND DR. CHHAYA KATKAR

INITIAL PUBLIC OFFER OF [•] EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) AGGREGATING UP TO ₹ [•] MILLION (THE "OFFER") CONSISTING OF A FRESH ISSUE OF UP TO [•] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 2,500.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 6,269,558 EQUITY SHARES BY KAILASH SAHEBRAO KATKAR, SANJAY SAHEBRAO KATKAR, SEQUOIA CAPITAL INDIA INVESTMENT HOLDINGS III AND SEQUOIA CAPITAL INDIA INVESTMENTS III (COLLECTIVELY, THE "SELLING SHAREHOLDERS") AGGREGATING UP TO ₹ [•] MILLION (THE "OFFER FOR SALE"). THE OFFER COMPRISES A NET OFFER TO THE PUBLIC OF [•] EQUITY SHARES (THE "NET OFFER") AND A RESERVATION OF [•] EQUITY SHARES AGGREGATING UP TO ₹ 50.00 MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED IN THE RHP) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER WOULD CONSTITUTE [•]% OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL AND THE NET OFFER WOULD CONSTITUTE [•]% OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL.

Price Band: ₹ 311 to ₹ 321 per Equity Share of face value of ₹ 10/- each
The Floor Price is 31.1 times of the face value and the Cap Price is 32.1 times of the face value
The Minimum Bid Lot is 45 Equity Shares and in multiples of 45 Equity Shares thereafter

Risks to Investors:

- (i) The three BRLMs associated with the Offer have handled eleven public issues in the past three years, out of which three issues closed below the Issue price on listing date.
- (ii) The price / earnings ratio based on annualised consolidated diluted EPS for the six months period ended September 30, 2015 for the Issuer at the upper end of the Price Band is as high as 41.05, as compared to the NIFTY 50 Index Price / Earnings ratio of 20.22 (as on January 29, 2016)
- (iii) There is no listed peer group company of the Issuer.
- (iv) Average cost of acquisition of the Equity Shares for Promoters who are also Selling Shareholders in IPO is ₹ 0.03144, average cost of acquisition of Equity Shares for other Selling Shareholders is ₹ 96.08 and the Public Offer at the upper end of the Price Band is as high as ₹ 321.

BID/ OFFER PROGRAMME⁽¹⁾

BID/OFFER OPENS ON: February 8, 2016

BID/OFFER CLOSSES ON: February 10, 2016

(1) Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date i.e. February 5, 2016.

ASBA * | Simple, Safe, Smart way of Application - Make use of it !!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

Mandatory in public issue from January 01, 2016. No cheque will be accepted.

In case of any revisions in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLMs and the terminals of the Syndicate Members (defined herein below).

In terms of Rule 19(2)(b)(ii) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), this is an Offer for at least such percentage of the post-Offer paid-up Equity Share capital of our Company which will be equivalent to ₹ 4,000.00 million calculated at the Offer Price. The Offer is being made through the Book Building Process in compliance with regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), wherein 50% of the Offer shall be allocated on a proportionate basis to qualified institutional buyers ("QIBs"). Our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors ("Anchor Investor Portion") on a discretionary basis, out of which at least one-third will be available for allocation to Mutual Funds only. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remaining Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, [•] Equity Shares will be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received from them at or above Offer Price. All Bidders (other than Anchor Investors) shall participate in this Offer only through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amounts will be blocked by the SCSBs. For further details, see "Offer Procedure" on page 363 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form/Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to an Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of this Offer; that the information contained in the Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes the Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

Each Selling Shareholder severally accepts responsibility only for statements in the Red Herring Prospectus in relation to itself and the Equity Shares being sold by it through the Offer for Sale. Each Selling Shareholder does not assume any responsibility for any other statements made in the Red Herring Prospectus, including without limitation, any statements made by or relating to our Company, other Selling Shareholders or their respective businesses.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of the Company, see "History and Certain Corporate Matters" on page 158 of the RHP and Clause III of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a material document for inspection in relation to the Offer. For further details, see the section "Material Contracts and Documents for Inspection" on page 470 of the RHP.

