

INTELLECT/SEC/2019-20

July 27, 2019

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| 1. National Stock Exchange of India Ltd.,
Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051. | Scrip Code :
INTELLECT |
| 2. BSE Ltd.
1 st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001. | Scrip Code :
538835 |

Dear Sirs,

Sub: Intimation of Annual General Meeting of the Company to be held on Wednesday, 21st August, 2019

Pursuant to Regulations 34,42 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you the following updates :-

a) The Annual General Meeting (AGM) of the members of Intellect Design Arena Limited will be held on Wednesday, the August 21st, 2019 at 10:30 a.m. at Rani Seethal Hall, 603, 1st Floor, Raja Annamalai Chettiaar Memorial Building, Anna Salai, Thousand Lights, Chennai- 600 006

b) The Annual Report of the Company has been sent/dispatched to the shareholders of the Company at their e-mail/ registered address on July 26, 2019 and the same has been enclosed.

c) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is offering e-voting facility to the members to cast their votes electronically through e-voting services provided by M/s Karvy Fintech Private Limited. The facility for voting through "Insta Poll" shall also be made available to those shareholders who are present at the 08th AGM and who have not cast their vote electronically.

d) The Cut-off date for determining the eligibility of the Members to vote by remote e-voting or by Insta Poll at the Annual General Meeting is Wednesday, August 14th, 2019. The remote e-voting commences on Sunday, August 18th, 2019 at 09:00 a.m. and will end on Tuesday, August 20th, 2019 at 05:00 p.m.

e) The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, the August 09th, 2019 to Wednesday, the August 21st, 2019 (both days inclusive)** and this is for the purpose of Annual General Meeting (AGM) of the Company.

Kindly take the above information on record.

Thanking you,
for Intellect Design Arena Limited


V V Naresh
Company Secretary and Compliance Officer



Intellect Design Arena Limited

Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-3987 4000 | Fax: +91-44-3987 4123
Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India. | Ph: +91-44-3341 8000
www.intellectdesign.com

Notice

NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING OF INTELLECT DESIGN ARENA LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 21, 2019 AT 10.30 A.M AT RANI SEETHAI HALL, 603, 1ST FLOOR, RAJA ANNAMALAI CHETTIAR MEMORIAL BUILDING, ANNA SALAI, THOUSAND LIGHTS, CHENNAI - 600 006, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business

Item No. 1. – Adoption of Financial Statements

To receive, consider and adopt:

- (i) The Audited standalone financial statements of the Company for the financial year ended 31st March, 2019 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 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon
And in this regard, pass the following resolutions as an ordinary resolutions:
 - (a) **“RESOLVED THAT** the audited standalone financial statements of the Company for the Financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon laid before this said meeting be and hereby considered, approved and adopted.”
 - (b) **“RESOLVED THAT** the audited Consolidated Financial statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon laid before this said meeting be and hereby considered, approved and adopted.”

Item No. 2 – To appoint a Director in the place of Mr. Anil Kumar Verma (DIN-01957168), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary resolution

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Anil Kumar Verma (DIN-01957168), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No.3 – Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the rules prescribed under Companies (Audit and Auditors Rules), 2014 and other applicable provisions, M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Reg No. 101049W/E300004), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of the Eighth Annual General meeting until the conclusion of the thirteenth Annual General Meeting of the Company and the annual remuneration / fee for the financial year ending March 31, 2020 is Rs. 60,00,000/- (Rupees Sixty lakhs only), plus out of pocket expenses and taxes at the applicable rates, for the purpose of the statutory audit of the Company.

RESOLVED FURTHER THAT the Board, including relevant committee(s) thereof, shall be given the power to agree, alter and vary the terms and conditions of such appointment, remuneration etc. including by reason of necessity on account of conditions as may be stipulated by the Companies Act, 2013, in such manner and to such extent as may be mutually agreed with the auditors.

