

Intellect/SEC/2021 -22

May 19, 2021

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

Scrip Code :
INTELLECT

Scrip Code :
538835

Dear Sirs,

Sub- Submission of Annual Secretarial Compliance report for the FY 2020-21

Kindly find the attached annual Secretarial Compliance report for the FY 2020-21 issued by M/s S.A.E & Associates, LLP as envisaged under Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to take this information on record and confirm compliance.

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: +91-44-6615 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

S.A.E. & Associates LLP
COMPANY SECRETARIES
#4, "Aishwarya", 12B/177, Kumaran Colony
6th Street, Vadapalani, Chennai-600 026
T-91-44-42048235, T-91-44-42048335

Secretarial compliance report

Intellect Design Arena Limited for the financial year ended 31st March 2021

[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/27/2019, dt 8th February 2019]

To

Intellect Design Arena Limited (CIN: L72900TN2011PLC080183)

No.244 ANNA SALAI CHENNAI- 600 006.

We, S.A.E & Associates LLP, Company Secretaries, 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 National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where its equity shares are listed ("the stock exchanges"),
- (c) website of the listed entity (www.intellectdesign.com),
- (d) other relevant documents/filings which have been relied upon to make this certification,

for the year ended 31st March 2021, ("Review Period") 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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (LODR)
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) **(there were no events requiring compliance during the Review Period)**;
- (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 **(there were no events requiring compliance during Review Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

S.A.E. & Associates LLP
COMPANY SECRETARIES

#4, "Aishwarya", 12B/177, Kumaran Colony
6th Street, Vadapalani, Chennai-600 026
T-91-44-42048235, T-91-44-42048335

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**there were no events requiring compliance during the Review Period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**there were no events requiring compliance during the Review Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (SEBI DP Regulations)

and based on the above examination, we hereby report that, during the Review Period:

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

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2018/85, dated 28 th May 2018, on "System driven disclosures in the Securities Market"	<i>The information with respect to subsequent changes in directors / employees have not been provided to the depositories within two working days, as specified in Annexure A, clause 4 in PIT regulations in the said circular.</i>	<i>The Company has complied with the requirement as on date of this Report.</i>

- (b) Compliance with SEBI Circular No. CIR/CFD/CMD1/114/2019, dated October 18, 2019: There is no instance of resignation of the statutory auditor during the period under review. Hence commenting on the compliance with para 6(A) and 6(B) does not arise.
- (c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (d) We are given to understand, that one of the promoters has received a show cause notice from SEBI for alleged contravention under SEBI (Prevention of Insider Trading) Regulations, 2015. No other action was taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

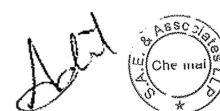



S.A.E. & Associates LLP
COMPANY SECRETARIES

#4, "Aishwarya", 12B/177, Kumaran Colony
6th Street, Vadapalani, Chennai-600 026
T-91-44-42048235, T-91-44-42048335

(e) The listed entity has taken the following actions to comply with the observations made in the previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	There have been Instances of violations of the Company's code of conduct to regulate, monitor and reporting trading by certain designated persons.	31 st March 2020	<p>a. The Audit Committee, after consulting with the Board, reviewed and sought explanation from each employee.</p> <p>b. The Audit committee, after review, levied penalties for the said violations.</p> <p>The Company thereafter collected the penalties which were credited to SEBI-IPEF A/c and intimation about the same was given to the stock exchange immediately</p>	<p>The Company has taken action on the said designated persons.</p> <p>The Company has also intimated to the stock exchanges about the steps taken by them on 24th June 2020 and 8th October 2020, in the specified format and in compliance with the SEBI Circular SEBI/HO/ISD/CIR/P/2019/82, dated 19th July 2019.</p>
2	With respect to implementation of certain amendments brought in by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 - The Company is in the process of putting in place the software for implementing certain amendments brought in by SEBI (Prohibition of Insider Trading) (Amendment)	31 st March 2020	The Company has put in place the software for implementing certain amendments brought in by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.	The Company has put in place the software for implementing certain amendments brought in by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018



S.A.E. & Associates LLP
COMPANY SECRETARIES

#4, "Aishwarya", 12B/177, Kumaran Colony
6th Street, Vadapalani, Chennai-600 026
T-91-44-42048235, T-91-44-42048335

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Regulations, 2018.			
3	SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2018/85, dated 28 th May 2018, on " System driven disclosures in the Securities Market " – The information with respect to subsequent changes in directors / employees have not been provided to the depositories within two working days, as specified in Annexure A, clause 4 in PIT regulations in the said circular.	31 st March 2020	The Company had complied with the requirement as on date of this Report for the financial year ended 31 st March 2020.	The Company had complied with the requirement as on date of this Report for the financial year ended 31 st March 2020.
4	SEBI Circular CIR/CFD/CMD/4/2015, dated 9 th Sep 2015 on continuous disclosure requirements under regulation 30 of SEBI (LODR) Regulations, 2015- The disclosure requirements with respect to sale or disposal of subsidiary of the listed entity as specified in clause 1.4 of the said Circular.	31 st March 2020	The Company, on 13 th June 2019, made a disclosure to the stock exchanges on the sale / divestments of its wholly owned subsidiary, which did not contain the required information as specified in the SEBI Circular. However, in response to the query raised by NSE vide mail dated 18 th July 2019, the	-




**S.A.E. & Associates LLP
COMPANY SECRETARIES**

#4, "Aishwarya", 12B/177, Kumaran Colony
6th Street, Vadapalani, Chennai-600 026
T-91-44-42048235, T-91-44-42048335

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
			required details were furnished by the Company.	
5	<p>Regulation 39(3) of SEBI (LODR) Regulations, 2015</p> <p>As per regulation 39(3), the Company is required to intimate the stock exchange the issue of duplicate share certificate. –</p> <p>The Company has issued a duplicate share certificate on 17th July 2019. The intimation with respect to issue of duplicate share certificate is missed.</p>	31 st March 2020	The Company had already intimated to the stock exchange, the loss of share certificate.	-




S.A.E. & Associates LLP
COMPANY SECRETARIES

#4, "Aishwarya", 12B/177, Kumaran Colony
6th Street, Vadapalani, Chennai-600 026
T-91-44-42048235, T-91-44-42048335

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
6	<p>Regulation 30 read with Schedule III of SEBI LODR</p> <p>Intimation of material event to the stock exchange –</p> <p>There was a revision in credit rating for banking facility availed by the Company on 29th June 2019. As per regulation 30 read with Schedule III revision in ratings is considered as material event and has to be intimated to the stock exchange within 24 hours of the event. The Company has intimated this revision in rating to the stock exchange with a delay on 13th September 2019.</p>	31 st March 2020	The intimation of revision in credit rating on 29 th June 2019 to stock exchange has been made on 13 th September 2019.	-

Place: Chennai
Date: 10th May 2021

For S.A.E & Associates LLP
Company Secretaries



Adit N Bhuvra,
Partner
ACS: 29660; CP.No. 10999
UDIN: A029660C000265951