

**INTELLECT/SEC/2023-24**

**July 31, 2023**

1. **National Stock Exchange of India Limited,**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051.

**Scrip Symbol :**  
INTELLECT

2. **BSE Limited.**  
1<sup>st</sup> 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 12<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

Kindly find enclosed the following documents with respect to the 12<sup>th</sup> Annual General Meeting of the Company held on July 28, 2023:

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer dated July 31, 2023, 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**

<b>VOTING RESULT</b>		
<b>Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	<b>Date of the AGM</b>	<b>Friday, July 28, 2023</b>
2	<b>Total number of shareholders as on record date</b>	As on the e-Voting Cut-off Date, i.e., <b>21.07.2023 – 1,05,688</b>
3	<b>Number of Shareholders present in the meeting either in person or through proxy</b>  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	<b>Number of Shareholders attended the meeting through VC / OAVM</b>  Promoters and Promoter Group:  Public:	  3  57
5	<b>No. of resolutions passed in the meeting</b>	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., 21.07.2023 – 105688

1. Adoption of Standalone and Consolidated Financial Statements

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
	<b>SUB TOTAL</b>		<b>41526429</b>	<b>41526429</b>	<b>100</b>	<b>41526429</b>	<b>0</b>	<b>100.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING	38340383	14620577	38.13	14620577	0	100.0000	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>38340383</b>	<b>14620577</b>	<b>38.13</b>	<b>14620577</b>	<b>0</b>	<b>100.0000</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	56269426	12758627	22.67	12757662	965	99.9924	0.0100
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		1053826	0	1053826	0	100.0000	0
	<b>SUB TOTAL</b>		<b>56269426</b>	<b>13812453</b>	<b>24.55</b>	<b>13811488</b>	<b>965</b>	<b>99.9930</b>
<b>GRAND TOTAL</b>		<b>136136238</b>	<b>69959459</b>	<b>51.39</b>	<b>69958494</b>	<b>965</b>	<b>99.9986</b>	<b>0.0014</b>

NAME OF THE COMPANY : INTELLECT DESIGN ARENA LIMITED

NUMBER OF SHAREHOLDERS AS ON THE EVOTING CUT-OFF DATE, i.e., 21.07.2023 – 105688

**2. To declare a final dividend of Rs. 2.50/- per equity share for the financial year ended March 31, 2023**

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
	<b>SUB TOTAL</b>		<b>41526429</b>	<b>41526429</b>	100	<b>41526429</b>	<b>0</b>	100.0000
PUBLIC-INSTITUTIONS	E-VOTING	38340383	14824251	38.66	14824251	0	100.0000	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>38340383</b>	<b>14824251</b>	38.66	<b>14824251</b>	<b>0</b>	100.0000
PUBLIC-NON INSTITUTIONS	E-VOTING	56269426	12758630	22.67	12757665	965	99.9924	0.0076
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		1053826	0	1053826	0	100.0000	0.0000
	<b>SUB TOTAL</b>		<b>56269426</b>	<b>13812456</b>	24.55	<b>13811491</b>	<b>965</b>	99.9930
<b>GRAND TOTAL</b>		<b>136136238</b>	<b>70163136</b>	51.54	<b>70162171</b>	<b>965</b>	99.9986	0.0014

NAME OF THE COMPANY : INTELLECT DESIGN ARENA LIMITED

NUMBER OF SHAREHOLDERS AS ON THE EVOTING CUT-OFF DATE, i.e., 21.07.2023 – 105688

3. 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.

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
	<b>SUB TOTAL</b>		<b>41526429</b>	<b>41526429</b>	100	<b>41526429</b>	<b>0</b>	100
PUBLIC-INSTITUTIONS	E-VOTING	38340383	14824132	38.66	4229567	10594683	28.5316	71.4692
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>38340383</b>	<b>14824132</b>	38.66	<b>4229567</b>	<b>10594683</b>	28.5316
PUBLIC-NON INSTITUTIONS	E-VOTING	56269426	12758617	22.67	12756811	1806	99.9900	0.0100
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		1053826	0	1053826	0	100.0000	0.0000
	<b>SUB TOTAL</b>		<b>56269426</b>	<b>13812443</b>	24.55	<b>13810637</b>	<b>1806</b>	99.9869
<b>GRAND TOTAL</b>		<b>136136238</b>	<b>70163122</b>	51.54	<b>59566633</b>	<b>10596489</b>	84.8974	15.1026

NAME OF THE COMPANY : INTELLECT DESIGN ARENA LIMITED

NUMBER OF SHAREHOLDERS AS ON THE EVOTING CUT-OFF DATE, i.e., 21.07.2023 – 105688

**4. Re-appointment of Mrs. Vijaya Sampath (DIN: 00641110) as an Independent Woman Director of the Company for a second term of 5 years.**