RESOLVED FURTHER THAT in addition to the above and in accordance with the provisions of the Act, the Board / committees thereof, may approve other services, as deemed appropriate, and remuneration for such services as required by law or otherwise, subject to the provisions of section 144 of the Act. “

Special Business

Item No. 4 – To appoint Ms. Vijaya Sampath (DIN-00641110), as an Independent Director

To appoint Ms. Vijaya Sampath as an Independent Director and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with applicable provisions of SEBI(Listing Obligation and Disclosure Requirements), Regulations, 2015, Ms. Vijaya Sampath (DIN-00641110), who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (five) years w.e.f 25th October, 2018 until the conclusion of Annual General Meeting of the Company to be held in the calendar year 2023, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Item No. 5 – To appoint Mr. Andrew Ralph England (DIN- 08211307), as a Non-Executive Director

To appoint Mr. Andrew Ralph England as a Non-Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and in accordance with applicable provisions of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, Mr. Andrew Ralph England (DIN-08211307), be and is hereby appointed as a Non-Executive Director of the Company, who is liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Item No. 6: To Re-appoint Mr. Arun Shekhar Aran (DIN- 00015335) as an Independent Director

To appoint Mr. Arun Shekhar Aran as an Independent Director and in this regard, to consider and if thought fit, pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arun Shekhar

Aran (DIN- 00015335), who was appointed as an Independent Director of the Company in 2016 and whose term expires at the conclusion of 08th Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 5 (five) years to hold office until the conclusion of 13th Annual General Meeting of the Company to be held in the calendar year 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Item No.7: Commission payable to Non-Executive Directors / Independent Directors of the Company

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special resolution:-

“RESOLVED THAT pursuant to the provisions of Section 197, 198 read with relevant Rules made thereunder the Companies Act 2013 and clause 34(f) of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration and

Compensation Committee and the Board, the Company be and is hereby authorized to pay to its directors (other than Managing Director and Whole time Director); in addition to the sitting fees for attending meetings of Board and its Committee; such sums which shall not exceed upto 1% of the net profit of the Company in any financial year computed in the manner laid down under Section 198 of Companies Act, 2013 or subject to a maximum of Rs. 50 Lakhs (Rupees fifty Lakhs) whichever is less.

RESOLVED FURTHER THAT any Director or the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to this resolution”

By Order of the Board
for Intellect Design Arena Limited

V.V.Naresh
Company Secretary & Compliance Officer

Place: Chennai
Date: : 02nd May, 2019

Notes

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF IN THE MEETING AND SUCH PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS OF THE COMPANY NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARES. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the Proxy, duly completed must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A Proxy form for the ANNUAL GENERAL MEETING is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the ANNUAL GENERAL MEETING.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the ANNUAL GENERAL MEETING.
8. The certificate from the Auditors of the Company certifying that the Company's Associate Stock Option Plan(s) are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014 as applicable and in accordance with the resolution of the Members in the General Meeting will be available for inspection by the Members at the Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 09th August, 2019 to 21st August, 2019 (both days inclusive) for the purpose of the ANNUAL GENERAL MEETING.
10. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members are requested to quote their Registered Folio Number or Demat Account number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details, mandates (if any), should be lodged with Registrar & Share Transfer Agents (RTA) of the Company, M/s.Karvy Fintech Private Limited, Hyderabad. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.
12. The Company is concerned about the environment and utilizing natural resources in a suitable way. We request you to update your email address with your Depository Participant to enable us to send you the quarterly reports and other communications via email. Annual Report 2019 with Attendance Slip and Proxy form are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2019 are being sent by the permitted mode.
13. Members may also note that the Notice of the 08th Annual General Meeting and the Annual Report 2019 will also be available on the Company's website www.intellectdesign.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Anna Salai, Chennai and Corporate Office in Siruseri, Chennai for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at shareholder.query@intellectdesign.com / company.secretary@intellectdesign.com.
14. Additional information pursuant to Regulation 36(3) of the Listing Regulations with the Stock Exchanges in respect of the Directors seeking appointment at the ANNUAL GENERAL MEETING are furnished and forms part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / reappointment.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 08th annual general meeting to be held on Wednesday, August 21, 2019, at 10.30 a.m. The Company has engaged the services of Karvy Fintech Private Limited to provide the e-voting facility:
The e-voting facility is available at the link <http://www.evotingkarvy.com/>
17. The facility for voting through Instapoll shall be made available at the AGM, to all the members attending the AGM, who have not opted evoting facility. Further, the members who have opted evoting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
18. E-voting commences on 18th August, 2019 at 9.00 AM and will end at 20th August, 2019 at 5.00 PM and at the end of e-voting period, the facility shall forthwith be blocked.
19. The results for the e-voting shall be declared within 2 days from the date of AGM. The results along with Scrutinizer's Report, shall also be placed on the website of the stock exchange, Company and Karvy Fintech Private Limited

20. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.
21. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., 14th August, 2019 only shall be entitled to avail the facility of remote e-voting/ Instapoll. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
22. All documents referred in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 08th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company and also at the meeting.
23. Your Company is pleased to provide the facility of live webcast of proceedings of AGM. Members entitled to participate in the AGM can view the proceedings of AGM by logging on the e-voting website of Karvy at <https://evoting.karvy.com/> using their secure login credentials. Members are encouraged to use this facility of webcast.