LIABILITY OF MEMBERS OF THE COMPANY: Limited by shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The authorised share capital, issued, subscribed and paid up share capital of the Company as on the date of the RHP is as follows: The authorised share capital of the Company is ₹ 750,000,000 divided into 75,000,000 Equity Shares of ₹ 10 each. The issued, subscribed and paid-up share capital of the Company before the Offer is ₹ 622,418,670 divided into 62,241,867 Equity Shares of ₹ 10 each. For details of the Capital Structure, see "Capital Structure" on the page 80 of the RHP.

Names of the signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company—Kailash Katkar-1 Equity Share and Sanjay Katkar- 1 Equity Share, aggregating to 2 Equity Shares of ₹10/- each, which were allotted as part of the allotment on March 31, 1996.


LISTING: The Equity Shares offered in the Offer through this RHP are proposed to be listed on the BSE and the NSE. In-principle approvals of BSE and NSE for listing the Equity Shares have been received pursuant to letter no. DCS/IPO/NP/IP/674/2015-16 dated October 9, 2015 and letter no. NSE/LIST/46430 dated October 14, 2015, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be BSE Limited.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. Investors are advised to refer to page 342 of the RHP for the full text of the Disclaimer Clause of SEBI.

DISCLAIMER CLAUSE OF THE BSE - (The Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 350 of the RHP for the full text of the Disclaimer clause of the BSE.

DISCLAIMER CLAUSE OF THE NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 350 of the RHP for the full text of the Disclaimer clause of the NSE.

GENERAL RISKS: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this RHP. Specific attention of the investors is invited to "Risk Factors" on page 17 of the RHP.

| BOOK RUNNING LEAD MANAGERS | | REGISTRAR TO THE OFFER | COMPANY SECRETARY & COMPLIANCE OFFICER | |
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|  <p>ICICI Securities Limited ICICI Center, H.T. Parekh Marg, Churchgate, Mumbai 400 020 Tel: (91 22) 2288 2460 Fax: (91 22) 2282 6580 E-mail: quickheal ipo@icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Vishal Kanjani SEBI Registration No.: INM000011179</p> | <p>Jefferies</p> <p>Jefferies India Private Limited 42/43, 2 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: (91 22) 4356 6000; Fax: (91 22) 6645 9319 E-mail: quickheal_ipo@jefferies.com Investor Grievance E-mail: india.investor.grievance@jefferies.com Website: www.jefferies.com Contact Person: Ranjan Prabhu SEBI Registration No.: INM000011443</p> | <p>J.P.Morgan</p> <p>J. P. Morgan India Private Limited J.P. Morgan Tower, Off. C.S.T. Road Kalina, Santacruz (East) Mumbai 400 098 Tel: (91 22) 6157 3000 Fax: (91 22) 6157 3911 E-mail: quickheal_ipo@jpmorgan.com Investor Grievance E-mail: investorsmb.jpmpil@jpmorgan.com Website: www.jpmpil.com Contact Person: Prateeksha Runwal SEBI Registration No.: INM000002970</p> | <p>LINK INTIME INDIA PVT LTD</p> <p>Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 Tel: (91 22) 6171 5400 Fax: (91 22) 2596 0329 E-mail: qhtl.ipo@linkintime.co.in Investor Grievance E-mail: qhtl.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058</p> | <p>Mr. Vijay B. Shirode Quick Heal Technologies Limited Marvel Edge, Office No.7010 C & D, 7th Floor, Opposite Neco Garden Society, Viman Nagar, Pune 411 014, India. Tel: (91 20) 6681 3232 E-mail: cs@quickheal.co.in Website: www.quickheal.com</p> <p>Bidders may contact the Company Secretary and Compliance Officer, the BRLMs, their respective SCSBs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of Allotment Advice, or credit of Allotted Equity Shares in the respective beneficiary account, or unblocking of funds.</p> |