Resolution Required:(Ordinary/Special)				Special 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
	<b>SUB TOTAL</b>		<b>41526429</b>	<b>41526429</b>	100	<b>41526429</b>	<b>0</b>	100.0000
PUBLIC-INSTITUTIONS	E-VOTING	38340383	14402030	37.56	8689624	6134626	60.3361	42.5956
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>38340383</b>	<b>14402030</b>	37.56	<b>8689624</b>	<b>6134626</b>	60.3361
PUBLIC-NON INSTITUTIONS	E-VOTING	56269426	12758627	22.67	12756741	1886	99.9900	0.0100
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		1053826	0	1053826	0	100.0000	0.0000
	<b>SUB TOTAL</b>		<b>56269426</b>	<b>13812453</b>	24.55	<b>13810567</b>	<b>1886</b>	99.99
<b>GRAND TOTAL</b>		<b>136136238</b>	<b>70163132</b>	51.23	<b>64026620</b>	<b>6136512</b>	91.2539	8.7461



**CONSOLIDATED SCRUTIZER'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)**

July 31, 2023

The Chairman  
Intellect Design Arena Limited  
No. 244, Anna Salai  
Chennai – 600 006.

Dear Sir,

**SUB: CONSOLIDATED SCRUTINIZER'S REPORT OF THE REMOTE E-VOTING AND  
E-VOTING AT THE 12<sup>TH</sup> ANNUAL GENERAL MEETING OF INTELLECT DESIGN  
ARENA LIMITED HELD ON FRIDAY, JULY 28, 2023 AT 11:00 A.M. (IST) THROUGH  
VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM')**

1. I, Vasumathy Vasudevan, Practising Company Secretary, have been appointed by the Board of Directors of **Intellect Design Arena Limited** ("the Company") as a Scrutinizer vide letter dated May 11, 2023 for the purpose of scrutinizing the Remote E-voting and E-voting during the 12<sup>th</sup> 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 11, 2023 of the 12<sup>th</sup> Annual General Meeting of the Members of the Company held on July 28, 2023 at 11.00 A. M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").
2. In view of the continuing COVID-19 global pandemic, 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 (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 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 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.

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 12<sup>th</sup> 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 12<sup>th</sup> 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 12<sup>th</sup> Annual General Meeting.



6. The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on Friday, July 21, 2023) were entitled to vote on the resolutions as set out in the Notice of the 12<sup>th</sup> Annual General Meeting.
7. The Remote E-voting commenced on Tuesday, July 25, 2023 at 9.00 A. M. IST to Thursday, July 27, 2023 at 5.00 P. M. IST and the NSDL Remote E-voting Platform was closed 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 11<sup>th</sup> 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, 2023 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, 2023 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
337	6,99,58,494	99.9986%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
3	965	0.0014%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
28	1,37,60,345

**Resolution No. 2:** To declare a final dividend of ₹ 2.50/- per equity share for the financial year ended March 31, 2023. **(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
340	7,01,62,171	99.9986%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
3	965	0.0014%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
28	1,37,60,345



**Resolution No. 3:** 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. **(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
257	5,95,66,633	84.8974%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
85	1,05,96,489	15.1026%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
28	1,37,60,345

**Resolution No. 4:** Re-appointment of Mrs. Vijaya Sampath (DIN: 00641110), as an Independent Woman Director of the Company for a second term of 5 years. **(Special 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
276	6,40,26,620	91.2539%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
69	61,36,512	8.7461%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
28	1,37,60,345



**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 12<sup>th</sup> 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 12<sup>th</sup> Annual General Meeting held on July 28, 2023, 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  
VASUDEVAN**

Digitally signed by VASUMATHY VASUDEVAN  
DN: cn=VA, o=PERSONAL, title=7036,  
pseudonym=232db351a75b4bb6b641c7a8fde  
5f96,  
2.5.4.20=e18ce30d1ae95fe483f73769b25b6e03  
0d96bacdc0b97259e779bb07c4e6774f,  
postalCode=600028, st=Tamil Nadu,  
serialNumber=36c31459a77700983f649138971  
1b3ee74be02e0fb64b42f161f60aa3306,  
cn=VASUMATHY VASUDEVAN  
Date: 2023.07.31 18:20:59 +05'30'

**VASUMATHY VASUDEVAN**

**Practising Company Secretary**

FCS No. 5424 / COP No. 9451

Peer Review Certificate No: 680/2020

UDIN: F005424E000711899

Place: Chennai

**Countersigned:**

For INTELLECT DESIGN ARENA LIMITED

**VUDALI VENKATA  
NARESH**

Digitally signed by VUDALI  
VENKATA NARESH

Date: 2023.07.31 18:37:18 +05'30'

**V. V. NARESH**

Company Secretary & Compliance Officer