By Order of the Board
for Intellect Design Arena Limited

V.V.Naresh
Company Secretary & Compliance Officer

Place: Chennai
Date: 02nd May, 2019

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.3

Pursuant to Section 139 of the Companies Act, 2013 ("Act") and the Rules made thereunder, it is mandatory for the Company to appoint its statutory auditors for a term of 5 years. M/s S.R.Batliboi & Associates LLP, Chartered Accountants, have been the statutory auditors of the Company for a term of five years and are eligible for re-appointment for another term of five years. Accordingly, it is proposed to appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as the statutory auditors of the Company, to hold office for a period of five consecutive years from the conclusion of the 08th Annual General Meeting of the Company till the conclusion of the 13th Annual General Meeting to be held in the year 2024.

The annual remuneration / fee for the financial year ending March 31, 2020 is proposed at Rs. 60,00,000/- (Rupees Sixty lakhs only), plus out of pocket expenses and taxes at the applicable rates, for the purpose of the statutory audit of the Company. The Board, including relevant committee(s) thereof, shall be given the power to agree, alter and vary the terms and conditions of such appointment, remuneration etc. including by reason of necessity on account of conditions as may be stipulated by the Companies Act, 2013, in such manner and to such extent as may be mutually agreed with the auditors. In addition to the above and in accordance with the provisions of the Act, the Board / committees thereof, may approve other services, as deemed appropriate, and remuneration for such services as required by law or otherwise, subject to the provisions of section 144 of the Act.

M/s. S.R. Batliboi & Associates LLP, Chartered Accountants have confirmed their consent and eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules. The audit committee and the Board have recommended the reappointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants as the statutory auditors of the Company for a second term of 5 years.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the passing of this resolution.

Brief Profile of the auditors

S.R. Batliboi & Associates LLP (FRN 101049W/E300004), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1965 and is a limited liability partnership firm ("LLP") incorporated in India. It has registered office at 22, Camac Street, Kolkata and has 9 branch offices in various cities in India. The Audit Firm has a valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.

Item No. 4:

Ms. Vijaya Sampath (DIN-00641110) joined the Board of Directors of the Company on October 25, 2018 as an Additional Independent Director of the Company pursuant to Section 149, 152 and 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Ms. Vijaya Sampath shall hold office upto the date of ensuing Annual General Meeting.

In terms of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, based on the recommendation of Nomination and Remuneration & Compensation Committee, the Board of Directors at the meeting held on 02nd May, 2019 recommended for the approval of the Members, the appointment of Ms. Vijaya Sampath (DIN-00641110) as an Independent Director for the first term of 5(Five) years w.e.f 25th October, 2018 until the conclusion of Annual General Meeting of the Company to be held in the calendar year 2023.

The Company has received from Ms. Vijaya Sampath (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 (iii) Declaration of Independence, that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations, 2015.

Draft letter for appointment of Ms. Vijaya Sampath as director setting out terms and conditions will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 8th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the company and also at the meeting

Justification for appointment of Ms. Vijaya Sampath as an Independent Director

Vijaya Sampath has an experience of 36 years in the legal field. She was the a Company Secretary of Airtel. She is an independent director on the Board of listed and unlisted companies in the renewable energy, branded luggage, power, pharmaceuticals and auto component sectors. The Board considers that her proposed association as an Independent Director would be of immense benefit to the Company and it is desirable to avail the services of Ms. Vijaya Sampath as an Independent Director. No Director, Key Managerial Personnel or their relatives, except Ms. Vijaya Sampath to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for the approval of the members.

Item No.5:

In accordance with Section 149 and read with relevant rules prescribed under Companies Act, 2013, the Board of Directors at its meeting held on October 25, 2018 approved the appointment of Mr. Andrew Ralph England (DIN- 08211307) as an Additional Non-Executive Director of the Company, subject to the approval of Shareholders at the ensuing Annual General Meeting.

Based on the recommendations of Nomination and Remuneration and Compensation Committee and the Board, the Company be and hereby recommends to the shareholders of the Company for appointing Mr. Andrew Ralph England as a Non-Executive Director.

The Company has received declarations from Mr. Andrew Ralph England (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

None of the Director, Key Managerial Personnel, or their relatives, except Mr. Andrew Ralph England to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for the approval of the members.

