

Intellect/SEC/2023-24

May 15, 2023

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

Scrip Symbol :
INTELLECT

Scrip Code :
538835

Sub: Submission of Annual Secretarial Compliance Report for the FY 2022-23

Dear Sirs,

Kindly find the attached Annual Secretarial Compliance Report for the financial year 2022-23 issued by M/s. B Ravi & Associates, Practising Company Secretaries as envisaged under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Kindly take the above information on record and confirm compliance.

Yours truly,

For Intellect Design Arena Limited,



V V Naresh
Company Secretary and Compliance Officer



SECRETARIAL COMPLIANCE REPORT
OF
INTELLECT DESIGN ARENA LIMITED
FOR THE YEAR ENDED 31ST MARCH 2023

The Board of Directors of
INTELLECT DESIGN ARENA LIMITED
CIN: L72900TN2011PLC080183
No.244 ANNA SALAI
CHENNAI-600006

Dear Sirs,

We have examined:

- a) all the documents and records made available to us and explanation provided by **INTELLECT DESIGN ARENA LIMITED** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2023 in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to the observations made elsewhere in the report.
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



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- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (was not applicable to the company during the period under review)
- e) Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (was not applicable to the company during the period under review)
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (PIT Regulations) subject to the observations made elsewhere in the report.
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- j) Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012

and circulars/ guidelines issued there under, as amended;

And based on the above examination, we hereby report that, during the Review Period, the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of the matters specified in the Annexure.

We hereby affirm the following as mandated by:-

- a. BSE circular number 20230316-14 dated 16th March, 2023
- b. NSE circular number NSE/CML/2023/21 dated 16th March, 2023

S no	Particulars	Compliance status (Yes/ No/ Not applicable)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	Nil
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes Yes	Nil Nil



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3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	Nil
		Yes	Nil
		Yes	Nil
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Nil
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes. The NRC at its meeting held on 22.03.23 has conducted the performance evaluation of the Board, directors and committees. Independent directors at their meeting held on 22.03.23 have conducted the performance evaluation of non-independent directors and the Board as a whole besides reviewing the performance of the Chairperson of the Company and related matters.	Nil
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	Nil
		All the related party transactions are at arms' length and in the ordinary course of business.	Nil

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9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	No Details please refer Annexure to the report	There was a delay in intimation to the stock exchange on grant of options.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	No	As per the compliance report on Structured Digital Database (SDD) issued by Ms Padma Malini, PCS, for the quarter ended 31.12.22: 1. Not all events that were in the nature of UPSI were captured. 2. the company has not maintained the data/ events in a sequence. 3. Not all individuals details involved in the UPSI events were captured in the system. The Company has subsequently complied with the requirements. An onsite inspection of the SDD software maintained by the Company was carried out by BSE Limited and the company has provided the required clarifications.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under	Yes	Nil
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil

Place: Chennai
Date: 05.04.2023

Signature: *B. Ravi*
Name of Company Secretary in practice: CS Dr. B Ravi
FCS No.: 1810 CP No.: 3318
MANAGING PARTNER
B RAVI & ASSOCIATES
Firm Registration Number: P2016TN052400
Peer Review Certificate Number: 930/2020
UDIN: F001810E000016649



INTELLECT DESIGN ARENA LIMITED

ANNEXURE

(A) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No	Deviation	Action taken by	Type of action (Advisory/ clarification/ fine/ show cause notice/ warning, etc)	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
1.	The listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information. Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay.	Regulation 30(6) read with Para B of Part A of Schedule III of LODR	Intimation to the Stock exchange under Regulation 30 made beyond 24 hours	Nil	Nil	The grant of employee stock options was intimated to the Stock beyond 24 hours in couple of cases.	Nil	There was a delay in intimation to the stock exchange	The company informed that the delay occurred inadvertently	The company is advised to comply with the Regulation in future
2.	The board of directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of	Regulations 3(5) of SEBI PIT regulations read with NSE/CML /2022/51 dated October 28, 2022 and	1. Not all events that were in the nature of UPSI were captured. 2. the company has not maintained	Nil	Nil	1. Not all events that were in the nature of UPSI were captured. 2. the company has not maintained	Nil	It is observed from compliance report on SDD issued by Ms Padma Malini, PCS, for the quarter ended 31.12.2022 the following observations	Since SDD was basic at that time, and SDD compliances were under process and after this report, SDD has been	The Company has subsequently complied with the requirements.



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INTELLECT DESIGN ARENA LIMITED

unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.	BSE notice no 20221028-16 dated 28.10.2022	the data/ events in a sequence. 3. Not all individuals details involved in the UPSI events were captured in the system.			the data/ events in a sequence. 3. Not all individuals details involved in the UPSI events were captured in the system.		were noted: 1. Not all events that were in the nature of UPSI were captured. 2. The company has not maintained the data/ events in a sequence. 3. Not all individuals details involved in the UPSI events were captured in the system.	complied with	
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(B) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No	Deviation	Action taken by	Type of action (Advisory/ clarification/ fine/ show cause notice/ warning, etc)	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
NIL										



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The Board of Directors of
INTELLECT DESIGN ARENA LIMITED
CIN: L72900TN2011PLC080183
No.244 ANNA SALAI, CHENNAI-600006

**ADDENDUM TO THE SECRETARIAL COMPLIANCE REPORT OF INTELLECT DESIGN
ARENA LIMITED DATED 05TH APRIL 2023 FOR THE YEAR ENDED 31ST MARCH 2023
VIDE UDIN F001810E000016649**

Dear Sirs,

We have issued Secretarial Compliance Report of Intellect Design Arena Limited for the year ended 31st March 2023 on 5th April 2023 vide UDIN F001810E000016649 incorporating the affirmations required to made in the report as mandated under BSE and NSE circulars dated 16th March, 2023.

NSE and BSE vide their Circular No. NSE/CML/2023/30 dated 10.04.2023 and Notice No. 20230410-41 Dated 10.04.2023 respectively has made a change in point No 1 of the Table regarding additional affirmation by PCS. Consequent to the above, we hereby provide an addendum to the report and Point No 1 of the Table in Page No.3 of our report should be read as below and the Point No 1 given in the table to the report dated 05.04.2023 be deleted.

This addendum forms part of the report and issued consequent to the changes notified by the Stock exchanges detailed above subsequent to the issue of the report.

We hereby further affirm the following as mandated under:-

- BSE circular number 20230316-14 dated 16.03.2023 and Circular Number 20230410-41 dated 10.04.2023
- NSE circular number NSE/CML/2023/21 dated 16.03.2023 and Circular No NSE/CML/2023/30 dated 10.04.2023.

S no	Particulars	Compliance status (Yes/ No/ Not applicable)	Observations/ Remarks by PCS
1	Secretarial Standards The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	Nil

Place: Chennai

Date: 12.04.2023

Signature:

B. Ravi

Name of Company Secretary in practice: CS Dr. B Ravi
FCS No.: 1810 CP No.: 3318
MANAGING PARTNER
B RAVI & ASSOCIATES
Firm Registration Number: P2016TN052400
Peer Review Certificate Number: 930/2020

