

**Intellect/SEC/2024-25**

**February 04, 2025**

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051

**Scrip Symbol:**  
INTELLECT

**BSE Limited**  
1<sup>st</sup> Floor, New Trade Ring, Rotunda Building,  
PJ Towers, Dalal Street, Fort,  
Mumbai-400 001

**Scrip Code:**  
538835

Dear Sir/Madam,

**Sub: Minutes of the proceedings of the Postal Ballot held on January 16, 2025 by remote e-voting**

With reference to the above, we are enclosing herewith the Minutes of the proceedings of the Postal Ballot held on January 16, 2025 by remote e-voting on the Ordinary resolution set out in the Notice of Postal Ballot dated December 06, 2024.

Kindly take the above information on record and confirm compliance.

Thanking You,

For **Intellect Design Arena Limited**,

**V V Naresh**  
**Company Secretary and Compliance Officer**

**MINUTES OF THE PROCEEDINGS OF POSTAL BALLOT OF INTELLECT DESIGN ARENA LIMITED HELD ON JANUARY 16, 2025 RELATING TO DECLARATION OF RESULTS OF REMOTE E-VOTING ON THE ORDINARY RESOLUTION SET OUT IN THE NOTICE OF POSTAL BALLOT DATED DECEMBER 06, 2024**

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1. The Board of Directors of the Company at its meeting held on December 06, 2024 had accorded its consent to the proposal of conducting Postal Ballot to seek approval of the Members of the Company for passing a Ordinary Resolution for appointment of Ms. Aarushi Jain, daughter of Mr. Arun Jain, Chairman and Managing Director of the Company, to hold office or place of profit as “Assistant Manager- Marketing” in Intellect Design Arena Inc., USA, a step-down subsidiary of the company at a remuneration with an upper limit of USD 1,20,000 per annum with effect from February 01, 2025. The Board of Directors at its meeting had also approved the Notice of Postal Ballot and conduct of voting through electronic means (“remote e-voting”) only, pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014 for the time being in force and General Circular Nos. 14/2020 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 19/2021 December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”), Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) read with SEBI Circular No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120

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**Intellect Design Arena Limited**

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dated July 11, 2023 and any other laws, rules and regulations for the time being in force and as amended from time to time. The Board of Directors appointed Ms. Vasumathy Vasudevan, Practising Company Secretary (FCS: 5424, COP: 9451), of M/s. V. Vasumathy & Associates, Chennai as the Scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner. For conduct of remote e-voting, the Board of Directors appointed Central Depository Services (India) Limited as e-voting agency.

2. Notice of Postal Ballot dated December 06, 2024 was sent only through electronic mode (e-mail) to those Members whose names appeared in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, December 13, 2024 (“cut-off date”) and who have registered their e-mail addresses with the MAS Services Ltd., Registrar and Share Transfer Agent (RTA) of the Company or their Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot alongwith the Postal Ballot Form in physical form has been dispensed with till September 30, 2025. Accordingly, the Company had not despatched physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member of the Company. The remote e-voting period commenced from Wednesday, December 18, 2024 from 09:00 A.M. (IST) and ended on Thursday, January 16, 2025 at 05:00 P.M. (IST). A Public Notice was advertised on December 17, 2024 in Business Line (English) and Dinamani (Tamil).
3. Votes cast by the Members through remote e-voting were unblocked at 05:00 P.M. on January 16, 2025 in the presence of two witnesses (not in the employment of the Company) and based on the details containing list of Members, who had cast their votes through remote e-voting (as downloaded from NDSL portal).
4. Based on the analysis of the valid votes cast, the Scrutinizer submitted her report dated January 17, 2025 to Shri V V Naresh, Company Secretary and Compliance Officer of the Company (as authorised by the Board of Directors of the Company). As per the Report, the following Ordinary Resolution as set out in the Notice of Postal Ballot dated

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December 06, 2024 has been passed with requisite majority, which shall be deemed to have been passed on January 16, 2025 i.e., the last day of remote e-voting period:

**Resolution No. 1**

**Appointment of Ms. Aarushi Jain, daughter of Mr. Arun Jain, Chairman and Managing Director of the Company, to hold office or place of profit as “Assistant Manager-Marketing” in Intellect Design Arena Inc., USA, a step-down subsidiary of the company at a remuneration with an upper limit of USD 1,20,000 per annum with effect from February 01, 2025.**

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended and approved by the Audit Committee and Board of Directors at its Meetings held on December 06, 2024, subject to such other approvals and permissions as may be required, approval of the members of the Company be and is hereby accorded for the appointment of Ms. Aarushi Jain, daughter of Mr. Arun Jain, Chairman and Managing Director of the Company, to hold office or place of profit as “Assistant Manager-Marketing” in Intellect Design Arena Inc., USA, a step-down subsidiary of the company at a remuneration with an upper limit of USD 120,000 per annum with effect from February 01, 2025.

RESOLVED FURTHER THAT Ms. Vasudha Subramaniam, Chief Financial Officer or Mr. V. V. Naresh, Company Secretary and Compliance Officer of the Company, be and are hereby authorised severally to do all such acts, deeds, things, matters as may be required to give effect to the resolution.”

**Result of Postal Ballot through remote e-voting was as follows:**

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Mode of voting	Votes cast <b>FOR</b> (Nos.)	Votes cast <b>AGAINST</b> (Nos.)	Votes cast <b>Total</b> (Nos.)	No. of Members, who cast votes
Remote e-voting	1,49,17,360	1,25,86,870	2,75,04,230	588
%age of total votes cast	54.2366	45.7634	100.00	

Statement under Section 102 of the Companies Act, 2013 - Statement under Section 102 of the Companies Act, 2013 in respect of the Ordinary Resolution, as contained in Notice of Postal Ballot dated December 06, 2024 shall form an integral part of these Minutes (not reproduced for brevity sake).

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