Item No. 6:-

Mr. Arun Shekhar Aran (DIN: 00015335) was appointed as independent director at the 5th Annual General Meeting held on 21st July 2016 for a period of three (3) years and hold office upto to the conclusion of this annual general meeting.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Arun Shekhar Aran as Independent Director for a second term of 5 consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Arun Shekhar Aran would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Arun Shekhar Aran as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years on the Board of the Company.

In terms of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Mr. Arun Shekhar Aran (DIN: 00015335) is proposed to be re-appointed as Independent Director for a term of 5(Five) years.

The Company has received from Mr. Arun Shekhar Aran (DIN: 00015335) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Declaration of Independence, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations, 2015.

Draft letter for appointment of Mr. Arun Shekhar Aran (DIN: 00015335) as director setting out terms and conditions will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 8th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the company and also at the meeting.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Arun Shekhar Aran to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the resolution set forth in Item No.6 for the approval of members.

Item No.7:

Pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof of the time being enforced) of the Companies Act, 2013, the remuneration payable to the Directors who is neither Managing Director or a Whole Time Director shall not exceed (a) 1% of the net profit of the Company, if there is a Managing Director or Whole Time Director or Manager (b) three percent of the net profits in any other case.

Under the Companies Act, 2013, Non-Executive Directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view responsibilities to make their role, responsibilities and duties of Directors, it is considered appropriate that the remuneration payable to the Non- Executive Directors by the Company should be commensurate with their increased role, responsibilities and duties.

The Board of Directors of the Company have, subject to the approval of the members of the Company, proposed to remunerate the Non-Executive Directors

“The Non- Executive Directors (i.e. Directors other than Managing Director and Whole Time Directors) may be paid remuneration not exceeding in aggregate 1% of the net profits of the Company for each financial year, as commuted in the manner laid down in section 198 of the Act or subject to a maximum of Rs. 50 Lakhs (Rupees Fifty Lakhs) in aggregate, whichever is less.

The said remuneration to Non- Executive Directors shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.

Save and except all the Non- Executive Directors of the Company and their relatives, to the extent of their shareholding interest, if any in the Company, none of other Directors/Key Managerial Personnel of the company, their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 7 of the Notice.

The Board recommends the Special Resolution set out at item no. 7 of the notice for approval by the shareholders.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36(3) OF SEBI(LODR), 2015 AND SS-2

The brief resume, experience and functional and the membership on various Boards and Committee of Directors proposed to be appointed / re-appointed at the Serial Number 2,4,5 and 6 of the Notice convening 08th Annual General Meeting as per the Corporate Governance Code as defined under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished below:-

S.NO	PARTICULARS	NAME OF THE DIRECTOR			
		Ms. Vijaya Sampath	Mr. Andrew Ralph England	Mr. Arun Shekhar Aran	Mr. Anil Kumar Verma
1.	Date of Birth	26.05.1953	06.07.1957	30.04.1959	05.07.1955
2.	Age	66 years	62 years	60 years	64 years
3.	Qualifications	Bachelor of Arts from Madras University and Law degree from Mysore university. She is a fellow member of Institute of Company Secretaries of India(ICS)	M.A English language and literature St Andrews University, Scotland	Bachelor of technology from IIT, Delhi and MBA from IIM, Ahmedabad	Bachelor of Electrical Engineering from IIT, Delhi and post-graduate in Instructional Design from the University of Wollongong in Australia
4.	Experience	Approx. 36 years	Approx. 36 years	37 years	35 years
5.	Expertise in functional areas	Opulent experience in the areas of Corporate law and legal field. She is an Independent Director on the Board of various listed and other unlisted Companies	Rich experience in running transaction banking in leading global banks. Has been in the positions of Managing Director and Head of Transaction Banking at Lloyds Banking Group, Head of CEE Global Transaction Banking	Well experienced in the areas of software development and maintenance career	Well experienced in the areas of accounting, finance, management, and corporate advisory services.
6.	No. of Board Meeting attended during the Financial Year 2018-19	3 Meetings	3 Meetings	8 Meetings	7 Meetings
7.	Terms and Conditions of appointment	<ol style="list-style-type: none"> The appointment of Ms. Vijaya Sampath as Independent Director, subject to the approval of shareholders w.ef. 25th October, 2018 till the conclusion of 12th AGM spanning for 5 consecutive years. Sitting fees shall be paid to her for attending the meetings of Board of Directors and Committees Non-Executive Director/ Independent Directors shall be paid commission upto 1% or maximum of Rs. 50 Lakhs whichever is less subject to shareholders approval at the ensuing Annual General Meeting 	<ol style="list-style-type: none"> The appointment of Mr. Andrew England as Non Executive Director, liable to retire by rotation subject to the approval of shareholders. Sitting fees shall be paid to him for attending the meetings of Board of Directors and Committees Non-Executive Director/ Independent Directors shall be paid commission upto 1% or Rs. 50 Lakhs whichever is less subject to shareholders approval at the ensuing Annual General Meeting 	The terms and conditions of re-appointment will be on the same terms as approved by the members of the company in the AGM held on July 21, 2016	The terms and conditions of re-appointment will be on the same terms as approved by the members of the company in the AGM held on July 28, 2015
8.	Date of appointment on the Board of Directors	October 25, 2018	October 25, 2018	May 3, 2016	September 30,2014
9.	Shareholding as on March 31, 2019	Nil	Nil	5,82,413	1,07,433
10.	Relationship with other Directors / KMP	Nil	Nil	Nil	He is the brother-in-law of Mr. Arun Jain, Chairman and MD
11.	Directorship, Membership / Chairmanship of Committees of other Board	<ol style="list-style-type: none"> Eris Lifesciences Limited- Chairman of Audit Committee and Stakeholder Relationship Committee and Member of Nomination and 	Nil	<ol style="list-style-type: none"> Nuc Soft Limited OSS Software Solutions Labs Private Limited Nucsoft OSS Labs 	<ol style="list-style-type: none"> Oculus Healthcare Private Limited Artec Intractives Pty Ltd

