

INTELLECT/SEC/2024-25

June 28, 2024

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: - **Remote/e-Voting Results along with the Scrutinizer's Report of 13th Annual General Meeting of the Company**

Dear Sir/Madam,

Kindly find enclosed the following documents with respect to the 13th Annual General Meeting of the Company held on June 26, 2024:

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer dated June 27, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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

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INTELLECT DESIGN ARENA LIMITED

VOTING RESULT		
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
Sr. No.	Particulars	Details
1	Date of the AGM	Wednesday, June 26, 2024
2	Total number of shareholders as on record date	As on the e-Voting Cut-off Date, i.e., 19.06.2024 – 108,866
3	Number of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	As the meeting was conducted through VC/OAVM, there was no physical attendance of any member, nor any provision for appointment of proxy.
4	Number of Shareholders attended the meeting through VC / OAVM Promoters and Promoter Group: Public:	 3 63
5	No. of resolutions passed in the meeting	4 Resolution-wise 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., 19.06.2024 – 108866

1. Adoption of Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
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	41526429	100	41526429	0	100	0
	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		41526429	41526429	100	41526429	0	100
PUBLIC-INSTITUTIONS	E-VOTING	44645833	19271244	43.16	19271244	0	100	0
	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		44645833	19271244	43.16	19271244	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	51058595	15355508	30.07	15355427	81	99.9999	0.0001
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		97169	0	97169	0	100	0
	SUB TOTAL		51058595	15452677	30.26	15452596	81	99.9999
GRAND TOTAL		137230857	76250350	55.56	76250269	81	99.9999	0.0001

NAME OF THE COMPANY : INTELLECT DESIGN ARENA LIMITED

NUMBER OF SHAREHOLDERS AS ON THE EVOTING CUT-OFF DATE, i.e., 19.06.2024 – 108866

2. To declare a final dividend of Rs. 3.50/- per equity share for the financial year ended March 31, 2024

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
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	41526429	100	41526429	0	100	0
	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		41526429	41526429	100	41526429	0	100
PUBLIC-INSTITUTIONS	E-VOTING	44645833	19374664	43.40	19374664	0	100	0
	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		44645833	19374664	43.40	19374664	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	51058595	15355188	30.07	15353019	2169	99.9900	0.0100
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		97169	0.19	97169	0	100	0.0000
	SUB TOTAL		51058595	15452357	30.26	15450188	2169	99.9900
GRAND TOTAL		137230857	76353450	55.64	76351281	2169	99.9972	0.0028

NAME OF THE COMPANY : INTELLECT DESIGN ARENA LIMITED

NUMBER OF SHAREHOLDERS AS ON THE EVOTING CUT-OFF DATE, i.e., 19.06.2024 – 108866

3. To appoint a Director in the place of Mr. Andrew Ralph England (DIN: 08211307) who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
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	41526429	100	41526429	0	100	0
	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		41526429	41526429	100	41526429	0	100
PUBLIC-INSTITUTIONS	E-VOTING	44645833	19374664	43.40	18867319	507345	97.3814	2.6186
	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		44645833	19374664	43.28	18867319	507345	97.2814
PUBLIC-NON INSTITUTIONS	E-VOTING	51058595	15355188	30.07	15354075	1113	99.9900	0.0100
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		97169	0	97169	0	100	0
	SUB TOTAL		51058595	15452357	30.26	15451244	1113	99.9900
GRAND TOTAL		137230857	76353450	55.60	75844992	508458	99.3341	0.6659

NAME OF THE COMPANY : INTELLECT DESIGN ARENA LIMITED

NUMBER OF SHAREHOLDERS AS ON THE EVOTING CUT-OFF DATE, i.e., 19.06.2024 – 108866

4. Appointment of Messrs M S K C & Associates, Chartered Accountants (Firm Registration Number: 001595S) as Statutory Auditors of the Company in place of Messrs S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number: 101049W / E300004) and fix their remuneration

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
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	41526429	100	41526429	0	100	0
	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		41526429	41526429	100	41526429	0	100
PUBLIC-INSTITUTIONS	E-VOTING	44645833	19374664	43.40	19374664	0	0	0
	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		44645833	19374664	43.40	19374664	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	51058595	15355188	30.07	15354040	1148	99.9900	0.0100
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		97169	0	97169	0	100	0.0000
	SUB TOTAL		51058595	15452357	30.26	15451209	1148	99.9900
GRAND TOTAL		137230857	76353450	55.64	76352302	1148	99.9985	0.0015



CONSOLIDATED SCRUTINIZER'S REPORT

(On voting through Remote E-Voting and E-Voting during the AGM)

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

June 27, 2024

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

Dear Sir,

SUB: CONSOLIDATED SCRUTINIZER'S REPORT OF THE REMOTE E-VOTING AND E-VOTING AT THE 13TH (THIRTEENTH) ANNUAL GENERAL MEETING OF INTELLECT DESIGN ARENA LIMITED HELD ON WEDNESDAY, JUNE 26, 2024 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM')

1. I, Vasumathy Vasudevan, Practising Company Secretary, V. Vasumathy & Associates have been appointed by the Board of Directors of **Intellect Design Arena Limited** ("the Company") as a Scrutinizer vide letter dated May 9, 2024 for the purpose of scrutinizing the Remote E-voting and E-voting during the 13th Annual General Meeting ("AGM") of the Company, in a fair and transparent manner in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 & 21 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 resolutions set out in the notice dated May 9, 2024 of the 13th Annual General Meeting of the Members of the Company held on June 26, 2024 at 03:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").
2. The Ministry of Corporate Affairs vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted conducting of Annual General Meeting of a Company through

Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 has provided relaxation on compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Circulars").

