

INTELLECT/SEC/2024-25

January 18, 2025

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

Scrip Symbol :
INTELLECT

2. **BSE Limited.**
1st Floor, New Trade Ring, Rotunda Building,
PJ Towers, Dalal Street, Fort, Mumbai – 400 001.

Scrip Code :
538835

Sub: - **Results of voting through Postal Ballot (remote e-voting only) along with the Scrutinizer report**

Dear Sir/Madam,

This is in continuation to our letter dated December 16, 2024 wherein we had sent you Notice of Postal Ballot dated December 06, 2024 seeking approval of Members of the company through Postal Ballot (remote e-voting only) as an Ordinary Resolution to consider and approve 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.

In this respect, kindly find enclosed the following documents with respect to the remote e- voting on Postal Ballot:

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer dated January 17, 2025 pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

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

Encl: As above

Intellect Design Arena Limited

Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-6615 5100 | Fax: +91-44-6615 5123
Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India | Ph: +91-44-6700 8000 | Fax: +91-44-6700 8874
E-mail: contact@intellectdesign.com | www.intellectdesign.com

INTELLECT DESIGN ARENA LIMITED

VOTING RESULT		
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
Sr. No.	Particulars	Details
1	Notice dated E-Voting Start date E-Voting End date	Friday, December 06, 2024 Wednesday, December 18, 2024 Thursday , January 16, 2025
2	Total number of shareholders as on record date	As on the e-Voting Cut-off Date, i.e., 13.12.2024 – 1,08,098
3	Number of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable
4	Number of Shareholders attended the meeting through VC / OAVM Promoters and Promoter Group: Public:	Not Applicable
5	No. of resolutions passed in the meeting	1 Details of Voting Results attached

NAME OF THE COMPANY : INTELLECT DESIGN ARENA LIMITED

NUMBER OF SHAREHOLDERS AS ON THE EVOTING CUT-OFF DATE, i.e., 13.12.2024 – 108098

1. To consider and approve appointment of Ms. Aarushi Jain, daughter of Mr. Arun Jain, Chairman and Managing Director of the Company, to hold office or place of profit “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 w.e.f. February 01, 2025.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				Yes				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	41526429	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		41526429	0	0	0	0	0
PUBLIC-INSTITUTIONS	E-VOTING	45822439	22281807	48.6264	9729620	12552187	43.6662	56.3338
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		45822439	22281807	48.6264	9729620	12552187	43.6662

PUBLIC-NON INSTITUTIONS	E-VOTING	51068976	5222423	10.2262	5187740	34683	99.3359	0.6641
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	51068976	5222423	10.2262	5187740	34683	99.3359	0.6641
GRAND TOTAL		138417844	27504230	19.8704	14917360	12586870	54.2366	45.7634



SCRUTINIZER'S REPORT

(On voting through Remote E-Voting on Postal Ballot)

(Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

January 17, 2025

The Chairman

Intellect Design Arena Limited
CIN: L72900TN2011PLC080183
No. 244, Anna Salai
Chennai - 600 006.

Dear Sir,

SUB: SCRUTINIZER'S REPORT OF THE REMOTE E-VOTING ON POSTAL BALLOT NOTICE DATED DECEMBER 6, 2024

1. I, Vasumathy Vasudevan, Practising Company Secretary, have been appointed by the Board of Directors of **Intellect Design Arena Limited** ("the Company") as the Scrutinizer vide their letter dated December 6, 2024 for the purpose of scrutinizing Remote E-voting of the Postal Ballot in respect of the members of the Company, in a fair and transparent manner in accordance with Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolution set out in the Postal Ballot Notice dated December 6, 2024.
2. The Company has provided remote e-voting facility to members as on cut-off date to exercise their voting rights on the resolution as set out in the Postal Ballot Notice, in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 the Companies (Management and Administration) Rules, 2014 read with the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, MCA General Circular No. 09/2024 dated September 19, 2024, Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 dated July 11, 2023.