S.NO	PARTICULARS	NAME OF THE DIRECTOR			
		Ms. Vijaya Sampath	Mr. Andrew Ralph England	Mr. Arun Shekhar Aran	Mr. Anil Kumar Verma
		Remuneration Committee 2. Safari Industries (India) 3. Limited- Member of Nomination and Remuneration Committee 4. Varroc Engineering 5. Limited- Member of Nomination and Remuneration Committee and Audit Committee 6. Suzlon Energy Limited- Member of Nomination and Remuneration Committee 7. Craftsman Automation Limited 8. L&T- Mhps Boilers Private Limited- Member of Nomination and Remuneration Committee 9. L&T - Mhps Turbine Generators Private Limited- Member of Nomination and Remuneration Committee 10. Nabha Power Limited 11. Gvs Envicon Technologies Pvt. Ltd. 12. Ingersoll Rand (India) Limited- Member of Audit Committee and Stakeholder Relationship Committee 13. V CapLegal LLP- Designated Partner		Private Limited	

Brief Resume of Ms. Vijaya Sampath

Vijaya Sampath has been a lawyer for over 36 years. She is an independent director on the Board of listed and unlisted companies in the renewable energy, branded luggage, power, pharmaceuticals and auto component sectors. Two of these companies (non- listed) are Japanese joint ventures with Larsen & Toubro. She is also the Ombudsperson for the Bharti Airtel group with oversight of the code of conduct and was its group general counsel for over 10 years. She has been the in-house counsel for large Indian conglomerates and multinational companies as well as the corporate law partner in renowned national law firms.

Vijaya holds a graduate degree in English literature and law and is a fellow member of the Institute of Company Secretaries of India. She has attended the Advanced Management Program in Harvard Business School and the Strategic Alliances Program conducted by the Wharton Business School.

Vijaya is also the chairperson of the corporate law committee in FICCI and works with industry on regulation and policy relating to company law. She has written articles lectured/ been a speaker at various forums on women in professions, governance, ethics, law and practice

Brief Resume of Mr. Andrew Ralph England

Andrew Ralph England currently serves as Director of Intellect's subsidiary Intellect Design Arena Limited, UK and Head of Strategy iGTB. He joined us from McKinsey, where he was the External Senior Advisor of Transaction Banking.

Andrew brings with him an experience of running transaction banking in leading global banks. He has held the positions of Managing Director and Head of Transaction Banking at Lloyds Banking Group, Head of CEE Global Transaction Banking at Unicredit Group and Head of Cash & Trade Product at Deutsche Bank, where he was also an Executive Committee member for Global Transaction Banking. These roles followed on from a successful career of various leadership positions at Citi and Lloyds.

Brief Resume of Mr. Arun Shekhar Aran

Mr. Arun Shekhar Aran had technical education from IIT, Delhi completing B Tech in Mechanical engineering. Subsequently, spent two years at IIM, Ahmedabad learning management through their flagship course PGDM specialization in systems.

