

Intellect /SEC/2019-20

May 30, 2019

**National Stock Exchange**

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

**Scrip Code:**

**INTELLECT**

**BSE Limited**

1st Floor, New Trade Ring, Rotunda Building,  
PJ Towers, Dalal Street, Fort,  
Mumbai-400 001

**Scrip Code:**

**538835**

Dear Sirs,

**Sub-Annual Secretarial Compliance Report for the year ended March 31, 2019**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular **CIR/CFD/CMD1/27/2019** dated February 08, 2019, we enclose herewith Annual Secretarial Compliance report of the Company for the year ended March 31, 2019 issued by M/s S.A.E & Associates LLP, Practicing Company Secretaries.

Kindly take the above information on record and confirm compliance.

Thanking you.

Yours Truly,

for **Intellect Design Arena Limited**



**V V Naresh**

**Company Secretary & Compliance officer**



Encl: As above

**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](http://www.intellectdesign.com)

**S.A.E. & Associates LLP**  
**COMPANY SECRETARIES**  
#4, "Aishwarya", 12B/177, Kumaran Colony  
6<sup>th</sup> 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 31<sup>st</sup> March 2019**

*[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 8<sup>th</sup> February 2019]*

To

Intellect Design Arena Limited (CIN: L72900TN2011PLC080183)

No.244, Anna Salai,

Chennai- 600 006.

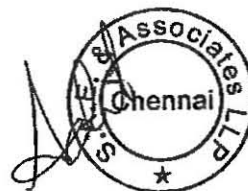
We, S.A.E & Associates LLP, Company Secretaries, have examined:

- (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](http://www.intellectdesign.com)),
- (d) other relevant documents/filings which have been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2019, ("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, includes:



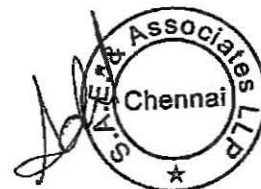
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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 upto 10<sup>th</sup> September 2018 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with effect from 11<sup>th</sup> September 2018;
- (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, 1998 upto 10<sup>th</sup> September 2018 and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 with effect from 11<sup>th</sup> September 2018 (**Not applicable to the Company during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not applicable to the Company during the Review Period**);
- (g) Securities and Exchange Board of India(Issue and Listing of NonConvertible and Redeemable Preference Shares) Regulations,2013(**Not applicable to the Company 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, 1996 upto 2<sup>nd</sup> October 2018 and SEBI (Depositories and Participants) Regulations, 2018 with effect from 3<sup>rd</sup> October 2018;

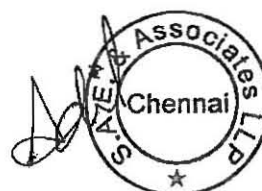
and based on the above examination, we hereby report that, during the Review Period:

- (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:



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S No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	SEBI (Prohibition of Insider Trading) Regulations, 2015	<i>There have been five instances of violations of the Company's code of conduct to regulate, monitor and reporting trading by certain designated persons.</i>	<i>There have been four instances of trading during the trading window closure period and one another instance where the traded value of the shares was in excess of Rs.10 Lakhs but the same was not reported to the Company.</i>  <i>Company is in the process of taking action against the said employees.</i>
2	SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85, dated 28 <sup>th</sup> 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</i>	<i>The Company has complied with the requirement as on date of this report.</i>



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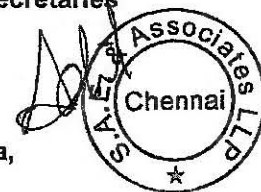
S No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		<i>days, as specified in Annexure A, clause 4 in PIT regulations in the said circular.</i>	

- (b) 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.
- (c) No 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.
- (d) This being the first report under Regulation 24A of LODR, reporting on actions to comply with the observations made in the previous reports does not arise.

Place: Chennai  
 Date: 28<sup>th</sup> May 2019

For S.A.E & Associates LLP  
 Company Secretaries

Adit N Bhuva,  
 Partner  
 ACS: 29660; CP.No. 10999



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To

**Intellect Design Arena Limited (CIN: L72900TN2011PLC080183)**

No.244, Anna Salai,

Chennai- 600 006.

Our Secretarial Compliance Report of even date is to be read along with this letter.

1. It is the Management's Responsibility to maintain secretarial records, and to devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as they are subject to audit by the financial auditors of the Company appointed under section 139 of Companies Act, 2013.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai  
Date: 28<sup>th</sup> May 2019

For S.A.E & Associates LLP  
Company Secretaries

Adit N Bhuvan,  
Partner  
ACS: 29660; CP.No. 1099