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of Company and Syndicate Members : **ICICI Securities Limited**, Tel: (91 22) 2288 2460, Fax: (91 22) 2282 6580; **Jefferies India Private Limited**, Tel: (91 22) 4356 6000, Fax: (91 22) 6645 9319; **J. P. Morgan India Private Limited**, Tel: (91 22) 6157 3000, Fax: (91 22) 6157 3911, at selected locations of Sub-Syndicate Members, Registered Brokers, RTAs and CDPs participating in the Offer. Bid cum Application Forms will also be available on the websites of BSE, NSE, and at the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Anand Rathi Share & Stock Brokers Limited, Axis Securities Limited, Bonanza Portfolio Limited, DB (International) Stock Brokers Limited, Edelweiss Broking Limited, HDFC Securities Limited, Hem Securities Limited, India Infoline Limited, JM Financial Services Limited, Kotak Securities Limited, LKP Securities Limited, Motilal Oswal Securities Limited, RR Investors Capital Services Pvt Limited, Sharekhan Limited, SMC Global Securities Limited, Sushil Financial Services Limited

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors have to compulsorily apply through the ASBA process. ASBA has to be availed of by all investors (except anchor investors). The investor is required to fill the Bid cum Application form and submit the same to the relevant SCSB or the Syndicate Member at the Specified Location or the Registered Brokers at Broker Centers or the RTAs or the CDPs. The SCSB will block the amount in the account as per the authority contained in Bid cum Application form and undertake other tasks as per the specified procedure. On Allotment, amount will be unblocked and account will be debited only to the extent required to be paid for Allotment of Equity Shares. Hence, there will be no need for refunds. Bid-cum-Application forms can also be downloaded from the websites of BSE and NSE. Bid-cum-Application form can be obtained from SCSBs, list of which is available on the website of SEBI at <http://www.sebi.gov.in> or members of the Syndicate. For more details on the ASBA process, please refer to the details given in the Bid-cum-Application form, abridged prospectus and also please refer to the section, "Offer Procedure" beginning on page 363 of the RHP.

BANKERS TO THE OFFER: ICICI Bank Limited and Axis Bank Limited

ANCHOR ESCROW COLLECTION BANK/ REFUND BANK: Axis Bank Limited

PUBLIC OFFER ACCOUNT BANK: ICICI Bank Limited

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP dated January 29, 2016.

CORRIGENDUM - NOTICE TO INVESTORS: On the cover page of the RHP, under "Bid/ Offer Programme" foot note no. 2 stands deleted. Further, on page 5 of the RHP, in the section "Definitions and Abbreviations", second paragraph in the definition of "Bid/ Offer Closing Date" being "Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations" stands deleted. Further, on page 5 of the RHP, in the section "Definitions and Abbreviations", second paragraph in the definition of "Bid/ Offer Period" being "Our Company and the Selling Shareholders, in consultation with the BRLMs may consider closing the Bidding by QIB Bidders one Working Day prior to the Bid/ Offer Closing Date, which shall be notified in an advertisement in same newspapers in which the Bid/ Offer Opening advertisement was published and in such a case the Bid/ Offer Period for the QIBs shall be determined accordingly" stands deleted.

Additionally, on page 361 of the RHP in the section "Offer Structure", the second footnote to the table under "Bid/ Offer Programme" being "Our Company and the Selling Shareholders, may, in consultation with the BRLMs, consider closing the Bid / Offer Period for QIBs one day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations" stands deleted. Further, on page 361 of the RHP, in the second sentence of the second paragraph after the tables, the phrase "Except in case where the Bidding by the QIB Bidders is closed one day prior to the Bid/ Offer Closing Date," stands deleted.

The RHP stands amended to the extent stated hereinabove. The aforesaid changes shall also be reflected in the Prospectus.

For **QUICK HEAL TECHNOLOGIES LIMITED**

On behalf of the Board of Directors

Sd/-

Company Secretary & Compliance Officer

Place: Pune
 Date: January 30, 2016

QUICK HEAL TECHNOLOGIES LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, an initial public offering of its equity shares and has filed the RHP with the Registrar of Companies. The RHP is available on the website of the SEBI at www.sebi.gov.in and the websites of the Book Running Lead Managers at www.icicisecurities.com, www.jefferies.com and www.jpmorgan.com. Any potential investor should note that investment in Equity Shares involves a high degree of risk. For details, potential investors should refer to the section titled "Risk Factors" in the RHP filed with the Registrar of Companies. Investors should not refer to the DRHP for making any investment decision.

This announcement has been prepared for publication in India and may not be released in the United States. The announcement is not an offer to sell or a solicitation of any offer to buy securities of our company in the United States. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.