He started working in Asian Paints Ltd, which was very much respected for the quality of its management talent at that point of time. He established a lot of path breaking usages for computers at Asian Paints during his stint of seven years there while he rose to a middle management position

He moved out of a good going job in 1989 to join some of his friends in an entrepreneurial venture to add their development team and be instrumental in writing some of the new age softwares for their clients at that time. In 1994 as a part of the group initiative he moved to Mumbai and set up a new team in the name of Nucsoft Ltd which also worked with clients in Banking and Financial areas.

Brief Resume of Mr. Anil Kumar Verma

Mr. Anil Kumar Verma is a key contributor to the strategic vision of the organization. A Bachelor of Electrical Engineering from IIT Delhi and post-graduate in instructional design from the University of Wollongong in Australia, Anil has rich and global professional experience of over 40 years in the industry.

Anil established and nurtured deep relationships for strengthening Intellect brand in Australia. Earlier, he was part of the core group that conceptualized and created FINDIT (Forum of Indian IT Companies in Australia) that later became NASSCOM Australia, an influential industry body that he led as founder President for several years. Living the spirit of deeper connect with the local community, Anil established long term relationship with the Western Sydney University in Australia where he was instrumental in creating graduate and post graduate course on

software testing. He has contributed significantly in promoting collaboration between India and Australia in the field of ICT. In 1997 he was nominated for prestigious Australia Day award for his contribution to the Aboriginal community.

Anil has been associated with the Australian Computer Society, AIIA – FSG (Australian Information Industry Association – Financial Services Group) and Financial Services Institute of Australia (FINSIA) for a long time.

Mr. Anil Kumar Verma is the brother-in-law of Mr. Arun Jain, Chairman & Managing Director.

INTELLECT DESIGN ARENA LIMITED

(CIN:L72900TN2011PLC080183)

Registered Office: No.244, Anna Salai, Chennai - 600 006, Ph : 044 3987 4000

Corporate Office : Plot No.3/G-3, SIPCOT IT Park, Siruseri, Chennai – 600 130, Ph : 044 3341 8000, fax: 044 3341 8874

Email id : shareholder.query@intellectdesign.com, company.secretary@intellectdesign.com Website: www.intellectdesign.com;

08th Annual General Meeting to be held on August 21, 2019 at 10:30 AM

**RANI SEETHAI HALL, 603, 1ST FLOOR, RAJA ANNAMALAI CHETTIAR MEMORIAL BUILDING,
ANNA SALAI, THOUSAND LIGHTS, CHENNAI- 600 006, INDIA**

ATTENDANCE SLIP

Registered Folio No :(or)

Demat Account No.D.P.ID.No.....

Name of Shareholder(s)

I/We certify that I am/we are the Member(s) / Proxy of the Member(s) of the Company holding _____ Shares.

.....

Signature of Member(s) / Proxy

- A member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance of the meeting hall.
- Name of the Proxy in BLOCK letters (in case a Proxy attends the meeting)
- Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.



Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72900TN2011PLC080183

Name of the Company: Intellect Design Arena Limited

Registered office: 244, Anna Salai, Chennai – 600 006

Corporate Office : Plot No.3/G-3, SIPCOT IT Park, Siruseri, Chennai – 600 130

Name of the Member (s)

Registered Address

E-mail ID

Folio No./ Client Id & DP. ID

I/We being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
2. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
3. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____

as my / our proxy to attend and vote for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on **Wednesday, the August 21st, 2019, at 10:30 a.m. at RANI SEETHAI HALL, 603, 1ST FLOOR, RAJA ANNAMALAI CHETTIAR MEMORIAL BUILDING, ANNA SALAI, THOUSAND LIGHTS, CHENNAI- 600 006, INDIA** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Adoption of Financial Statements.
2. Re- appointment of Mr. Anil Kumar Verma
3. Appointment of Statutory Auditors
4. Appointment of Ms. Vijaya Sampath as an Independent Director
5. Appointment of Mr. Andrew Ralph England as Non-Executive Director
6. Re-appointment of Mr. Arun Shekhar Aran as an Independent Director
7. Commission payable to Non-Executive Directors /Independent Directors of the Company

Signed this _____ day of _____ 2019.

Affix Revenue Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Re.1
Revenue
stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. A holder of this proxy may vote either for or against any of the aforesaid resolutions.

Venue of 08th AGM of Intellect