Since the AGM is held in accordance to the aforesaid circulars, the physical presence of Members has been dispensed with and the facility for appointment of proxies by the Members was not applicable and hence dispensed with.

As confirmed by the Company, members who attended the meeting through VC or OAVM have been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. The Management of the Company is responsible to ensure compliance with the requirements of the statutory requirements w.r.t. the following for conducting the Annual General Meeting of the Company through VC / OAVM on the resolutions contained in Notice of the 13th Annual General Meeting 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 Annual General Meeting and E-voting;
 - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Remote E-Voting and E-voting at the Annual General Meeting.
4. The Company had availed the voting facility offered by National Securities Depository Limited ("NSDL"), for conducting Remote E-voting ("Remote E-Voting") and E-voting ("E-voting") at the Annual General Meeting to enable the Members to exercise their right to vote by electronic means.
5. My responsibility as Scrutinizer for the voting process is restricted to make a 'Consolidated Scrutinizer's Report' of the votes cast as "for" or "against" / "assent" or "dissent" for the resolution as stated in the notice of the 13th Annual General Meeting, based on reports generated from the Electronic voting service facility provided by

National Securities Depository Limited (“NSDL”) engaged by the Company, to provide voting through electronic means i.e. by Remote E-voting and on E-voting at the 13th Annual General Meeting.

6. The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on Wednesday, June 19, 2024) were entitled to vote on the resolutions as set out in the Notice of the 13th Annual General Meeting.
7. The Remote E-voting commenced on Sunday, June 23, 2024 at 09.00 A. M. IST to Tuesday, June 25, 2024 at 05.00 P. M. IST and the NSDL Remote E-voting Platform was closed by NSDL in due time. After enabling voting by the Chairman during the Annual General Meeting, the shareholders who were present through VC / OAVM during the Annual General Meeting voted through the E-voting facility provided by NSDL at the Annual General Meeting.
8. The shareholders who had voted by Remote E-voting through the facility provided by NSDL had been blocked and only those shareholders who were present through VC / OAVM during the Annual General Meeting and who had not voted using the Remote e-voting facility were allowed to cast their votes through E-voting system by NSDL during the Annual General Meeting.
9. After closure of E-voting during the Annual General Meeting, votes cast through E-voting during the AGM and through Remote E-voting prior to the date of AGM were unblocked in the presence of two witnesses who are not in employment of the Company in accordance with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014 and downloaded the results, after the appointed time from the E-voting System of NSDL, scrutinized, reviewed and the votes were counted and the voting results were prepared.
10. 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.
11. **Based on the data downloaded from NSDL E-voting System, the total votes cast in “favour” or “against” / “assent” or “dissent” on all resolutions proposed in the Notice of the 13th Annual General Meeting are submitted by me as under:**



Resolution No. 1: Adoption of Standalone and Consolidated Financial Statements.
(Ordinary Resolution)

To receive, consider and adopt:

- (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon;
- (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Auditors thereon;

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
362	7,62,50,269	99.9999%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
7	81	0.0001%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
46	1,54,41,066

Resolution No. 2: To declare a final dividend of Rs. 3.50/- per equity share for the financial year ended March 31, 2024. **(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
364	7,63,51,281	99.9972%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
6	2169	0.0028%



(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
46	1,54,41,066

Resolution No. 3: To appoint a Director in the place of Mr. Andrew Ralph England, (DIN: 08211307), who retires by rotation and, being eligible, offers himself for re-appointment. **(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
348	7,58,44,992	99.3341%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
25	5,08,458	0.6659%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
46	1,54,41,066

Resolution No. 4: To appoint Messrs. M. S. K. C. & Associates, Chartered Accountants (Firm Registration Number: 001595S) as Statutory Auditors of the Company in place of Messrs. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number: 101049W / E300004) and fix their remuneration. **(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
361	7,63,52,302	99.9985%



(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
9	1,148	0.0015%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
46	1,54,41,066

12. Details of scrutiny carried out in respect of the Remote E-Voting and E-voting during the Annual General Meeting:

- a) Shareholders who have abstained from voting while exercising their voting rights through Remote E-voting / E-voting during the Annual General Meeting, have been excluded in the aforesaid calculation of voting.
- b) With respect to Corporate Shareholders – the scrutiny is whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- c) 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.
- d) 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:
 - i. 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;
 - ii. Where the POA bears a date of execution;
 - iii. Where the POA has been executed outside India - has the same been Apostilled in that country;
 - iv. Whether the POA has been adjudicated under the Indian Stamp Act, 1899 - else the document cannot be valid in India;



- v. 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;
- vi. 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 all Resolutions have been passed by the Members of the Company through E-voting during the Annual General Meeting and Remote E-voting with requisite majority as proposed in the Notice of the 13th Annual General Meeting of the Company. You may accordingly declare the results.

Electronic data and relevant records relating to Remote E-voting / E-voting during the 13th Annual General Meeting held on June 26, 2024, shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours' faithfully,

For V. VASUMATHY & ASSOCIATES,

VASUMATHY Digitally signed by
VASUMATHY VASUDEVAN
VASUDEVAN Date: 2024.06.27 20:47:54
+05'30'

VASUMATHY VASUDEVAN

Practising Company Secretary

FCS No. 5424 / COP No. 9451

Peer Review Certificate No: 680/2020

UDIN: F005424F000629564

Place: Chennai

Countersigned:

For INTELLECT DESIGN ARENA LIMITED

VUDALI VENKATA Digitally signed by VUDALI
VENKATA NARESH
NARESH Date: 2024.06.27 21:30:21
+05'30'

V. V. NARESH

Company Secretary & Compliance Officer