3. The Management of the Company is responsible to ensure compliance with the statutory requirements w.r.t. the following, for conduct of remote e-voting on the resolution contained in Postal Ballot Notice of the Company:
 - (i) the Companies Act, 2013 and Rules made thereunder read with the relevant Circulars of Ministry of Corporate Affairs (“MCA”) w.r.t. conduct of Postal Ballot through Remote E-voting;
 - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Remote E-Voting.
4. The Company had availed the voting facility offered by National Securities Depository Limited (“NSDL”), for conducting Remote E-voting (“Remote E-Voting”) to enable the Members to exercise their right to vote by electronic means.
5. My responsibility as the Scrutinizer for the voting process is restricted to prepare a ‘Scrutinizer’s Report’ of the votes cast as “for” or “against” / “assent” or “dissent” for the resolution as stated in the Postal Ballot Notice, based on reports generated from the electronic voting service facility provided by NSDL, engaged by the Company to provide voting through electronic means i.e., by Remote E-voting.
6. The Shareholders of the Company holding shares as on the "Cut-off" date (i.e., on Friday, December 13, 2024) were entitled to vote on the resolution as set out in the Postal Ballot Notice.
7. The Remote E-voting for the Postal Ballot commenced on Wednesday, December 18, 2024 at 09.00 A.M. IST till Thursday, January 16, 2025 at 05.00 P.M. IST for thirty days from the date of issue of postal ballot notice as required under Rule 22 of the Companies (Management and Administration) Rules, 2014 and the NSDL Remote E-voting Platform was blocked by NSDL thereafter, in due time for e-voting.
8. After closure of remote e-voting period on January 16, 2025, a detailed voting summary report was generated from the Portal of NSDL, in the presence of two witnesses who are not in employment of the Company in accordance with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and after the appointed time from the E-voting System of NSDL, scrutinized, reviewed and the voting results were prepared.
9. I have relied on information provided by Cameo Corporate Services Limited (“Cameo”), the Registrar and Share Transfer Agent (“RTA”) of the Company in relation to details regarding number of shares held and signatures of shareholders.



10. Based on the data downloaded from NSDL E-voting System, the total votes cast in “favour” or “against” / “assent” or “dissent” on the resolution proposed in the Postal Ballot Notice dated December 6, 2024 is submitted by me as under:

Resolution No. 1:

Approval and 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. (Ordinary Resolution)

- (a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
403	1,49,17,360	54.2366%

- (b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
185	1,25,86,870	45.7634%

- (c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
45	1,43,19,783

11. Details of scrutiny carried out in respect of the Postal Ballot e-voting:

- a) With respect to Corporate Shareholders – the scrutiny is whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote in the Postal Ballot e-voting of the company.
- b) With respect to Mutual Funds – the scrutiny is whether the Trustee Company of the Mutual Fund has provided a board resolution authorising a natural person to vote at a general meeting of the company.



- c) With respect to FII's and FPI's – the scrutiny is availability of Power of Attorney (“POA”) given by the FII / FPI in favour of a custodian in India and POA is scrutinized for the following:
- Whether the name of the FII / FPI in the POA attached is the same, or where there is a name mismatch whether any SEBI registration certificate for the change in name is available or not;
 - Where the POA bears a date of execution;
 - Where the POA has been executed outside India - has the same been Apostilled in that country;
 - Whether the POA has been adjudicated under the Indian Stamp Act, 1899 - else the document cannot be valid in India;
 - Whether under the POA, the FII / FPI has given to the custodian – the custodian has a right to vote at general meetings and / or appoint a person as a proxy to attend and vote at a general meeting;
 - Whether the Custodian has by way of an applicable authorisation document, given a power to vote to its officer or any natural person.

I report that the Resolution has been passed by the Members of the Company through E-voting during the Postal Ballot period with requisite majority as proposed in the Postal Ballot Notice dated December 6, 2024. You may accordingly declare the results.

Electronic data and relevant records relating to Remote E-voting of the Postal Ballot shall be handed over to the Company Secretary of the Company for the safe keeping.

Thanking you,

Yours' faithfully,

For **V. VASUMATHY & ASSOCIATES,**

VASUMATHY
VASUDEVAN
Digitally signed by
VASUMATHY VASUDEVAN
Date: 2025.01.17 22:16:27
+05'30'

VASUMATHY VASUDEVAN

Practising Company Secretary

FCS No. 5424 / COP No. 9451

ICSI Peer Review Certificate No: 680/2020

UDIN: F005424F003719541

Place: Chennai

Countersigned by:

For **INTELLECT DESIGN ARENA LIMITED**

VUDALI VENKATA
NARESH
Digitally signed by VUDALI
VENKATA NARESH
Date: 2025.01.17 22:28:58
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V. V. NARESH

Company Secretary & Compliance Officer